November 21, 2014

To,
National Stock Exchange of India Ltd
Exchange Plaza,
Bandra-Kurla Complex, Bandra(E),
Mumbai 400 051.

Dear Sir

Sub: Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011

This is to inform you that ICICI Prudential Mutual Fund (the Fund) under its various schemes, holds equity shares of NIIT Limited (the Company).

ICICI Prudential Exports and Other Services Fund and ICICI Prudential Midcap Fund had sold 291,333 and 133,650 equity shares of the Company respectively on November 20, 2014.

This reporting is being made because, as a result of the aforesaid sale the gross holding of the Fund has decreased by more than 2% as compared to the previous disclosure made on January 29, 2014 for 5.00%.

The disclosure in this regard as required under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is enclosed herewith and also find attached Form C, in terms of Regulation 13(3) read with Regulation 13(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.

Thanking you

Sincerely
For ICICI Prudential Asset Management Company Limited

R. R. Shetty

Rakesh Shetty
Company Secretary

Encl: as above

ICICI Prudential Asset Management Company Limited
Corporate Identity Number: U99999DL1993PLC054135
Corporate Office: 3rd Floor, Hallmark Business Plaza, Sant Dyaneshwar Marg, Bandra (E), Mumbai - 400051. Tel: 022 2642 8000 Fax: 022 2655 4165 , website: www.icicipruamc.com, email id: enquiry@icicipruamc.com
Central Service Office: 2nd Floor, Block B-2, Nirlon Knowledge Park, Western Express Highway, Mumbai - 400063. Tel: 022 2685 2000 Fax: 022 26868313
Registered Office: 12th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi 110 001

ICICI PRUDENTIAL ASSET MANAGEMENT

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

Name of the Target Company (TC)	NIIT LIMITED		
Name(s) of the acquirer and Persons Acting in concert (PAC) with the acquirer	ICICI Prudential Mutual Fund (the Fund) under its various schemes		
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, ,National Stock Exchange of India Limited		
Details of the acquisition / 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 Sale under consideration, holding of :			
a) Shares carrying voting rights	5,226,536	3.16	
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking / others)	--	--	
c) Voting rights (VR) otherwise than by shares	--	--	
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)	--	--	
e) Total (a+b+c+d)	5,226,536	3.16	
Details of sale			
a) Shares carrying voting rights sold	424,983	0.26	
b) VRs sold otherwise than by shares	--	--	
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) sold	--	--	
d) Shares encumbered / invoked /released by the acquirer	--	--	
e) Total (a+b+c+d)	424,983	0.26	

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After the sale, holding of: a) Shares carrying voting rights b) Shares encumbered with the acquirer c) VRs otherwise than by equity shares 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	4,801,553 -- -- --	2.91 -- -- --	
e) Total (a+b+c+d)	4,801,553	2.91	
Mode of acquisition (e.g. open market/ off-market /public issue /rights issue/preferential allotment/inter-se transfer etc.)	Secondary Market Sale		
Date of acquisition / VR or date of receipt of intimation of allotment of shares, whichever is applicable.	November 20, 2014		
Equity share capital / total voting capital of the TC before the said sale	165,170,597		
Equity share capital/ total voting capital of the TC after the said sale	165,170,597		
Total diluted share/voting capital of the TC after the said sale	165,170,597		

Note.—

(*)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 acquirer/seller/Authorised Signatory

Place : Mumbai

Date : November 21, 2014

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FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

(Regulation 13 (3) and (6)

Regulation 13(3) – Details of change in shareholding in respect of person holding more than 5% shares in a listed company

Name & address and PAN No. of shareholder	Shareholding prior to Sale	No. & % of shares/voting rights sold	Receipt of allotment advice/sale of shares – specify	Date of intimation to Company	Mode of sale on (market purchase/public/rights/preferential offer etc.)	No. & % of shares/voting rights post sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Sale quantity	Sale value
ICICI Prudential Mutual Fund under its schemes namely 1. ICICI Prudential Exports and Other Services Fund 2. ICICI Prudential Technology Fund 3. ICICI Prudential Midcap Fund Address: 2nd Floor, Block B-2, Nirlon Knowledge Park, Western Express Highway,Goregaon (East), Mumbai – 400 063 PAN of IC CI Prudential Mutual Fund: AAAAI0038F	5,226,536 equity shares of Rs.2 each 3.16% of the equity share capital	424,983 equity shares of Rs.2 each 0.26% of the equity share capital	20-Nov-14	21-Nov-14	Secondary Market Sale	4,801,553 equity shares of Rs.2 each 2.91% of the equity share capital	SS Kantilal Ishwarlal Securities Pv INB 010973532	NSE	424,983	22,723,713.52

ICICI PRUDENTIAL AMC LIMITED