

May 27, 2014

To,

NIIT Limited

85, Sector 32

Gurgaon, 122 001, India

Fax: +91 (124) 4293333

Bombay Stock Exchange

Floor 25, PJ Tower, Dalal Street,

Mumbai - 400001, India

Fax: +91-22-2272-3121

National Stock Exchange

Exchange Plaza, Bandra Kurla Complex,

Bandra East, Mumbai 400051, India

Fax: +91-22-2659-8237 (Listing)

Fax: +91-22-2659-3194 (Compliance)

Dear Sir,

Re: Disposal of Equity Shares of NIIT Limited and Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers Regulations), 2011.

RBC Global Asset Management Inc., a wholly-owned subsidiary of Royal Bank of Canada, has disposed of 2,710,277 equity shares of NIIT Limited. Hence, in accordance with Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we hereby disclose the disposal of the aforesaid equity shares of NIIT Limited. The prescribed format containing the disclosure is enclosed herewith.

Your Sincerely,

For and on behalf of RBC Global Asset Management Inc.



Authorised Signatory

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	RBC Global Asset Management Inc. is a wholly-owned subsidiary of Capital Funding Albert Limited, which is a wholly-owned subsidiary of Royal Bank Holding Inc., which is a wholly-owned subsidiary of Royal Bank of Canada		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange Limited (BSE) National Exchange of India Limited (NSE)		
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 acquisition under consideration, holding of:			
a) Shares carrying voting rights	9,206,286	5.58%	5.58%
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	N/A	N/A	N/A
c) Voting rights (VR) otherwise than by shares	N/A	N/A	N/A
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)	N/A	N/A	N/A
e) Total (a+b+c+d)	9,206,286	5.58%	5.58%
Details of acquisition/sale:			
a) Shares carrying voting rights acquired/sold	2,710,277	1.64%	1.64%
b) VRs acquired/sold otherwise than by shares	N/A	N/A	N/A
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	N/A	N/A	N/A
d) Shares encumbered/invoked/released by the acquirer	N/A	N/A	N/A
e) Total (a+b+c+d)	2,710,277	1.64%	1.64%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	6,496,009	3.93%	3.93%
b) Shares encumbered with the acquirer	N/A	N/A	N/A
c) VRs otherwise than by shares	N/A	N/A	N/A
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	N/A	N/A	N/A
e) Total (a+b+c+d)	6,496,009	3.93%	3.93%

¹ Note that the first filing made on May 5, 2010 identified the acquirer as Phillips, Hager & North Investment Management Ltd., which was subsequently amalgamated with RBC Global Asset Management Inc.

Mode of acquisition/sale (e.g. open market/off-market/public issue/rights issue/preferential allotment/inter-se transfer etc).	Disposal in the open market.
Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	May 23, 2014.
Equity share capital/total voting capital of the TC before the said acquisition/sale	165,145,593
Equity share capital/total voting capital of the TC after the said acquisition/sale	165,145,593
Total diluted share/voting capital of the TC after the said acquisition	165,145,593

Signatures of the acquirer/Authorised Signatories



Name: Frank Lippe

Title: Chief Financial Officer and Chief Operating Officer



Name: George Molnar

Title: Vice President, Operations and Mutual Fund Valuations

Place: Toronto, Ontario, Canada

Date: May 26, 2014