Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC/Target Company)	NIIT Technologies Limited.		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	DB International Trust (Singapore) Limited acting as (i) the pledgee and (ii) the security agent for Deutsche Bank AG, Singapore Branch; ING Bank N.V., Singapore Branch; Nomura Singapore Limited; Standard Chartered Bank (Singapore) Limited; E. Sun Commercial Bank, Ltd.; and Sumitomo Mitsui Banking Corporation Singapore Branch as set out in the NOTE below. DB International (Asia) Limited in its capacity as Principal holder of shares carrying voting rights		
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 and the National Stock Exchange of India Limited.		
Details of the acquisition 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 acquirer along with PACs of: (a) Shares carrying voting rights (b) Shares in the nature of encumbrance (pledge/ ~~lien/non-disposal undertaking/ others~~) (c) Voting rights (VR) 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)	(a) 47 (b) Pledge over shares of Hulst B.V., which held 704,219 equity shares of the TC, as set out in the NOTE below (c) - NIL (d) - NIL	(a) 0.00% (b) Pledge over shares of Hulst B.V., which held 704,219 equity shares of the TC aggregating to approximately 1.14% of the paid-up equity share capital carrying voting rights of the TC, as set out in the NOTE below (c) - NIL (d) - NIL	(a) 0.00% (b) Pledge over shares of Hulst B.V., which held 704,219 equity shares of the TC aggregating to approximately 1.12% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis, as set out in the NOTE below (c) - NIL (d) -NIL
(e) **Total (a+b+c+d)**	704,266	1.14%	1.12%

Details of acquisition (a) Shares carrying voting rights acquired (b) VRs acquired otherwise than by equity 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) acquired (d) Shares in the nature of encumbrance (pledge/ ~~lien/non-disposal undertaking/ others~~)	 (a) - NIL (b) - NIL (c) - NIL (d) Pledge over shares of Hulst B.V., which holds 18,848,118 equity shares carrying voting rights of the TC as set out in the NOTE below	 (a) - NIL (b) - NIL (c) - NIL (d) Pledge over shares of Hulst B.V., which holds 18,848,118 equity shares aggregating to approximately 30.51% of the paid-up equity share capital carrying voting rights of the TC as set out in the NOTE below	 (a) - NIL (b) - NIL (c) - NIL (d) Pledge over shares of Hulst B.V., which holds 18,848,118 equity shares aggregating to approximately 30.04% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis as set out in the NOTE below.
(d) **Total (a+b+c+/-d)**	18,848,118	30.51%	30.04%
After the acquisition, holding of acquirer along with PACs of: (a) Shares carrying voting rights (b) VRs otherwise than by equity 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) after acquisition (d) Shares in the nature of encumbrance (pledge/ ~~lien/ non-disposal undertaking/ others~~)	 (a) 47 (b) – NIL (c) - NIL (d) Pledge over shares of Hulst B.V., which holds 19,552,337	 (a) 0.00% (b) – NIL (c) - NIL (d) Pledge over shares of Hulst B.V., which holds 19,552,337 equity shares aggregating	 (a) 0.00% (b) – NIL (c) - NIL (d) Pledge over shares of Hulst B.V., which holds 19,552,337 equity shares aggregating

	equity shares carrying voting rights of the TC	to approximately 31.65% of the paid-up equity share capital carrying voting rights of the TC	to approximately 31.16% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis
(e) **Total (a+b+c+d)**	19,552,384 equity shares carrying voting rights of the TC.	31.65% of the paid-up equity share capital carrying voting rights of the TC.	31.16 % of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis**.**
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Pledge of 100% of the share capital of Hulst B.V., which in turn holds equity shares of the Target Company, as set out in the NOTE below.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Equity shares.		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	17 May 2019.		
Equity share capital / total voting capital of the TC before the said acquisition	INR 61,78,38,740 comprising 6,17,83,874 equity shares of INR 10 each		
Equity share capital/ total voting capital of the TC after the said acquisition	INR 61,78,38,740 comprising 6,17,83,874 equity shares of INR 10 each		
Total diluted share/voting capital of the TC after the said acquisition	INR 62,75,22,140 comprising 6,27,52,214 equity shares of INR 10 each		

Part-B***

Name of the Target Company: NIIT Technologies Limited.

NOTE:

Hulst B.V., an entity incorporated in the Netherlands, holds, as on 17th May 2019, 19,552,337 equity shares carrying voting rights of NIIT Technologies Limited (the “**Target Company**”), comprising 31.65% of the equity share capital of the Target Company approximately.

Hulst B.V. acquired 704,219 equity shares of the Target Company aggregating to 1.14% of the paid-up equity share capital of the Target Company through open market purchases. Hulst B.V. acquired 18,848,118 equity shares of the Target Company aggregating to 30.51% of the paid-up equity share capital of the Target Company from the erstwhile promoters of the Target Company on May 17, 2019 pursuant to a share purchase agreement executed on April 6, 2019 by and amongst Hulst B.V., and the erstwhile promoters of the Target Company.

Hulst B.V. is classified as a promoter of the Target Company. The entire equity share capital of Hulst B.V. is subject to a pledge as described below.

Hulst B.V. (the “**Borrower**”) has availed financing from Deutsche Bank AG, Singapore Branch; ING Bank N.V., Singapore Branch; Nomura Singapore Limited; Standard Chartered Bank (Singapore) Limited; E. Sun Commercial Bank, Ltd.; and Sumitomo Mitsui Banking Corporation Singapore Branch, (collectively, the **Lenders**) pursuant to a facility agreement dated 9 May 2019, (the “**Facility Agreement**”). In relation to such financing arrangement, a pledge of shares (as indicated below) has been created in favour of DB International Trust (Singapore) Limited acting as the pledgee and security agent, (the **Security Agent**) for the Lenders under the Facility Agreement.

S. No.	**Pledgor**	**Company whose Shares are Pledged**
1.	Kruisberg B.V. (*incorporated in the Netherlands*)	Hulst B.V. (*incorporated in the Netherlands*)

Signature of the ~~acquirer / seller /~~ Authorised Signatory

Name: Ajoy Kumar

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: 21 May 2019

(*) Total share capital/ voting capital based on the shareholding pattern of the Target Company as on March 31, 2019.

(**) 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 as on March 31, 2019.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.