

December 23, 2019

The Secretary
BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400 001

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051.

Dear Sir/Madam,

Sub: Outcome of the Board Meeting- Regulation 30 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

This is to inform you that, further to our intimation dated December 16, 2019, the Board of Directors of NIIT Technologies Limited (the "**Company**") at their meeting held today i.e. December 23, 2019 have approved the following that:

Subject to approval of the shareholders by means of a special resolution through postal ballot and regulatory approval(s) as may be required, buy-back of up to 19,56,290 fully paid equity shares of a face value of Rs. 10/- each at a price of up to INR 1,725 (Rupees One Thousand Seven Hundred Twenty Five Only) per share aggregating up to INR 337,46,00,250 (Rupees Three Hundred Thirty Seven Crores Forty Six Lakhs and Two Hundred Fifty only) which represents 20.23% of the paid-up equity share capital and free reserves of the Company. The Buyback is proposed to be made from the shareholders of the Company as on the Record Date on a proportionate basis under the Tender Offer route through Stock Exchange mechanism in accordance with the provisions of the SEBI (Buyback of Securities) Regulations, 2018.

The pre-Buyback shareholding pattern along with the details prescribed under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as Annexure – A to this letter.

The Board Meeting concluded at 21:40 hrs.

Kindly bring this to the notice of the members of the Exchange.

Thanking you,

For NIIT Technologies Limited



Lalit Kumar Sharma
Company Secretary & Legal Counsel

Encl: as above

Annexure A

The Board of Directors has, subject to approval of the shareholders by means of a special resolution through postal ballot and regulatory approval(s) as may be required, approved buy-back of up to 19,56,290 fully paid equity shares of the Company at a price of up to Rs. 1,725 (Rupees One Thousand Seven Hundred Twenty Five Only) per share aggregating up to INR 337,46,00,250 (Rupees Three Hundred Thirty Seven Crores Forty Six Lakhs and Two Hundred Fifty only) ("**Buyback Size**") representing 20.23% of the paid-up equity share capital and free reserves of the Company, on a proportionate basis under the "Tender Offer" route using the Stock Exchange mechanism as prescribed under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ("**Buyback Regulations**") and the Companies Act, 2013 and rules made thereunder ("**Buyback**"). The number of securities proposed to be bought back represents 3.1% of the existing paid up equity share capital of the Company. The Buyback Size does not include any expenses incurred or to be incurred for the Buyback such as filing fees, stock exchange fees, advisory fees, public announcement publication expenses, printing and dispatch expenses, brokerage, applicable taxes inter alia including Buyback taxes, securities transaction tax, good & services tax, stamp duty and other incidental and related expenses. Hulst B.V., promoter of the Company has signified its intention to participate in the Buyback.

The Board of Directors have constituted a buyback committee ("**Buyback Committee**"), comprising Mr. Hari Gopalakrishnan (Non-Executive Director), Mr. Kirtiram Hariharan (Non-Executive Director), Mr. Sudhir Singh (Chief Executive Officer), Mr. Ajay Kalra (Chief Financial Officer) and Mr. Lalit Kumar Sharma (Company Secretary & Legal Counsel) of the Company. The Buyback Committee has the power to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper in connection with the Buyback.

The public announcement setting out the process, timelines and other requisite details will be provided in due course subject to receipt of requisite approvals and in accordance with the Buyback Regulations.

Further, the details of the actual number of equity shares bought back (including as a percentage of the existing paid-up capital) and the post Buyback shareholding pattern are currently unavailable and will be provided on completion of the Buyback.

Shareholding pattern as on December 20, 2019

Category	Number of Shares	% of Shareholding
Promoter and Promoter Group Shareholding		
Promoter	43807297	70.12
Sub Total	43807297	70.12
Public Shareholding		
Indian Holding		
Indian Financial Institution / Banks	23266	0.04



NIIT Technologies Ltd.

Insurance Companies	5768	0.01
Mutual Funds	4364477	6.99
Indian Public, Body Corporate and others	5421717	8.67
Sub Total	9815228	15.71
Foreign Holding		
FII's/FPIs	8380369	13.41
NRI*/ Foreign Bodies	476020	0.76
Sub Total	8856389	14.17
Grand Total	62478914	100

Note :

*The Company has allotted 61,000 equity shares on December 17, 2019 under ESOP Scheme 2005 which is under the process of corporate action with NSDL & CDSL and are yet to be listed on the National Stock Exchange of India Limited and BSE Limited. The Grand total includes the allotted number of equity shares but not listed.

