

19th June 2018

Bombay Stock Exchange
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

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

Dear Sir/Mam,

Please find attached Annexure 2 detailing the aggregate holdings of NIIT Ltd. as required under Regulation 29(2) of the Substantial Acquisition of Shares and Takeovers. This disclosure is being made as the aggregate holdings of BlackRock, Inc. (on behalf of discretionary management clients) in NIIT Ltd. has decreased to 2.97%.

Regards,


Eric Andruczyk
Vice President



Annexure-2

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

Name of the Target Company (TC)	NIIT Ltd.		
Name(s) of the disposer and Persons Acting in Concert (PAC) with the disposer	BlackRock, Inc. (on behalf of discretionary management clients)		
Whether the disposer belongs to Promoter/Promoter group			
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange Limited National Stock Exchange of India Limited		
Details of the disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the disposal under consideration, holding of :			
a) Shares carrying voting rights	5,319,004	3.19%	3.19%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	0%	0%
c) Voting rights (VR) otherwise than shares	-	0%	0%
d) Warrants/convertible securities/any other instrument that entitles the disposer to receive shares carrying voting rights in the TC (specify holding in each category)	-	0%	0%
e) Total (a+b+c+d)	5,319,004	3.19%	3.19%
Details of the disposal :			
a) Shares carrying voting rights disposed of	362,713	0.22%	0.22%
b) VRs disposed of otherwise than by shares	-	0%	0%
c) Warrants/convertible securities/any other instrument that entitles the disposer to receive shares carrying voting rights in the TC (specify holding in each category) disposed of	-	0%	0%
d) Shares encumbered / invoked/released by the disposer	-	0%	0%
e) Total (a+b+c+/-d)	362,713	0.22%	0.22%

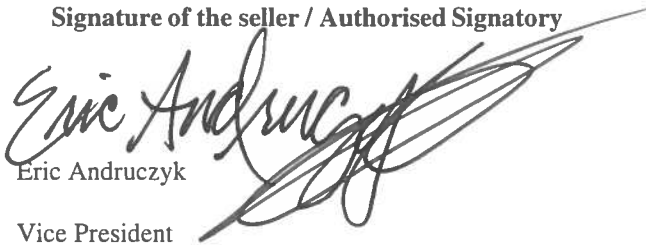


After the disposal under consideration, holding of :			
a) Shares carrying voting rights	4,956,291	2.97%	2.97%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	0%	0%
c) Voting rights (VR) otherwise than shares	-	0%	0%
d) Warrants/convertible securities/any other instrument that entitles the disposer to receive shares carrying voting rights in the TC (specify holding in each category)	-	0%	0%
e) Total (a+b+c+d)	4,956,291	2.97%	2.97%
Mode of disposal (e.g. open market / off- market / public issue / rights issue / preferential allotment / inter-se transfer etc).	On Market Transaction		
Date of disposal of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	18-June-2018		
Equity share capital / total voting capital of the TC before the said disposal	166,692,721 shares		
Equity share capital/ total voting capital of the TC after the said disposal	166,692,721 shares		
Total diluted share/voting capital of the TC after the said disposal.	166,692,721 shares		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) 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.

Signature of the seller / Authorised Signatory


Eric Andruczyk

Vice President

Place: Wilmington, Delaware, USA

Date: 19-June-18