

**ANNEXURE-2****DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

1. Name of the Target Company (TC)	NIIT Technologies Ltd		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<b>Acquirer:</b> Edgbaston Asian Equity Trust <sup>1</sup> <b>Persons acting in concert:</b> <ul style="list-style-type: none"> <li>• Edgbaston Asian Equity (Jersey) Trust<sup>1</sup></li> <li>• Railways Pension Trustee Company Limited</li> <li>• Edgbaston Investment Partners Limited<sup>2</sup></li> </ul>		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE NSE		
5. Details of the acquisition/disposal/holding of shares/voting rights/holding of the Acquirer and PAC	<b>Number</b>	<b>% w.r.t. total share / voting capital wherever applicable (%)*</b>	<b>% w.r.t. total diluted share /voting capital of the TC (%)**</b>
<b>Before the acquisition/disposal under consideration, holding of:</b>			
a) Shares carrying voting rights	a) 4,250,526	a) 6.99%	a) 6.99%
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	b) Nil	b) Nil	b) Nil
c) Voting rights (VR) otherwise than by equity shares	c) Nil	c) Nil	c) Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC	d) Nil	d) Nil	d) Nil

<sup>1</sup> Edgbaston Asian Equity Trust and Edgbaston Asian Equity (Jersey) Trust are sub-accounts of Edgbaston Investment Partners Limited.

<sup>2</sup> Edgbaston Investment Partners Limited is an FII and is empowered to exercise voting rights attached to the shares of the target company held by Edgbaston Asian Equity Trust, Edgbaston Asian Equity (Jersey) Trust and Railways Pension Trustee Company Limited.

(specify holding in each category)			
<b>Total (a+b+c+d)</b>	<b>4,250,526</b>	<b>6.99%</b>	<b>6.99%</b>
<b>Details of Acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold	a) 17,273	a) 0.028%	a) 0.028%
b) VRs acquired/sold otherwise than by equity shares	b) Nil	b) Nil	b) Nil
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	c) Nil	c) Nil	c) Nil
d) Shares encumbered/invoked/released by the acquirer	d) Nil	d) Nil	d) Nil
<b>Total (a+b+c+d)</b>	<b>17,273</b>	<b>0.028%</b>	<b>0.028%</b>
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	a) 4,270,526	a) 7.02%	a) 7.02%
b) Shares encumbered with the acquirer	b) Nil	b) Nil	b) Nil
c) VRs otherwise than by equity shares	c) Nil	c) Nil	c) Nil
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	d) Nil	d) Nil	d) Nil
<b>Total (a+b+c+d)</b>	<b>4,270,526</b>	<b>7.02%<sup>3</sup></b>	<b>7.02%</b>
6. Mode of acquisition/sale (e.g. open market / off-market/ public issue / rights issue /preferential allotment / inter-se transfer, etc.)	Open market		
7. Date of acquisition of/sale of shares /VR or	12 <sup>th</sup> November 2014		

<sup>3</sup> In addition to the acquirer, a PAC (Edgbaston Asian Equity (Jersey) Trust) has also acquired certain shares in the TC at the same time resulting in an aggregate of 7.02%.

date or receipt of intimation of allotment of shares, whichever is applicable		
8. Equity share capital / total voting capital of the TC before the said acquisition/sale	60,819,999*	
9. Equity share capital/ total voting capital of the TC after the said acquisition/sale	60,819,999	
10. Total diluted share/voting capital of the TC after the said acquisition	60,819,999	

**Note:**

(\*) 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.

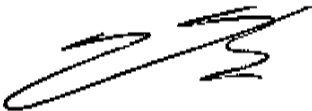
(\*\*) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of the TC.

**For: Edgbaston Investment Partners Limited**

**Place: London, United Kingdom**

**Date: 13<sup>th</sup> November 2014**

**Name: Matthew Myles**



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1. Name of the Target Company (TC)	NIIT Technologies Ltd		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<b>Acquirer:</b> Edgbaston Asian Equity (Jersey) Trust <sup>1</sup> <b>Persons acting in concert:</b> <ul style="list-style-type: none"> <li>• Edgbaston Asian Equity Trust<sup>1</sup></li> <li>• Railways Pension Trustee Company Limited</li> <li>• Edgbaston Investment Partners Limited<sup>2</sup></li> </ul>		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE NSE		
5. Details of the acquisition/disposal/holding of shares/voting rights/holding of the Acquirer and PAC	<b>Number</b>	<b>% w.r.t. total share / voting capital wherever applicable (%)*</b>	<b>% w.r.t. total diluted share /voting capital of the TC (%)**</b>
<b>Before the acquisition/disposal under consideration, holding of:</b>			
a) Shares carrying voting rights	a) 4,250,526	a) 6.99%	a) 6.99%
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	b) Nil	b) Nil	b) Nil
c) Voting rights (VR) otherwise than by equity shares	c) Nil	c) Nil	c) Nil
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)	d) Nil	d) Nil	d) Nil

<sup>1</sup> Edgbaston Asian Equity Trust and Edgbaston Asian Equity (Jersey) Trust are sub-accounts of Edgbaston Investment Partners Limited.

<sup>2</sup> Edgbaston Investment Partners Limited is an FII and is empowered to exercise voting rights attached to the shares of the target company held by Edgbaston Asian Equity Trust, Edgbaston Asian Equity (Jersey) Trust and Railways Pension Trustee Company Limited.

<b>Total (a+b+c+d)</b>	<b>4,250,526</b>	<b>6.99%</b>	<b>6.99%</b>
<b>Details of Acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold	a) 2,727	a) 0.004%	a) 0.004%
b) VRs acquired/sold otherwise than by equity shares	b) Nil	b) Nil	b) Nil
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	c) Nil	c) Nil	c) Nil
d) Shares encumbered/invoked/released by the acquirer	d) Nil	d) Nil	d) Nil
<b>Total (a+b+c+d)</b>	<b>2,727</b>	<b>0.004%</b>	<b>0.004%</b>
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	a) 4,270,526	a) 7.02%	a) 7.02%
b) Shares encumbered with the acquirer	b) Nil	b) Nil	b) Nil
c) VRs otherwise than by equity shares	c) Nil	c) Nil	c) Nil
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	d) Nil	d) Nil	d) Nil
<b>Total (a+b+c+d)</b>	<b>4,270,526</b>	<b>7.02%<sup>3</sup></b>	<b>7.02%</b>
6. Mode of acquisition/sale (e.g. open market / off-market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Open market		
7. Date of acquisition of/sale of shares /VR or date or receipt of intimation of allotment of shares, whichever is applicable	12 <sup>th</sup> November 2014		
8. Equity share capital / total voting capital of	60,819,999*		

<sup>3</sup> In addition to the acquirer, a PAC (Edgbaston Asian Equity Trust) has also acquired certain shares in the TC at the same time resulting in an aggregate of 7.02%.

the TC before the said acquisition/sale		
9. Equity share capital/ total voting capital of the TC after the said acquisition/sale	60,819,999	
10. Total diluted share/voting capital of the TC after the said acquisition	60,819,999	

**Note:**

(\*) 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.

**For: Edgbaston Investment Partners Limited**

**Place: London, United Kingdom**

**Date: 13<sup>th</sup> November 2014**

**Name: Matthew Myles**

