

July 01, 2020

BSE Limited

Corporate Service Department
P. J. Towers, 1st Floor
Dalal Street
Mumbai – 400 001

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai – 400 051

Dear Sir,

Sub: Extinguishment of equity shares with respect to the buyback of 19,56,290 (Nineteen Lakh Fifty Six Thousand Two Hundred and Ninety) fully paid-up equity shares of face value of Rs. 10 each (“Equity Shares”) of NIIT Technologies Limited (“Company”).

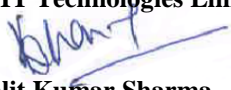
1. Pursuant to the public announcement dated February 17, 2020 and the letter of offer dated May 20, 2020 (“LOF”) in connection with the offer to buy back 19,56,290 Equity Shares of the Company at a price of Rs. 1,725 per Equity Share on a proportionate basis through the tender offer method (“Buyback”), the Tendering Period of the Buyback opened on May 29, 2020 and closed on June 11, 2020.
2. In accordance with the provisions of Regulation 24(iv) of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“Buyback Regulations”), following are the details of the Equity Shares bought back by the Company and extinguished pursuant to the completion of the Buyback are set out below.

Equity Share Capital Prior To the Buyback	Equity Shares Bought Back and Extinguished	Equity Share Capital After the Buyback
6,24,94,559	19,56,290	6,05,38,269

3. The shareholding pattern of the Company prior to the Buyback and after the Buyback disclosed in the post offer public announcement published on June 23, 2020 and submitted for your records is enclosed herein for ease of reference.
4. The certificate dated June 30, 2020 relating to the aforementioned extinguishment of 19,56,290 Equity Shares in accordance with Regulation 11 of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 is enclosed herein.
5. Capitalized terms used herein but not defined have the same meaning as ascribed to them in the LOF.

Sincerely,

NIIT Technologies Limited


Lalit Kumar Sharma
Company Secretary & Legal Counsel

Encl: a/a

PRE-AND-POST BUYBACK SHAREHOLDING PATTERN

The shareholding pattern of the Company before and after the completion of the Buyback is set out below.

Category	Pre-Buyback*		Post-Buyback	
	Number of Equity Shares	% of Shareholding	Number of Equity Shares	% of Shareholding
Promoter	4,38,07,297	70.10%	4,25,71,260	70.32%
Foreign Investors (including Non Resident Indians / FIIs / FPIs / Foreign Nationals / OCBs)	99,29,278	15.89%	1,79,67,009	29.68%
Financial Institutions / Banks / NBFCs and Mutual Funds	34,13,362	5.46%		
Others (Public, Bodies Corporate, Clearing Members, Trust, and HUF)	53,44,622	8.55%		
Total	6,24,94,559	100.00%	6,05,38,269	100.00%

* As on the Record Date. This includes the 11,645 shares which commenced trading on March 13, 2020.

**CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY NIIT
TECHNOLOGIES LIMITED (the “Company”)**

The certificate is being issued in compliance with the requirements of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 and amendments thereto

Pursuant to the Public Announcement dated February 17, 2020 and Letter of Offer dated May 20, 2020, the Company bought back 19,56,290 (Nineteen Lakh Fifty Six Thousand Two Hundred and Ninety) fully paid-up equity shares of face value of Rs. 10 each, through the tender offer method at a price of Rs. 1,725 (Rupees One Thousand Seven Hundred and Twenty Five Only) per Equity Share. The tendering period for the Buy-Back of equity shares opened on May 29, 2020 and closed on June 11, 2020. The following are the details of the Equity Shares bought back by the Company during the said tendering period and extinguished:

A. The equity shares extinguished in dematerialised form are as under:

Name of the Depository Participant and DP ID No.	Company's A/c. No.	Date of Extinguishment	No. of Equity Shares Extinguished
JM FINANCIAL SERVICES LIMITED DP ID No. IN302927	10356804	June 25, 2020	19,56,290

B. The equity shares extinguished in physical form are as under:

None

C. The total equity shares extinguished/destroyed in dematerialised and physical form are as under

Total Number of Equity Shares Extinguished/ Destroyed (A + B)	19,56,290
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It is certified that the above Equity Shares of the Company were extinguished in compliance with, and according to the provisions of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and any amendments thereto.

<p>For NIIT Technologies Ltd.</p> <p>Name: Sudhir Singh DIN : 07080613 Designation: CEO & Executive Director Place: USA Date: June 30, 2020</p>	<p>For NIIT Technologies Ltd.</p> <p>Name: Hari Gopalakrishnan DIN : 03289463 Designation: Non- Executive Director Place: Mumbai Date: June 30, 2020</p>
<p>For S R Batliboi & Associates LLP Chartered Accountants</p> <p>Firm Registration No: 101049W/E300004 Name: Yogender Seth Designation: Partner Membership No: 094524 Place: Gurugram Date: June 30, 2020</p>	<p>For Link Intime India Private Limited Registrar to the Buyback</p> <p>Name: Sanjeev Nandu Designation: Director Place: Mumbai Date: June 30, 2020</p>

Enclosed: Confirmation from Depositories for extinguishment of Equity Shares in dematerialized form.

CC: **JM Financial Limited**, 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025, India.

Ref: II/CA/COM/25129/2020

June 25, 2020

Mr. Lalit Kumar Sharma
Company Secretary
NIIT Technologies Limited
8, Balaji Estate, 3rd Floor,
Guru Ravi Das Marg,
Kalkaji,
New Delhi - 110 019

Sub : Buy-back (tender offer)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Alankit Assignments Limited, Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE591G01017	NIIT TECHNOLOGIES LIMITED EQ	Debit	1	1,956,290.000	25/Jun/2020

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Rakesh Mehta
Vice President