

May 17, 2019



**The Manager  
BSE Limited**

Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400 001

**The Manager**

**National Stock Exchange of India Ltd.**

Listing Department  
Exchange Plaza  
5<sup>th</sup> Floor, Plot no C/1, G Block  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051

**Subject: Re-classification of Promoters/Promoter Group of the Company**

**Ref: Scrip Code: BSE – 532541; NSE – NIITTECH**

Dear Sir/Madam,

This is in continuation to our letter dated May 17, 2019, wherein the members of the Promoter/Promoter Group of the Company have transferred their entire shareholding in the Company to Hulst B.V. in accordance with the terms & conditions of the SPAs, in an off-market trade and the transaction is concluded.

Pursuant to such transfer, the Company hereby confirm that NIIT Limited, Pawar Family Trust along with other entities/members of Mr. Pawar's family and Thadani Family Trust along with other entities/members of Mr. Thadani's family, shall no longer be classified as part of the 'Promoter and Promoter Group' of the Company on the basis of the requests from the existing members of the Promoter/Promoter Group seeking re-classification, subject to the approval of the shareholders of the Company & National Stock Exchange of India Limited ('NSE') & BSE Limited ('BSE').

We are attaching herewith the copy of the Board Resolution passed by the Directors in their meeting recommending the proposed re-classification of Promoter Group to Public as Annexure – A.

You are requested to kindly take this information on record.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours truly,

For **NIIT Technologies Limited**

A handwritten signature in blue ink, appearing to read 'Lalit', written over a horizontal line.

**Lalit Kumar Sharma**

**Company Secretary & Legal Counsel**

**NIIT Technologies Ltd.**

H-7, Sector 63, Noida - 201301, India. Tel: +91 (120) 4285000/200, Fax: +91 (120) 4285333. www.niit-tech.com  
Registered Office: 8, Balaji Estate, First Floor, Guru Ravidas Marg, Kalkaji, New Delhi - 110019, Tel: +91 (11) 41675000  
CIN:L65993DL1992PLC048753

**CERTIFIED TRUE COPY OF MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF NIIT TECHNOLOGIES LIMITED HELD ON FRIDAY, MAY 17, 2019 AT AT 06:00 P.M. MEETING ROOM, GROUND FLOOR, NIIT TECHNOLOGIES LIMITED, H-7, SECTOR 63, NOIDA AND CONCLUDED AT [07:00 PM].**

**RECLASSIFICATION OF THE PROMOTER/PROMOTER GROUP OF THE COMPANY**

Pursuant to the sale of the entire shareholding by the members of the Promoter/Promoter Group of the Company as set out below (the “**Outgoing Promoters**”) to Hulst B.V. on May 17, 2019 and Regulation 31A of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) as amended (the “**LODR Regulations**”), the Board has received requests from the Outgoing Promoters for reclassification. The Board analyzed the request letters received from the Outgoing Promoters in this regard and basis the reasons stated in these request letters and fulfillment of all the pre-conditions to seek re-classification under the Regulation 31(A) of the LODR Regulations, the members of the Board found such requests appropriate. The Outgoing Promoters’ request for seeking reclassification is subject to applicable law and the approval of the shareholders of the Company by way of an ordinary resolution.

The Board noted the copies of the request letters received from the following Outgoing Promoters:

1. V K Thadani HUF
2. Renuka Vijay Thadani and Vijay Kumar Thadani
3. Vijay Kumar Thadani and Renuka Vijay Thadani
4. R S Pawar HUF
5. Neeti Pawar and Rajendra Singh Pawar
6. Rajendra Singh Pawar and Neeti Pawar
7. Pawar Family Trust through Mr. R S Pawar (Trustee)
8. Thadani Family Trust through Mr. Vijay K Thadani (Trustee)
9. NIIT Limited
10. Pace Industries Private Limited
11. Global Solutions Private Limited

**The Board passed the following resolution in this regard:**

“**RESOLVED THAT** pursuant to the transfer of the entire shareholding of the members of the Promoters/Promoter Group of the Company on May 17, 2019, the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) & all other applicable provisions, if any, and subject to the approval of the members of the Company, the National Stock Exchange of India Limited (‘NSE’) & the BSE Limited (‘BSE’), the consent of the Board be and is hereby accorded for the existing members of the Promoter/Promoter Group of the Company holding 18,848,118 equity shares aggregating to 30.507% of the paid up capital

of the Company, to be reclassified, in accordance with the requests made by the existing members of the Promoter/Promoter Group seeking such re-classification.

**RESOLVED FURTHER THAT** the Company be complied with conditions as stipulated under the said Regulations.

**RESOLVED FURTHER THAT** the Company Secretary or any Director of the Company, be and are hereby authorized to undertake all actions and deeds, as are required for the aforesaid change as contemplated in this resolution and to ensure compliance with the provisions of the Companies Act, 2013 & Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended or of any other statute, legislation or enactment or any rule or regulation and to sign such deeds, documents, forms, declarations or other papers that may be required to give effect to this resolution and issue notice to the shareholders for approval and make necessary applications to all the regulatory authorities to obtain such approval.

**RESOLVED FURTHER THAT** the Company Secretary or any Director of the Company, be and are hereby severally authorized to make any filings, disclosures and submissions as may be required under applicable laws, including any securities regulations, to give effect to the aforesaid resolutions and to ensure compliance with the relevant provisions of applicable statute, legislation or enactment or any rule or regulation and to sign such deeds, documents, forms, declarations or other papers that may be required.”

**For NIIT Technologies Limited**



**Lalit Kumar Sharma**  
**Company Secretary & Legal Counsel**