



NIIT TECHNOLOGIES LIMITED

CIN: L65993DL1992PLC048753

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Company Secretary and Compliance Officer: Mr. Lalit Kumar Sharma

POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF NIIT TECHNOLOGIES LIMITED

This post buyback public announcement ("Post Buyback Public Announcement") is being made pursuant to Regulation 24(vi) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 for the time being in force ("Buyback Regulations"). This Post Buyback Public Announcement should be read in conjunction with the public announcement dated February 17, 2020 and the letter of offer dated May 20, 2020 ("LOF") and the dispatch advertisement dated May 21, 2020. Capitalized terms used but not defined in this Post Buyback Public Announcement shall have the same meaning as assigned to them in the LOF.

1. The Buyback

- NIIT Technologies Limited ("Company") has announced a buyback of 19,56,290 (Nineteen Lakh Fifty Six Thousand Two Hundred and Ninety) fully paid-up equity shares of face value of Rs. 10 each ("Equity Shares") of the Company ("Buyback") at a price of Rs. 1,725 (Rupees One Thousand Seven Hundred and Twenty Five Only) per Equity Share, payable in cash, for an aggregate amount of Rs. 3,37,46,00,250 (Rupees Three Hundred Thirty Seven Crores Forty Six Lakhs and Two Hundred Fifty Only) ("Buyback Offer Size") from the Eligible Shareholders holding Equity Shares as on March 12, 2020 (the "Record Date") excluding the transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and service tax, stamp duty, etc. from all the existing shareholders / beneficial owners of Equity Shares, on a proportionate basis, through the tender offer method.
- The Buyback Offer Size constituted 20.23% and 15.66% of the aggregate paid-up share capital and free reserves as per the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019 respectively, in accordance with section 68(2)(c) of the Companies Act, 2013 and the Buyback Regulations. The number of Equity Shares bought back constituted 3.13% of the pre-Buyback equity share capital of the Company.
- The Company adopted the tender offer method for the purpose of Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by the Securities and Exchange Board of India vide its circular CIR / CFD / POLICYCELL / 1 / 2015 dated April 13, 2015 read with circular no CFD/DCR2/CIR/P/2016/131 dated December 09, 2016. For the purposes of the Buyback, BSE Limited was the designated stock exchange.
- The tendering period for the Buyback opened on Friday, May 29, 2020 and closed on Thursday, June 11, 2020.

2. Details of the Buyback

- The total number of Equity Shares bought back pursuant to the Buyback was 19,56,290 Equity Shares at a price of 1,725 (Rupees One Thousand Seven Hundred and Twenty Five Only) per Equity Share.
- The total amount utilized in the Buyback was Rs. Rs. 3,37,46,00,250 excluding the transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and service tax, stamp duty, etc.
- The Registrar to the Buyback, Link Intime India Private Limited, considered a total of 4,523 valid bids for 67,01,754 Equity Shares in response to the Buyback, which is approximately 3.4257 times the maximum number of Equity Shares proposed to be bought back. The details of valid bids received/considered by the Registrar to the Buyback are set out below.

Category of Shareholders	No. of Equity Shares reserved in Buyback	No. of Valid Bids	Total No. of Equity Shares Validly Tendered	% Response
Reserved category for Small Shareholders	2,93,444	3,850	1,82,971	0.6235
General category of other Eligible Shareholders	16,62,846	673	65,18,783	3.9203
Total	19,56,290	4,523	67,01,754	3.4257

- All valid bids were considered for the purpose of Acceptance in accordance with the Buyback Regulations and the LOF. The communication of acceptance / rejection has been dispatched by the Registrar to the Buyback, via email, to the relevant Eligible Shareholders (who have their email IDs registered with the Company or the depositories) on June 22, 2020.
- The settlement of all valid bids was completed by the Indian Clearing Corporation Limited ("Clearing Corporation") on June 22, 2020. Clearing Corporation has made direct funds payout to Eligible Shareholders who's Equity Shares have been accepted under the Buyback. If Eligible Shareholders' bank account details were not available or if the fund transfer instruction were rejected by Reserve Bank of India/relevant bank, due to any reason, then such funds were transferred to the concerned Seller Members/custodians for onward transfer to their respective shareholders.
- Demat Equity Shares accepted under the Buyback were transferred to the Company's demat escrow account on June 22, 2020. The unaccepted dematerialized Equity Shares were returned to respective Seller Member / custodians by the Clearing Corporation on June 22, 2020. No Equity Shares were tendered in physical form.
- The extinguishment of 19,56,290 Equity Shares accepted under the Buyback is currently under process and will be completed in accordance with the Buyback Regulations on or before June 29, 2020.

3. Capital Structure and Shareholding Pattern

- The capital structure of the Company before and after the completion of the Buyback is set out below.

Particulars	Pre-Buyback*		Post-Buyback**	
	Number of Equity Shares	Aggregate Value at Face Value of Rs. 10 Each (in Rs.)	Number of Equity Shares	Aggregate Value at Face Value of Rs. 10 Each (in Rs.)
Authorized Share Capital	7,70,00,000 Equity Shares	77,00,00,000	7,70,00,000 Equity Shares	77,00,00,000
Issued, Subscribed and Paid-up Capital	6,24,94,559 Equity Shares	62,49,45,590	6,05,38,269 Equity Shares	60,53,82,690

* As on the date of Letter of Offer

** Subject to extinguishment of 19,56,290 Equity Shares.

- Details of Eligible Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares bought back under the Buyback are as mentioned below.

Sr. No.	Name	Number of Equity Shares Accepted under the Buyback	Equity Shares accepted as a % of Total Equity Shares Bought Back	Equity Shares accepted as a % of Total Post-Buyback Equity Shares*
1.	Hulst B.V.	12,36,037	63.18%	2.04%
2.	Abu Dhabi Investment Authority – WAY	60,124	3.07%	0.10%
3.	HDFC Small Cap Fund	47,613	2.43%	0.08%
4.	Goldman Sachs India Limited	43,400	2.22%	0.07%
5.	AI Mehwar Commercial Investments LLC - (Whiting)	31,113	1.59%	0.05%
6.	India Acorn Fund Ltd	25,858	1.32%	0.04%
7.	Government Pension Fund Global	25,380	1.30%	0.04%
8.	White Oak India Equity Fund	23,504	1.20%	0.04%
9.	Axis Mutual Fund Trustee Limited (Small Cap Fund)	22,080	1.13%	0.04%
10.	Axis Emerging Opportunities Fund - Series 2 (1400 Days)	21,079	1.08%	0.03%
	Total	15,36,188	78.53%	2.54%

* Subject to extinguishment of 19,56,290 Equity Shares bought back.

- The shareholding pattern of the Company before and after the completion of the Buyback is set out below.

Category	Pre-Buyback*		Post-Buyback*	
	Number of Equity Shares	% of Shareholding	Number of Equity Shares	% of Shareholding
Promoter	4,38,07,297	70.10%	4,25,71,260	70.32%
Foreign Investors (including Non Resident Indians / FILs / FPIs / Foreign Nationals / OCBs)	99,29,278	15.89%	1,79,67,009	29.68%
Financial Institutions / Banks / NBFCs and Mutual Funds	34,13,362	5.46%		
Others (Public, Bodies Corporate, Clearing Members, Trust, and HUF)	53,44,622	8.55%		
Total	6,24,94,559	100.00%	6,05,38,269	100.00%

* As on the Record Date. This includes the 11,645 shares which commenced trading on March 13, 2020.

* Subject to extinguishment of 19,56,290 Equity Shares bought back.

4. Manager to the Buyback



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Contact Person: Ms. Prachee Dhuri; Email: niitech.buyback2020@jmfml.com; Website: www.jmfml.com; SEBI Registration Number: INM000010361
Corporate Identification Number: L67120MH1986PLC038784

5. Directors' Responsibility

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accepts full and final responsibility for the information contained in this Post Buyback Public Announcement and confirms that this Post Buyback Public Announcement contains true, factual and material information and does not contain any misleading information.

For and behalf of the Board of Directors of NIIT TECHNOLOGIES LIMITED

Sd/-
Hari Gopalakrishnan
Non-Executive Director
(DIN: 03289463)

Sd/-
Sudhir Singh
Chief Executive Officer & Executive Director
(DIN: 07080613)

Sd/-
Lalit Kumar Sharma
Company Secretary
(Membership Number: FCS 6218)

Date: June 22, 2020
Place: Gurugram

CONCEPT

Size: 16 x 35 cm