NOMURA

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2 September 2019

To:
The Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Maharashtra, India
Phone No.: (022) 22721233/4, (022) 66545695
Fax No.: (022) 22721919

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E)
Mumbai – 400 051
Maharashtra, India
Phone No.: (022) 26598100 - 8114
Fax No.: (022) 26598120

Sub: **Disclosure under Regulation 29(2) read with Regulation 29(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "SEBI Takeover Regulations")**

Dear Sir/Madam,

This letter sets out the disclosure being made by Nomura Singapore Limited pursuant to Regulation 29(2) read with Regulation 29(4) of the SEBI Takeover Regulations in relation to equity shares carrying voting rights of NIIT Technologies Limited (the "**Target Company**").

Nomura Singapore Limited had made a disclosure dated August 14, 2019 under Regulation 29(2) read with Regulation 29(4) of the SEBI Takeover Regulations in relation to its following interests in the Target Company:

(a) Nomura Singapore Limited held 7,246 equity shares of the Target Company, acquired through open market purchase from May 2, 2019 to May 16, 2019; and

(b) Interest in approximately 8,962,016 equity shares of the Target Company pursuant to a pledge (the "**Pledge**") created over the entire share capital of Hulst B.V., the promoter of the Target Company which, as at the date of the aforementioned disclosure, held 43,722,066 equity shares carrying voting rights of the Target Company. Hulst B.V. has availed financing pursuant to a facility agreement dated 9 May 2019, as amended, restated and/or supplemented from time to time (the "**Facility Agreement**") from, amongst others, Nomura Singapore Limited and other lenders thereunder (the "**Lenders**"). In relation to such financing arrangement, the Pledge was 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.

Regulated by the Monetary Authority of Singapore. A member of the Nomura group of companies.

Further to the aforementioned disclosure, Nomura Singapore Limited now holds the following interest in relation to the Target Company as on the date of this filing:

(i) Nomura Singapore Limited holds 0 equity shares of the Target Company, having disposed of the 7,246 equity shares of the Target Company referred to in (a) above; and

(ii) Interest in approximately 4,162,113 equity shares of the Target Company pursuant to the Pledge referred to in (b) above, as a result of Nomura Singapore Limited having, on 29 August 2019, reduced its interest in the loans availed by Hulst B.V. 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*)

Given that there has been a change in interest exceeding 2 (two) per cent of total shareholding from the last disclosure filed, Nomura Singapore Limited is filing this disclosure under Regulation 29(2) read with Regulation 29(4) of the SEBI Takeover Regulations in relation to this change.

Please note that Nomura Singapore Limited is making this disclosure by way of abundant caution and the holdings of Nomura Singapore Limited in the Target Company are not aggregated since the interests are held by Nomura Singapore Limited in different capacities, and the transactions are adequately Chinese walled. The proprietary interest of Nomura Singapore Limited and the interest of Nomura Singapore Limited in the financing extended to Hulst B.V., should not be aggregated for the purpose of calculation of any thresholds under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 or any law, foreign exchange or otherwise, made applicable to foreign portfolio investors.

Please see enclosed the disclosure by Nomura Singapore Limited in the prescribed format under Regulation 29(2) read with Regulation 29(4) of the SEBI Takeover Regulations in relation to the above.

We request you to kindly take the above on record and acknowledge receipt.

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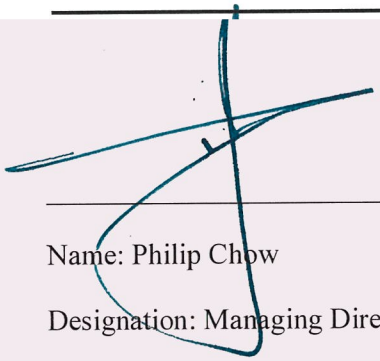
For and on behalf of **Nomura Singapore Limited**



Name: Philip Chow

Designation: Managing Director

Place: Singapore

Date: September 2, 2019

cc: NIIT Technologies Limited
8, Balaji Estate, First Floor,
Guru Ravi Das Marg,
Kalkaji,
New Delhi - 110019

Enclosed: Disclosure under Regulation 29(2) read with 29(4) of the SEBI Takeover Regulations.

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

Name of the Target Company (TC)	NIIT Technologies Limited
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Nomura Singapore Limited.
Whether the acquirer belongs to Promoter/Promoter group	No.
Name(s) of the Stock Exchange(s) where the	BSE Limited and the National Stock Exchange of India Limited.

		set out in the NOTE below.	TC on a fully diluted basis as set out in the NOTE below.
e) Total (a+b+c+d)	(e) 8,969,262 equity shares carrying voting rights of the TC	(e) 14.5% of the paid-up equity share capital carrying voting rights of the TC.	(e) 14.29% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis.
Details of ~~acquisition~~/sale a) Shares carrying voting rights ~~acquired~~/sold	a) 7,246	(a) 0.01%	(a) 0.01%
b) VRs acquired /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) acquired/sold			
d) Shares ~~encumbered~~ / ~~invoked~~/released by the acquirer	(d) 4,799,903 equity shares of the TC pursuant to a pledge over shares of Hulst B.V. which holds 43,722,066 equity shares carrying voting rights of the TC, where the reduction of interest in shares of the TC is due to	(d) 4,799,903 equity shares of the TC aggregating to 7.76% of the equity share capital carrying voting rights of the TC pursuant to a pledge over shares of Hulst B.V. which holds 43,722,066 equity shares carrying voting rights of the TC, where the reduction of interest in shares of the TC is due to the reduction of	(d) 4,799,903 equity shares of the TC aggregating to 7.65% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis pursuant to a pledge over shares of Hulst B.V., which holds 43,722,066 equity shares carrying voting rights of the TC, where the reduction of interest in shares of

	the reduction of Nomura Singapore Limited's interest in the loan(s) secured by the pledge	Nomura Singapore Limited's interest in the loan(s) secured by the pledge	the TC is due to the reduction of Nomura Singapore Limited's interest in the loan(s) secured by the pledge
(e)Total (a+b+c+/-d)	(e) 4,807,149	(e) 7.77%	(e) 7.66%
After the ~~acquisition~~/sale, holding of:			
a) Shares carrying voting rights	(a) 0	(a) 0.00%	(b) 0.00%
b) Shares encumbered with the acquirer	(b) 4,162,113 equity shares of the TC pursuant to a pledge over shares of Hulst B.V. which holds 43,722,066 equity shares carrying voting rights of the TC as set out in the NOTE below	(c) 4,162,113 equity shares of the TC pursuant to a pledge over shares of Hulst B.V. which holds 43,722,066 equity shares carrying voting rights of the TC as set out in the NOTE below	(c) 4,162,113 equity shares of the TC pursuant to a pledge over shares of Hulst B.V. which holds 43,722,066 equity shares carrying voting rights of the TC as set out in the NOTE below
c) VRs 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) after acquisition			
e) Total (a+b+c+d)	(e) 4,162,113 equity shares carrying voting rights of the TC	(e) 6.73% of the paid-up equity share capital carrying voting rights of the TC.	(e) 6.63% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis.
Mode of ~~acquisition~~/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	A reduction by Nomura Singapore Limited in its interest in the loan(s) availed by Hulst B.V. Such loan(s) is/are secured over a 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.		

Date of ~~acquisition~~ / sale of shares / ~~VR or date of receipt of intimation of allotment of shares, whichever is applicable~~	August 29, 2019.
Equity share capital / total voting capital of the TC before the said ~~acquisition~~ / sale	INR 61,78,38,740 comprising 6,17,83,874 equity shares of face value of INR 10 each.
Equity share capital/ total voting capital of the TC after the said ~~acquisition~~ / sale*	INR 61,84,12,340 comprising 6,18,41,234 equity shares of face value of INR 10 each.
Total diluted share/voting capital of the TC after the said acquisition**	INR 62,74,62,640 comprising 6,27,46,264 equity shares of face value of INR 10 each.

(#) Total share capital/ voting capital taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement before the said acquisition, i.e. as on March 31, 2019.

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement, i.e. as on June 30, 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, i.e. as on June 30, 2019

NOTE:

Nomura Singapore Limited had made a disclosure dated August 14, 2019 under Regulation 29(2) read

Further to the aforementioned disclosure, Nomura Singapore Limited now holds the following interest in relation to the Target Company as on the date of this filing:

(i) Nomura Singapore Limited holds 0 equity shares of the Target Company, having disposed of the 7,246 equity shares of the Target Company referred to in (a) above; and

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For and on behalf of Nomura Singapore Limited

Name: Philip Chow

Designation: Managing Director

Place: Singapore

Date: September 2, 2019

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