

By Speed Post A.D.

UT/ ५५५/DOC 82B/2017-2018

November 27, 2017

The Company Secretary
NIIT Ltd.
8, Balaji Estate, First Floor
Guru Ravi Das Marg, Kalkaji
New Delhi – 110 019

Dear Sir,

Disclosure requirements in terms of Regulation 29(1) of SEBI
(Substantial Acquisition of Shares and Take-overs)
Regulation 2011

You are requested to kindly note that the UTI Mutual Fund has purchased 2,52,848 shares of your company in the secondary market on November 24, 2017 and hence the holding is 5.06% of the equity paid up capital of the company carrying voting rights.

The related details are annexed in Annexure A for your information and necessary action under the aforesaid SEBI Regulations.

Thanking you,

Yours faithfully,

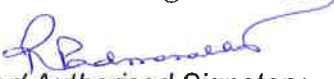

R Padmanabhan
SVP (DoC)

Annexure A

<u>Format for disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011</u>			
1. Name of the Target company	NIIT Ltd.		
2. Name of the acquirer and Persons Acting in Concert (PAC) with the acquirer	UTI MUTUAL FUND		
3. Whether the acquirer belongs to Promoter / Promoter Group	No		
4. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	BSE, NSE		
5. Details of the acquisition of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC
<u>Before the acquisition under consideration, holding of:</u>			
a) shares carrying voting rights	81,40,333	4.90%	4.90%
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)			
c) Voting rights (VR) otherwise than by equity shares	-	-	-
d) Warrants/ convertible securities /any other instrument that entitles the	-	-	-

<i>acquirer to receive shares carrying voting rights in the TC (specify holding in each category)</i>			
<i>Total (a+b+c+d)</i>	<i>81,40,333</i>	<i>4.90%</i>	<i>4.90%</i>
<i>Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)</i>	<i>Secondary Market</i>		
<i>Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.</i>			
<i>Date of acquisition of/ date of receipt of intimation of allotment of shares/VR/ warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC.</i>			
<i>Equity share capital / total voting capital of the TC before the said acquisition</i>			
<i>Equity share capital/ total voting capital of the TC after the said acquisition</i>			
<i>Total diluted share/voting capital of the TC after the said acquisition</i>			
<i>a) shares carrying voting rights</i>	<i>2,52,848</i>	<i>0.15%</i>	<i>0.15%</i>
<i>b) Voting rights (VR) otherwise than by equity shares</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>c)Warrants/ convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the</i>	<i>-</i>	<i>-</i>	<i>-</i>

<i>TC (specify holding in each category)</i>			
<i>d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking / others)</i>			
<i>Total (a+b+c+d)</i>	<i>2,52,848</i>	<i>0.15%</i>	<i>0.15%</i>
<i>After the acquisition, holding of</i>			
<i>a) shares carrying voting rights</i>	<i>83,93,181</i>	<i>5.06%</i>	<i>5.06%</i>
<i>b) Voting rights (VR) otherwise than by equity shares</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>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)</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Total (a+b+c)</i>	<i>83,93,181</i>	<i>5.06%</i>	<i>5.06%</i>
<i>6. Mode of acquisition (e.g. open market / public issue/ rights issue/ preferential allotment/ interse transfer etc).</i>	<i>Open Market</i>		
<i>7. Date of acquisition of /date of receipt of intimation of allotment of shares/VR/warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC</i>	<i>November 24, 2017</i>		
<i>8. Equity share capital/ total voting capital of the target company before the said acquisition</i>	<i>Rs.33.19 crs.</i>		

9. Equity share capital/ total voting capital of the target company after the said acquisition	Rs.33.19 crs.
10. Total diluted share/ voting capital of the TC after the said acquisition	Rs.33.19 crs.
<p>Note:</p> <p>(*) 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.</p> <p> Signature of the acquirer/ Authorised Signatory</p> <p>Place : Mumbai</p> <p>Date : 27/11/17</p>	