

**Nomura Singapore Limited**

10 Marina Boulevard Marina Bay Financial Centre Tower 2, #36-01  
Singapore 018983  
UEN No. 197201440E

Telephone (65) 6433 6288  
Facsimile (65) 6433 6188

August 14 2019

To:

**The Department of Corporate Services**

**BSE Limited**

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai – 400 001

Maharashtra, India

Phone No.: (022) 22721233/4, (022) 66545695

Fax No.: (022) 22721919

**National Stock Exchange of India Limited**

Exchange Plaza, C-1, Block G

Bandra Kurla Complex

Bandra (E)

Mumbai – 400 051

Maharashtra, India

Phone No.: (022) 26598100 - 8114

Fax No.: (022) 26598120

**Sub: Disclosure under Regulation 29(2) read with Regulation 29(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “SEBI Takeover Regulations”)**

Dear Sir/Madam,

This letter sets out the disclosure being made by Nomura Singapore Limited pursuant to Regulation 29(2) read with Regulation 29(4) of the SEBI Takeover Regulations in relation to equity shares carrying voting rights of NIIT Technologies Limited (the “**Target Company**”).

Nomura Singapore Limited had made a disclosure dated May 21, 2019 under Regulation 29(1) read with Regulation 29(4) of the SEBI Takeover Regulations in relation to its following interests in the Target Company:

- (a) Nomura Singapore Limited acquired 351,430 equity shares of the Target Company aggregating to 0.56% of the paid-up equity share capital of the Target Company through open market purchase from May 2, 2019 to May 16, 2019;
- (b) Interest in approximately 4,010,184 equity shares of the Target Company aggregating to approximately 6.490% of the equity share capital of Target Company pursuant to a pledge created over the entire share capital of Hulst B.V., the promoter of the Target Company in relation to financing availed by Hulst B.V., from Deutsche Bank AG, Singapore Branch; ING Bank N.V., Singapore Branch; Nomura Singapore Limited; Standard Chartered Bank (Singapore) Limited; E. Sun Commercial Bank, Ltd.; and Sumitomo Mitsui Banking Corporation Singapore.

Further to the aforementioned disclosure, Nomura Singapore Limited holds the following interest in relation to the Target Company as on the date of this filing:

- (a) Nomura Singapore Limited holds 7,246 equity shares of the Target Company, having disposed of 344,184 equity shares of the Target Company aggregating to 0.55% of the paid-up equity share capital of the Target Company;
- (b) Interest in approximately 4,951,832 equity shares of the Target Company aggregating to approximately 8.00% of the equity share capital of Target Company pursuant to a pledge created over the entire share capital of Hulst B.V., the promoter of the Target Company: Subsequent to the aforementioned disclosure, Hulst B.V. ,along with persons acting in concert, acquired an additional 24,169,729 shares of the Target Company, comprising approximately 39.09% of the paid up equity share capital carrying voting rights of the Target Company. Hulst B.V., on the date of this filing, holds 43,722,066 equity shares of the Target Company, comprising 70.70% of the equity share capital of the Target Company. Hulst B.V. has availed financing from Deutsche Bank AG, Singapore Branch; ING Bank N.V., Singapore Branch; Nomura Singapore Limited; Standard Chartered Bank (Singapore) Limited; E. Sun Commercial Bank, Ltd.; Taipei Fubon Commercial Bank Co., Ltd.; and Sumitomo Mitsui Banking Corporation Singapore Branch, (collectively, the **Lenders**) pursuant to a facility agreement dated 9 May 2019, read with an amendment request letter to the facility agreement dated August 4, 2019 (collectively, the “**Facility Agreement**”). In relation to such financing arrangement, a pledge of shares (as indicated below) has been created in favour of DB International Trust (Singapore) Limited acting as the pledgee and security agent, (the **Security Agent**) for the Lenders under the Facility Agreement.

S. No.	Pledgor	Company whose Shares are Pledged
1.	Kruisberg B.V. <i>(incorporated in the Netherlands)</i>	Hulst B.V. <i>(incorporated in the Netherlands)</i>

Given that there has been a change in interest exceeding 2 (two) per cent of total shareholding from the last disclosure filed, Nomura Singapore Limited is filing this disclosure under Regulation 29(2) read with Regulation 29(4) of the SEBI Takeover Regulations in relation to this change.

Please note that Nomura Singapore Limited is making this disclosure by way of abundant caution and the holdings of Nomura Singapore Limited in the Target Company are not aggregated since the interests are held by Nomura Singapore Limited in different capacities, and the transactions are adequately Chinese walled. The proprietary interest of Nomura Singapore Limited and the interest of Nomura Singapore Limited in the financing extended to Hulst B.V., should not be aggregated for the purpose of calculation of any thresholds under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 or any law, foreign exchange or otherwise, made applicable to foreign portfolio investors.

Please see enclosed the disclosure by Nomura Singapore Limited in the prescribed format under Regulation 29(2) read with Regulation 29(4) of the SEBI Takeover Regulations in relation to the above.

We request you to kindly take the above on record and acknowledge receipt.

For and on behalf of Nomura Singapore Limited

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Name: Toshiya Yoshida

Designation: Managing Director

Place: Singapore

Date: August 14 2019

cc: NIIT Technologies Limited  
8, Balaji Estate, First Floor,  
Guru Ravi Das Marg,  
Kalkaji,  
New Delhi - 110019

**Enclosed:** Disclosure under Regulation 29 (2) read with 29 (4) of the SEBI Takeover Regulations.

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	NIIT Technologies Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Nomura Singapore Limited.		
Whether the acquirer belongs to Promoter/Promoter group	No.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and the National Stock Exchange of India Limited.		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of # :			
a) Shares carrying voting rights	(a) 7,246	(a) 0.01%	(a) 0.01%
b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	(b) 4,010,184	(b) 4,010,184 equity shares aggregating to approximately 6.490% of the paid-up equity share capital carrying voting rights of the TC.	(b) 4,010,184 equity shares aggregating to approximately 6.390% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis.
c) Voting rights (VR) otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)			
e) Total (a+b+c+d)	(e) 4,017,430	(e) 6.5%	(e) 6.4%

<p>Details of acquisition/sale</p> <p>a) Shares carrying voting rights acquired/sold</p> <p>b) VRs acquired /sold otherwise than by shares</p> <p>c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold</p> <p>d) Shares encumbered / <del>invoked</del>/released by the acquirer</p> <p>(e)Total (a+b+c+/-d)</p>	<p>(d) 4,951,832 equity shares of the TC pursuant to a pledge over shares of Hulst B.V., which acquired 24,169,729 equity shares carrying voting rights of the TC as set out in the NOTE below</p> <p>(e) 4,951,832</p>	<p>(d) 4,951,832 equity shares of the TC aggregating to 8.00% of the equity share capital carrying voting rights of the TC pursuant to a pledge over shares of Hulst B.V., which acquired 24,169,729 equity shares carrying voting rights aggregating to approximately 39.09% of the equity share capital carrying voting rights of the TC as set out in the NOTE below</p> <p>(e) 8.00%</p>	<p>(d) 4,951,832 equity shares of the TC aggregating to 7.89% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis pursuant to a pledge over shares of Hulst B.V., which acquired 24,169,729 equity shares aggregating to approximately 38.51% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis as set out in the NOTE below.</p> <p>(e) 7.89%</p>
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<p>After the acquisition/<del>sale</del>, holding of:</p> <p>a) Shares carrying voting rights</p> <p>b) Shares encumbered with the acquirer</p> <p>c) VRs otherwise than by shares</p> <p>d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition</p> <p>e) Total (a+b+c+d)</p>	<p>(a) 7,246</p> <p>(b) 8,962,016 equity share carrying voting rights of the TC pursuant to a pledge over shares of Hulst B.V., which holds 43,722,066 equity shares carrying voting rights of the TC</p> <p>(e) 8,969,262 equity shares carrying voting rights of the TC</p>	<p>(a) 0.01%</p> <p>(b) 8,962,016 equity shares of the TC aggregating to 14.49% of the equity share capital carrying voting rights of the TC pursuant to a pledge over shares of Hulst B.V., which holds 43,722,066 equity shares carrying voting rights aggregating to approximately 70.70% of the equity share capital carrying voting rights of the TC as set out in the NOTE below</p> <p>(e) 14.5% of the paid-up equity share capital carrying voting rights of the TC.</p>	<p>(a) 0.01%</p> <p>(b) 8,962,016 equity shares of the TC aggregating to 14.28% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis pursuant to a pledge over shares of Hulst B.V., which holds 43,722,066 equity shares aggregating to approximately 69.68% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis as set out in the NOTE below.</p> <p>(e) 14.29% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis.</p>
<p>Mode of acquisition—/<del>sale</del>—(e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).</p>	<p>.Pledge of 100% of the share capital of Hulst B.V., which in turn holds equity shares of the Target Company, as set out in the NOTE below.</p>		
<p>Date of acquisition / <del>sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable</del></p>	<p>May 22, 2019 to August 9, 2019.</p>		

Equity share capital / total voting capital of the TC before the said acquisition <sup>#</sup> /-sale	INR 61,78,38,740 comprising 6,17,83,874 equity shares of face value of INR 10 each.
Equity share capital/ total voting capital of the TC after the said acquisition /-sale	INR 61,84,12,340 comprising 6,18,41,234 equity shares of face value of INR 10 each.
Total diluted share/voting capital of the TC after the said acquisition	INR 62,74,62,640 comprising 6,27,46,264 equity shares of face value of INR 10 each.

(#) Total share capital/ voting capital taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement before the said acquisition, i.e. as on March 31, 2019.

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement, i.e. as on June 30, 2019.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC, i.e. as on June 30, 2019

**NOTE:**

Nomura Singapore Limited had made a disclosure dated May 21, 2019 under Regulation 29(1) read with Regulation 29(4) of the SEBI Takeover Regulations in relation to its following interests in the Target Company:

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For and on behalf of Nomura Singapore Limited



Name: Toshiya Yoshida

Designation: Managing Director

Place: Singapore

Date: August 14, 2019

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