

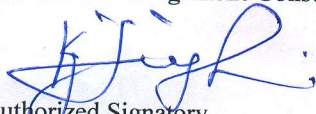
**Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|    |                                                                                                                                                                                                                                                                  |                                                                                              |                                   |                                                                  |                                   |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|-----------------------------------|------------------------------------------------------------------|-----------------------------------|
| 1. | Name of the Target Company (TC)                                                                                                                                                                                                                                  | NIIT Limited                                                                                 |                                   |                                                                  |                                   |
| 2. | Name of the acquirer(s)                                                                                                                                                                                                                                          | PIPL Management Consultancy and Investment Private Limited (Acquirer)                        |                                   |                                                                  |                                   |
| 3. | Name of the stock exchange where shares of the TC are listed                                                                                                                                                                                                     | BSE Limited<br>National Stock Exchange of India Limited                                      |                                   |                                                                  |                                   |
| 4. | Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.                                                                                                                                                                 | Off-market Inter-se Transfer among Promoter & PAC without any consideration                  |                                   |                                                                  |                                   |
| 5. | Relevant regulation under which the acquirer is exempted from making open offer.                                                                                                                                                                                 | Regulation 10 (1) (a) (iii)                                                                  |                                   |                                                                  |                                   |
| 6. | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,<br>- whether disclosure was made and whether it was made within the timeline specified under the regulations.<br>- date of filing with the stock exchange. | Yes<br><br>Yes, the disclosure was made within the specified timeline.<br><br>April 18, 2016 |                                   |                                                                  |                                   |
| 7. | Details of acquisition                                                                                                                                                                                                                                           | Disclosures required to be made under regulation 10(5)                                       |                                   | Whether the disclosures under regulation 10(5) are actually made |                                   |
|    | a. Name of the transferor / seller                                                                                                                                                                                                                               | Pace Industries Private Limited                                                              |                                   | Yes                                                              |                                   |
|    | b. Date of acquisition                                                                                                                                                                                                                                           | April 25, 2016                                                                               |                                   | Yes                                                              |                                   |
|    | c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above                                                                                                                                                       | 2,53,66,521 equity shares                                                                    |                                   | Yes                                                              |                                   |
|    | d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC                                                                                                                                                                | 15.33%                                                                                       |                                   | Yes                                                              |                                   |
|    | e. Price at which shares are proposed to be acquired / actually acquired                                                                                                                                                                                         | NA<br>(The shares are received without any consideration)                                    |                                   | Yes                                                              |                                   |
| 8. | Shareholding details                                                                                                                                                                                                                                             | Pre-Transaction                                                                              |                                   | Post-Transaction                                                 |                                   |
|    |                                                                                                                                                                                                                                                                  | No. of shares held                                                                           | % w.r.t total share capital of TC | No. of shares held                                               | % w.r.t total share capital of TC |
|    | a Each Acquirer / Transferee(*)                                                                                                                                                                                                                                  | Nil                                                                                          | Nil                               | 2,53,66,521                                                      | 15.33                             |
|    | b Each Seller / Transferor                                                                                                                                                                                                                                       | 2,53,66,521                                                                                  | 15.33                             | Nil                                                              | Nil                               |

**Note:**

- (\*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

**For PIPL Management Consultancy and Investment Private Limited**



Authorized Signatory

Place : New Delhi

Date : April 27, 2016