

Nomura Singapore Limited

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21 May 2019

To:

The Department of Corporate Services✓ **BSE Limited**

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai – 400 001

Maharashtra, India

Phone No.: (022) 22721233/4, (022) 66545695

Fax No.: (022) 22721919

006161

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G

Bandra Kurla Complex

Bandra (E)

Mumbai – 400 051

Maharashtra, India

Phone No.: (022) 26598100 - 8114

Fax No.: (022) 26598120

Sub: Disclosure under Regulation 29(1) read with Regulation 29(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "SEBI Takeover Regulations")

Dear Sir/Madam,

This letter sets out the disclosure being made by Nomura Singapore Limited pursuant to Regulation 29(1) read with Regulation 29(4) of the SEBI Takeover Regulations in relation to equity shares carrying voting rights of NIIT Technologies Limited (the "Target Company").

Nomura Singapore Limited holds the following interests in relation to the Target Company:

- (a) Nomura Singapore Limited acquired 351,430 equity shares of the Target Company aggregating to 0.56% of the paid-up equity share capital of the Target Company through open market purchase from May 2, 2019 to May 16, 2019.
- (b) Interest in approximately 4,010,184 equity shares of the Target Company aggregating to approximately 6.490% of the equity share capital of Target Company pursuant to a pledge created over the entire share capital of Hulst B.V., the promoter of the Target Company. Hulst B.V., on the date of this filing, holds 19,552,337 equity shares of the Target Company, comprising 31.65% of the equity share capital of the Target Company. Hulst B.V. has availed financing from Deutsche Bank AG, Singapore Branch; ING Bank N.V., Singapore Branch; Nomura Singapore Limited; Standard Chartered Bank (Singapore) Limited; E. Sun Commercial Bank, Ltd.; and Sumitomo Mitsui Banking Corporation Singapore Branch, (collectively, the **Lenders**) pursuant to a facility agreement dated 9 May 2019, (the "**Facility Agreement**"). In relation to such financing arrangement, a pledge of shares (as indicated below) has been created in favour of DB International Trust (Singapore) Limited acting as the pledgee and security agent, (the **Security Agent**) for the Lenders under the Facility Agreement.

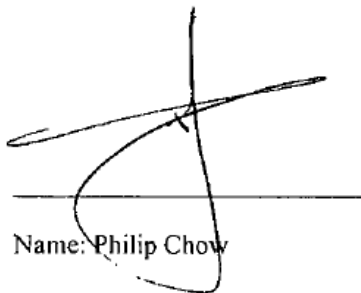
S. No.	Pledgor	Company whose Shares are Pledged
1.	Kruisberg B.V. <i>(incorporated in the Netherlands)</i>	Hulst B.V. <i>(incorporated in the Netherlands)</i>

Please note that Nomura Singapore Limited is making this disclosure by way of abundant caution and the holdings of Nomura Singapore Limited in the Target Company are not aggregated since the interests are held by Nomura Singapore Limited in different capacities, and the transactions are adequately Chinese walled. The proprietary interest of Nomura Singapore Limited and the interest of Nomura Singapore Limited in the financing extended to the Borrower should not be aggregated for the purpose of calculation of any thresholds under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 or any law, foreign exchange or otherwise, made applicable to foreign portfolio investors.

Please see enclosed the disclosure by Nomura Singapore Limited in the prescribed format under Regulation 29(1) read with Regulation 29(4) of the SEBI Takeover Regulations in relation to the above.

We request you to kindly take the above on record and acknowledge receipt.

For and on behalf of **Nomura Singapore Limited**



Name: Philip Chow

Designation: Managing Director

Place: Singapore

Date: 22 May 2019

cc: NIIT Technologies Limited
8, Balaji Estate, First Floor,
Guru Ravi Das Marg,
Kalkaji,
New Delhi - 110019

Enclosed: Disclosure under Regulation 29 (1) read with 29 (4) of the SEBI Takeover Regulations.

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/Target Company)	NIIT Technologies Limited.		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Nomura Singapore Limited.		
Whether the acquirer belongs to Promoter/Promoter group	No.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and the 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 (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
(a) Shares carrying voting rights	(a) 351,430	(a) 0.568%	(a) 0.568%
(b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	(b)	(b)	(b)
(c) Voting rights (VR) otherwise than by equity shares	(c)	(c)	(c)
(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)	(d)	(d)
(e) Total (a+b+c+d)	351,430	0.568%	0.568%
Details of acquisition			
(a) Shares carrying voting rights acquired	(a) - NIL	(a) - NIL	(a) - NIL
(b) VRs acquired otherwise than by equity shares	(b) - NIL	(b) - NIL	(b) - NIL
(c) Warrants/convertible securities/any other instrument that entitles the acquirer to	(c) - NIL	(c) - NIL	(c) - NIL

<p>receive shares carrying voting rights in the TC (specify holding in each category) acquired</p> <p>(d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)</p>	<p>(d) 4,010,184 equity shares of the TC pursuant to pledge over shares of Hulst B.V., which holds 19,552,337 equity shares carrying voting rights of the TC as set out in the NOTE below</p>	<p>(d) 4,010,184 equity shares of the TC aggregating to approximately 6.490% of the equity share capital of the TC pursuant to the pledge over shares of Hulst B.V., which holds 19,552,337 equity shares aggregating to approximately 31.65% of the paid-up equity share capital carrying voting rights of the TC as set out in the NOTE below</p>	<p>(d) 4,010,184 equity shares of the TC aggregating to approximately 6.390% of the equity share capital of the TC pursuant to the pledge over shares of Hulst B.V., which holds 19,552,337 equity shares aggregating to approximately 31.16% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis as set out in the NOTE below.</p>
<p>(d) Total (a+b+c+/-d)</p>	<p>4,010,184</p>	<p>6.490%</p>	<p>6.390%</p>
<p>After the acquisition, holding of acquirer along with PACs of:</p> <p>(a) Shares carrying voting rights</p> <p>(b) VRs otherwise than by equity shares</p> <p>(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) after acquisition</p> <p>(d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p>	<p>(a) 351,430</p> <p>(b)</p> <p>(c)</p> <p>(d) 4,010,184</p>	<p>(a) 0.568%</p> <p>(b)</p> <p>(c)</p> <p>(d) 6.490%</p>	<p>(a) 0.568%</p> <p>(b)</p> <p>(c)</p> <p>(d) 6.390%</p>
<p>(a) Total (a+b+c+d)</p>	<p>4,361,614</p>	<p>7.058%</p>	<p>6.958%</p>

Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Pledge of 100% of the share capital of Hulst B.V., amounting to interest over 4010184 equity shares of the Target Company, as set out in the NOTE below.
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Equity shares.
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.	17 May 2019.
Equity share capital / total voting capital of the TC before the said acquisition	INR 61,78,38,740 comprising 6,17,83,874 equity shares of INR 10 each
Equity share capital/ total voting capital of the TC after the said acquisition	INR 61,78,38,740 comprising 6,17,83,874 equity shares of INR 10 each
Total diluted share/voting capital of the TC after the said acquisition	INR 62,75,22,140 comprising 6,27,52,214 equity shares of INR 10 each

NOTE:

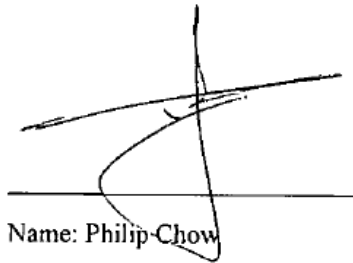
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For and on behalf of Nomura Singapore Limited



A handwritten signature in black ink, appearing to read 'Philip Chow', is written over a horizontal line. The signature is stylized and somewhat abstract.

Name: Philip Chow

Designation: Managing Director

Place: Singapore

Date: 22 May 2019

(*) Total share capital/ voting capital based on the shareholding pattern of the Target Company as on March 31, 2019.

(**) 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 as on March 31, 2019.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.