

*Hulst B.V.
Atrium Building, 8th Floor
Strawinskylaan 3127, 1077 ZX
Amsterdam, The Netherlands*

October 7, 2019

NIIT Technologies Limited

8, Balaji Estate,
First Floor,
Guru Ravi Das Marg,
Kalkaji,
New Delhi - 110019

BSE Limited

Listing Department

P.J. Towers,
Dalal Street,
Mumbai – 400 001

The National Stock Exchange of India Limited

Listing Department

Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra,
Mumbai – 400 051

Dear Sir,

Sub: Disclosure under Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Please find attached the disclosure under Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Yours faithfully,

Vistra Management Services (Netherlands)
Managing Director

For and on behalf of **Hulst B.V.**


Authorized signatory

Name:

Ronald Posthumus
Managing Director

Designation:


B. van Dijk
Proxy Holder A


B. van Dijk
Director

Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011													
Name of the Target Company(TC)				NIIT Technologies Limited									
Names of the stock exchanges where the shares of the target company are listed				BSE Limited and the National Stock Exchange of India Limited									
Date of reporting				October 7, 2019									
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked				Hulst B.V.									
Details of the creation of encumbrance:													
Name of the promoter (s) or PACs with him*	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)]}	
	Number	% of total share capital (a)	Number	% of total share capital (a)	Type of event (creation / release / invocation)	Date of creation / release / invocation of encumbrance	Type of encumbrance (pledge / lien / non disposal undertaking / others)	Reasons for encumbrance**	Number	% of share capital (a)	Name of entity in whose favour shares are encumbered ***	Number	% of total share capital (a)
Hulst B.V.	43,807,297	70.18 %	43,720,385	70.04 %	Creation	September 27, September 30, 2019	Pledge over the shares of Hulst	Financing availed by Hulst B.V.	86,912	0.14 %	DB International Trust (Singapore)	43,807,297	70.18 %

						<p><i>(Please refer to the note below)</i></p>	<p>B.V., the promoter of the Target Company, which holds 43,807,297 equity shares of the Target Company as on date.</p> <p><i>(Please refer to the note below)</i></p>	<p><i>(Please refer to the note below)</i></p>			<p>Limited acting as (i) the pledgee and (ii) the security agent, for 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;</p>	
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											Woori Bank, Singapore Branch; Bank SinoPac Company Limited; Taishin International Bank; Siemens Bank GmbH KGI Bank, Taipei; Credit Agricole Corporate and Investment Bank; and Yuanta Commercial Bank Company Limited.		
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(a)The percentage of total share capital / voting share capital is based on the total number of outstanding shares and voting rights of the Target Company as on September 30, 2019

On August 8, 2019, Hulst B.V. placed an order to acquire 130,000 equity shares on NSE. However, 1,681 equity shares were not delivered to Hulst B.V. In terms of the applicable stock exchange settlement rules, Hulst B.V. received cash consideration in lieu of such shares. Accordingly, the number of shares held by Hulst B.V. before the acquisitions provided for in this disclosure is 43,720,385 equity shares representing 70.70% of the total voting share capital.

NOTE:

Hulst B.V., a company incorporated and registered under the laws of Netherlands (“**Hulst**”), has availed a loan of up to USD 360,130,000 (“**Loan Amount**”) 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.; Sumitomo Mitsui Banking Corporation Singapore Branch, Woori Bank, Singapore Branch; Bank SinoPac Company Limited; Taishin International Bank; Siemens Bank GmbH; KGI Bank, Taipei; Credit Agricole Corporate and Investment Bank; and Yuanta Commercial Bank Company Limited, (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. The Loan Amount has been secured *inter-alia* by creating a pledge over 100% (one-hundred per cent) of the shares of Hulst (“**Pledge**”) in favour of DB International Trust (Singapore) Limited acting as the pledgee and security agent for the Lenders under the Agreement as described below.

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

On May 17, 2019 Hulst acquired 18,848,118 equity shares of the Target Company from the erstwhile promoters thereby becoming a promoter of the Target Company with effect from May 17, 2019. On May 24, 2019, Hulst made a disclosure under Regulation 31(1) with respect to 20,003,429 equity shares held by Hulst as on May 24, 2019. On June 1, 2019, Hulst made an update disclosure under Regulation 31(1) for the 447,658 equity shares acquired by Hulst between May 24, 2019 and May 31, 2019. On June 6, 2019, Hulst has further acquired 6,559 equity shares in the Target Company for which Hulst made an update disclosure on June 17, 2019. Hulst has further acquired 268,430 equity shares between June 19, 2019 and June 21, 2019 for which a disclosure was made on June 21, 2019 and 860,027 equity shares between June 24, 2019 and June 28, 2019 for which a disclosure was made on June 28, 2019. Hulst acquired 22,134,282 equity shares on August 8 and August 9, 2019 for which a disclosure was made on August 20, 2019. This disclosure under Regulation 31 is being made by Hulst with respect to the 86,912 equity shares acquired by Hulst on September 27, 2019 and September 30, 2019. The pledge over the equity shares of Hulst as disclosed in our earlier disclosure under Regulation 31(1) dated May 24, 2019, being a pledge over the entire share capital of Hulst, remains unchanged.

For and on behalf of Hulst B.V.

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(Signature of the authorized signatory)

Name: P.A.G DEW BOEF
Designation: AUTHORIZED SIGNATORY
Place: AMSTERDAM

Date: 7 OCTOBER 2019

*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

***This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.