

**Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Part-A- Details of the Acquisition**

|                                                                                                                                                                          |                                                                                                                       |                                                            |                                                            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------|
| Name of the Target Company (TC)                                                                                                                                          | NIIT Limited                                                                                                          |                                                            |                                                            |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                            | Pawar Family Trust (Acquirer)<br>through its Trustee Mr. Rajendra Singh Pawar<br>PAC are listed in Part B of the Form |                                                            |                                                            |
| 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<br>National Stock Exchange of India Limited                                                               |                                                            |                                                            |
| Details of the acquisition 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 acquirer along with PACs 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 equity 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) | -                                                                                                                     | -                                                          | -                                                          |
| e) Total (a+b+c+d)                                                                                                                                                       | 5,66,51,935                                                                                                           | 34.18%                                                     | 34.18%                                                     |
| <b>Details of acquisition</b>                                                                                                                                            |                                                                                                                       |                                                            |                                                            |
| a) Shares carrying voting rights acquired                                                                                                                                | Refer Annexure I                                                                                                      |                                                            |                                                            |
| b) VRs acquired otherwise than by equity shares                                                                                                                          |                                                                                                                       |                                                            |                                                            |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying                                                            |                                                                                                                       |                                                            |                                                            |

|                                                                                                                                                                                                          |                                                          |        |        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|--------|--------|
| category) acquired<br>d) Shares in the nature of encumbrance (pledge/ lien/<br>non-disposal undertaking/ others)<br>e) Total (a+b+c+/-d)                                                                 |                                                          |        |        |
| <b>After the acquisition, holding of acquirer along with<br/>PACs of:</b>                                                                                                                                |                                                          |        |        |
| a) Shares carrying voting rights                                                                                                                                                                         | 5,66,51,935                                              | 34.18% | 34.18% |
| b) VRs otherwise than by equity shares                                                                                                                                                                   | -                                                        | -      | -      |
| c) Warrants/convertible securities/any other instrument<br>that entitles the acquirer to receive shares carrying<br>voting rights in the TC (specify holding in each<br>category) after acquisition      | -                                                        | -      | -      |
| d) Shares in the nature of encumbrance (pledge/ lien/<br>non-disposal undertaking/ others)                                                                                                               | -                                                        | -      | -      |
| e) Total (a+b+c+d)                                                                                                                                                                                       | 5,66,51,935                                              | 34.18% | 34.18% |
| Mode of acquisition (e.g. open market / public issue / rights<br>issue / preferential allotment / inter-se<br>transfer/encumbrance, etc.)                                                                | Preferential Allotment<br>(Refer Annexure I for details) |        |        |
| Salient features of the securities acquired including time till<br>redemption, ratio at which it can be converted into equity<br>shares, etc.                                                            | NA                                                       |        |        |
| Date of acquisition of/ date of receipt of intimation of<br>allotment of shares / VR/ warrants/convertible securities/any<br>other instrument that entitles the acquirer to receive shares<br>in the TC. | March 10, 2017                                           |        |        |
| Equity share capital / total voting capital of the TC before<br>the said acquisition                                                                                                                     | Rs. 33,14,99,772/-                                       |        |        |
| Equity share capital/ total voting capital of the TC after the<br>said acquisition                                                                                                                       | Rs. 33,14,99,772/-                                       |        |        |
| Total diluted share/voting capital of the TC after the said<br>acquisition                                                                                                                               | Rs. 33,14,99,772/-                                       |        |        |

**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,

PIPL Management Consultancy and Investment Private Limited ("PIPL Management") is part of Promoter / Promoter Group of NIIT Limited (Target Company) and holds 15.30% of paid up share capital of the Target Company.

Subsequent to specific SEBI Approval under regulation 11(5) of SEBI (Substantial Acquisition of shares and takeovers) Regulations, 2011 ("Takeover Code"), PIPL Management has allotted 90,000 shares to Pawar Family Trust (acting through its trustee Mr. Rajendra Singh Pawar) ("the acquirer") on March 10, 2017 through preferential allotment.


Pursuant to this acquisition, the acquirer is making the aforesaid disclosures in compliance with Regulation 29 (1) of Takeover Code.

Pursuant to this transfer, there will not be any change in the aggregate shareholding of Promoter/ Promoter Group of Target Company.

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

Kindly take the same on your record.

For Pawar Family Trust  
For Pawar Family Trust

  
~~Authorized Signatory~~  
Authorized Signatory

Place: New Delhi  
Date : March 10, 2017