

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

Name of the Target Company (TC)	NIIT Limited		
Name(s) of the Seller and Persons Acting in Concert (PAC) with the acquirer	Pace Industries Private Limited (Seller) PAC are listed in attached Annexure		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited 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 (**)
<b>Before the acquisition under consideration, holding of :</b>			
a) Shares carrying voting rights	5,66,51,935	34.18%	34.18%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
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)	5,66,51,935	34.18%	34.18%
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold	Refer Annexure I		
b) VRs acquired /sold otherwise than by shares			
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			
d) Shares encumbered / invoked/released by the acquirer			
e) Total (a+b+c+/-d)			

<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	5,66,51,935	34.18%	34.18%
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
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	-	-	-
e) Total (a+b+c+d)	5,66,51,935	34.18%	34.18%
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se transfer (For details refer Annexure I)		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	March 10, 2017		
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 33,14,99,772/-		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs. 33,14,99,772/-		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 33,14,99,772/-		

For Pace Industries Private Limited

  
Authorized Signatory



Place: New Delhi  
Date : March 10, 2017



**Annexure to Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Details of shareholdings of Persons acting in Concert

S. No.	Name of the Shareholder	Shareholding before acquisition/ disposal		Acquisition/ Disposal		Shareholding after acquisition/ disposal	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding	No. of shares held	% of shareholding
1	PACE INDUSTRIES PRIVATE LIMITED (Seller)	0	0.00	-	-	0	0.00
2	GLOBAL SOLUTIONS PRIVATE LIMITED	0	0.00	-	-	0	0.00
3	GLOBAL CONSULTANCY AND INVESTMENT PRIVATE LIMITED	25915838	15.64	-	-	25915838	15.64
4	PIPL MANAGEMENT CONSULTANCY AND INVESTMENT PRIVATE LIMITED	25366521	15.30	-	-	25366521	15.30
5	A K M SYSTEMS PRIVATE LIMITED	3846962	2.32	-	-	3846962	2.32
6	ARVIND THAKUR	659242	0.40	-	-	659242	0.40
7	NEETI PAWAR	427326	0.26	-	-	427326	0.26
8	RAJENDRA SINGH PAWAR	155000	0.09	-	-	155000	0.09
9	VIJAY KUMAR THADANI	155000	0.09	-	-	155000	0.09
10	URVASHI PAWAR	56250	0.03	-	-	56250	0.03
11	UNNATI PAWAR	56242	0.03	-	-	56242	0.03
12	UDAI PAWAR	7500	0.00	-	-	7500	0.00
13	RAJENDRA SINGH PAWAR HUF	2527	0.00	-	-	2527	0.00
14	VIJAY KUMAR THADANI HUF	2527	0.00	-	-	2527	0.00
15	RENUKA VIJAY THADANI	1000	0.00	-	-	1000	0.00
16	THADANI FAMILY TRUST (through its Trustee Mr. Vijay Kumar Thadani)	-	-	-	-	-	-
17	PAWAR FAMILY TRUST (through its Trustee Mr. Rajendra Singh Pawar)	-	-	-	-	-	-
<b>Total</b>		<b>56651935</b>	<b>34.18</b>	<b>-</b>	<b>-</b>	<b>56651935</b>	<b>34.18</b>

For Pace Industries Private Limited

Authorized Signatory

Place: New Delhi

Date: March 10, 2017



**Annexure I**

The Manager  
**National Stock Exchange of India Ltd**  
Listing Department  
Exchange Plaza  
5<sup>th</sup> Floor, Plot no C/1, G Block  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051

The Manager  
**BSE Limited**  
Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001

Dear Sir,

Pace Industries Private Limited ("PIPL") is a part of Promoter / Promoter Group of NIIT Limited (Target Company) and prior to the undermentioned transaction PIPL was holding 1000 shares in PIPL Management Consultancy and Investment Private Limited ("PIPL Management").

On March 10, 2017, PIPL had transferred 1000 equity shares (approximately 1.10% of total shareholding) of PIPL Management to Pawar Family Trust.

This is an inter se transfer of shares amongst the promoter group entities. Accordingly this acquisition would not result in change in the aggregate shareholding of the Promoter/ Promoter Group of the Target Company.

The proposed transaction is pursuant to succession planning of Mr. Rajendra Singh Pawar.

Kindly take the same on your record.

**For Pace Industries Private Limited**

  
Authorized Signatory



Place: New Delhi  
Date : March 10, 2017