

April 6, 2015

The Secretary
Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400 001

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051.

Dear Sir,

Sub: Disclosure pursuant to SEBI circular no. CIR/CFD/DIL/7/2013 dated May 13, 2013- Amendment to SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Equity Listing Agreement

Dear Sir,

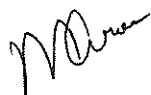
Please refer abovementioned SEBI circular and the circular no. CIR/CFD/POLICYCELL/3/2014 dated June 27, 2014. Pursuant to the above circulars, please find enclosed disclosure pertaining to the details of allotment of shares/benefits granted pursuant to employee benefit scheme involving securities of the company which are not in alignment with SEBI (ESOS and ESPS) Guidelines in Annexure III, as prescribed in the above said circular, for the quarter ended March 31, 2015.

You are requested to please take note of the same.

Thanking you,

Yours faithfully,

For **NIIT Technologies Limited**



Monika Arora
Company Secretary

Details of allotment of shares/grant of benefit made during the quarter ended March 31, 2015 pursuant to non-aligned schemes by NIIT Technologies Limited:

Type of scheme (ESOP/ Non-ESOP)	Brief particulars of the benefits under the scheme	Type of beneficiaries	Value of the benefit/ allotment	Percentage of shares used for grating benefits/allotting shares to the total paid up share capital
Non-ESOP	The Company is not operating any employee benefit scheme involving dealings in the secondary market which is not covered under the SEBI (ESOP & ESPS) Guidelines 1999. However, an independent entity, named "NIITians' Welfare Trust", is providing certain need based welfare benefits to the non-director / non-promoter employees of the Company*	Promoter/ Promoter Group /Directors Holding >10% Not Eligible	NIL	NIL
-do-	-do-	Others – Non-director/non-promoter employees of the Company*	NIL	NIL

*The details of the "NIITians' Welfare Trust" have been provided to you by the Company *vide* its disclosure dated February 15, 2013 pursuant to the SEBI CIRCULAR NO. CIR/CFD/DIL/3/2013 dated January 17, 2013.

A brief profile and other details of the NIITians' Welfare Trust, is given below:



A) Profile:

An irrevocable trust in the name of NIITians' Welfare Trust (the "**Trust**") was settled by an individual, Mr. Shardul Shroff, an eminent lawyer, as the Settlor of the Trust, for providing certain benefits to the Beneficiaries (as defined below), on June 6, 2004.

Mr. S. C. Vasudeva, an eminent Chartered Accountant and Mr. R. K. Pandey, former Executive Director of Delhi Stock Exchange, were the first trustees, at the time of declaration of the Trust. Since then, 2 (two) other individual Trustees, i.e. Mr. Y P Madan and Mr. Sanjeev Kataria, replaced the two first trustees, and IL&FS Trust Company Ltd came in as the corporate Trustee (Mr. Y P Madan, Mr. Sanjeev Kataria and IL&FS Trust Company Ltd hereinafter referred to as the "**Trustees**"). The Company did not directly or indirectly, set up the Trust and does not exercise any direct or indirect control over the affairs of the Trust.

The Trust is operating certain welfare schemes at its own discretion, for the benefit of the (non-director/non-promoter) employees of two Indian listed companies i.e., the Company (NIIT Limited ("**NIIT**")) and NIIT Technologies Limited ("**NIIT TECH**"), and some of their unlisted subsidiary companies ("**Beneficiaries**"). It is pertinent to mention that the Trust is independently managed by the aforementioned Trustees and does not run or operate any Employee Stock Option Plan and/or Employee Stock Purchase Scheme of either of the abovementioned companies.

The Trust, from to time, at its own discretion, approves, supports, develops and implements welfare schemes on the basis of evaluation, responsibility and accountability criteria developed by itself in accordance with the provisions of welfare schemes. Any earnings of the Trust, as received from various sources like dividend income, interest, yield or any other income on any securities or other funds received through the grants, donations, loans, etc., are the property of the Trust and vest in Trustees for the benefit of beneficiaries without any specific allocation to any individual beneficiary. Such earnings of the Trust may be accumulated or utilized, for conferring welfare benefits on the beneficiaries.

The Trust has been utilizing its earnings towards need based welfare schemes, introduced from time to time, like critical medical assistance, untimely death, displacement assistance, scholarship for education of children, housing loan subsidy, *etc.* Such benefits are directly conferred by the Trust on the Beneficiaries.

While the Company is not currently extending any direct or indirect financial assistance to the Trust, it had, as part of the resources raised by the Trust in the past, initially extended loans on arm's length basis to the Trust (besides given grant), which loans have been fully paid repaid by the Trust.

- B) None of the promoters/persons belonging to the promoters' group or Directors of the Company has any connection with, and/or control over, any of the Trustees and/or the Trust. Furthermore, none of the promoters/persons belonging to the promoters' group or Directors of the Company are Trustees and/or Beneficiaries.
- C) As per the information received by the Company from the Trust, it sold all the shares of the Company in the year 2009 and since then it is not holding any shares of the Company. As the Trust is neither being operated or controlled by the Company, the Company does not have information about the plans of this Trust for liquidation of their existing holding and the manner thereof. However, the Company has advised the aforesaid trust to take the cognizance of the SEBI Circulars dated May 13, 2013 and take appropriate action in this regard.