



NIIT Limited

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May 10, 2019

**The Manager
BSE Limited**

Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

The Manager

National Stock Exchange of India Ltd

Listing Department
Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

Subject: Update on Disclosure / Intimation pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 by the Company vide letter dated April 6, 2019

Ref : Scrip Code : BSE – 500304; NSE – NIIT LTD

Dear Sir/Madam,

This is in continuation to our letter dated April 6, 2019, whereby we had informed that NIIT Limited, ("the Company"/ "NIIT"), part of Promoter/ Promoter Group has executed a Share Purchase Agreement ("SPA") on April 6, 2019 with Hulst B.V. ("Purchaser") and NIIT Technologies Limited ("NTL") for sale of its entire shareholding comprising 1,44,93,480 equity shares of Rs. 10/- each (aggregating to 23.10% as on date on fully diluted basis) in equity share capital of NTL to Hulst B.V. ("Purchaser") as per the terms and conditions stated in the Share Purchase Agreement. Simultaneously, the remaining Promoter/ Promoter Group of NTL have also executed separate share purchase agreements for sale of their entire shareholding comprising 43,54,638 equity shares of Rs. 10/- each (aggregating to 6.94% as on date on fully diluted basis) to the Purchaser.

The aforesaid transaction by Promoter/ Promoter Group for sale of their entire shareholding aggregating to 30.04 % (as on date on fully diluted basis) in NTL was conditional *inter alia upon* obtaining the approval of the Competition Commission of India and the anti-trust authorities in Germany and United States of America by the Purchaser and Open offer being made by the Purchaser to the public shareholders of the NTL and completion of other terms and conditions as mentioned in SPA. The Purchaser will not undertake any trade in the equity shares of NTL from the execution of SPA until the closing date. The closing shall take place when Trading Window of NTL is open.

Now, we would like to update that the Purchaser has informed the Company that it has received the anti-trust approvals viz. approval of the Competition Commission of India and the anti-trust authorities in Germany and in United States of America. Further, NTL has also announced its annual financial results and its trading window is open.

The Parties are working towards completion of other terms and conditions as mentioned in SPA.

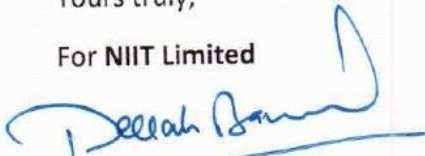
Pursuant to the above, the Parties have amended the SPA to remove the restriction on the Purchaser to trade in the equity shares of NTL prior to the closing date subject to compliance with Applicable Laws and certain conditions included in the amendment letter.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours truly,

For NIIT Limited



Deepak Bansal
Company Secretary