

June 2, 2017

The National Stock Exchange of India Ltd

Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

Sub: Clarification on the announcement dated 31st May 2017

Dear Sir,

This has reference to the clarification sought by the Exchange in respect of the announcement dated 31st May 2017 for press release by the Company announcing the acquisition of 55% interest in RuleTek LLC by Incessant Technologies Pvt. Limited

As required, please note our comments as below:

- 1 Incessant Technologies Pvt. Limited, a subsidiary Company of NIIT Technologies Limited has entered into a definitive agreement with RuleTek LLC for acquisition of 55% interest in RuleTek LLC. This acquisition does not fall within related party transactions. None of the promoters/promoter group/group companies have any interest in the entity being acquired.
- 2 Except Reserve Bank of India approval for opening of Escrow Account as required under the agreed terms of the agreement between the parties, no other governmental or regulatory approvals required for the acquisition.
- 3 Subject to Reserve Bank of India approval as aforesaid, the acquisition will be completed within 30 days of signing the Agreements.
- 4 The acquisition of 55% interest in the acquired entity will be made at a total consideration of USD 9,315,000.
- 5 The consideration for the acquisition will be paid in cash.

We trust that you would find the above in order.

Thanking you,

For **NIIT Technologies Ltd**



Lalit Kumar Sharma
Company Secretary & Legal Counsel