

February 18, 2020

The Secretary
Bombay Stock Exchange 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.

Subject: Newspaper publication – Public Announcement relating to buyback of Equity Shares of the Company.

Dear Sir/Ma'am,

We wish to inform you that pursuant to Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has published the "Public Announcement relating to buyback of equity shares of the Company" in the following newspapers:

- a) Financial Express (English)
- b) Jansatta (Hindi)

Copy of newspaper clippings are attached.

Kindly take this on record and acknowledge receipt.

Thanking you,

Yours truly,

For **NIIT Technologies Limited**



Lalit Kumar Sharma
Company Secretary & Legal Counsel

Encl: as above

NIIT TECHNOLOGIES LIMITED

technologies

Engage With The Emerging

CIN: L65993DL1992PLC048753
Registered Office: 8, Balaji Estate, Third Floor, Guru Ravi Das Marg, Kalkaji, New Delhi, Delhi, 110019
Phone: +91 11 41029297; Fax: +91 11 2 6414900; Website: www.niit-tech.com; E-mail: investors@niit-tech.com
Company Secretary and Compliance Officer: Mr. Lalit Kumar Sharma

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF NIIT TECHNOLOGIES LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018 AS AMENDED

This public announcement ("Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, including any statutory modifications and amendments from time to time ("Buyback Regulations"), and contains the disclosures as specified in Schedule II of the Buyback Regulations.

OFFER TO BUY BACK UP TO 19,56,290 (NINETEEN LAKHS FIFTY SIX THOUSAND TWO HUNDRED NINETY ONLY) FULLY PAID-UP EQUITY SHARES OF NIIT TECHNOLOGIES LIMITED OF FACE VALUE OF RS. 10/- EACH ("BUYBACK SHARES") AT A PRICE OF RS. 1,725/- (RUPEES ONE THOUSAND SEVEN HUNDRED AND TWENTY FIVE ONLY) PER EQUITY SHARE PAYABLE IN CASH ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER METHOD.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. Details of the Buyback Offer and Offer Price

1.1 The board of directors of NIIT Technologies Limited ("Company") (the board of directors of the Company hereinafter referred to as the "Board" or "Board of Directors" which expression shall include any committee constituted and authorised by the Board to exercise its powers), at its meeting held on December 23, 2019 ("Board Meeting") has, subject to the approval of the shareholders by way of a special resolution through a postal ballot, pursuant to the provisions of Article 126 of the Articles of Association of the Company, Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, and in compliance with the Buyback Regulations and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the buyback of up to 19,56,290 (Nineteen Lakh Fifty Six Thousand Two Hundred and Ninety) Equity Shares representing up to 3.13% of total issued and paid-up Equity Share capital of the Company at a price of Rs. 1,725/- (Rupees One Thousand Seven Hundred and Twenty Five only) per Equity Share ("Buyback Offer Price"), payable in cash, aggregating to INR 3,37,46,00,250/- (Rupees Three Hundred Thirty Seven Crores Forty Six Lakhs and Two Hundred Fifty only) ("Buyback Offer Size"), which represents 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 respectively, for the financial year ended March 31, 2019, excluding the transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and service tax, stamp duty, etc. from the existing shareholders / beneficial owners of Equity Shares of the Company, on a proportionate basis, through the "tender offer" route as prescribed under the Buyback Regulations, from all of the shareholders of the Company who hold Equity Shares as of the Record Date (as defined below) ("Buyback").

1.2 The shareholders of the Company have approved the Buyback by way of a special resolution, through postal ballot pursuant to the postal ballot notice, results of which were declared on February 15, 2020.

1.3 The Buyback is further subject to approvals as may be necessary, from time to time from statutory, regulatory or governmental authorities as required under applicable laws including but not limited to Securities and Exchange Board of India ("SEBI") and the stock exchanges where the Equity Shares of the Company are listed i.e. the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively, "Stock Exchanges").

1.4 In addition to the regulations/statutes referred to in paragraph 1.1 above, the Buyback is also in accordance with the Companies (Management and Administration) Rules, 2014, to the extent applicable and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable. The Buyback shall be undertaken on a proportionate basis from the equity shareholders of the Company as on March 12, 2020 ("Record Date") and such shareholders, the "Eligible Shareholders" through the tender offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as amended from time to time ("SEBI Circulars"). In this regard, the Company will request SEBI to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, SEBI will be the designated stock exchange.

1.5 Participation in the Buyback by the Eligible Shareholders may trigger capital gains taxation in India and their country of residence. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a Letter of Offer (as defined below), which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.6 A copy of this Public Announcement is available on the website of the Company at www.niit-tech.com and is expected to be available on the website of SEBI at www.sebi.gov.in during the period of Buyback and on the website of the Stock Exchanges at www.nseindia.com and www.bseindia.com.

2. Objective/ Necessity of the Buyback

2.1 The Company has accumulated free reserves and satisfactory liquidity as represented by its bank balances and marketable securities. The future generation of cash along with borrowings, if any, will support the resources required for investments and other operational requirements of the Company in the coming years. The Buyback provides an opportunity to the Company to return excess cash to the Eligible Shareholders and to enhance overall shareholders' value. The Board at its meeting held on December 23, 2019, considered the accumulated free reserves as well as the cash liquidity reflected in the audited financial statements for the financial year ending March 31, 2019 and as such, the Board decided to allocate a sum of INR 3,37,46,00,250/- (Rupees Three Hundred Thirty Seven Crores Forty Six Lakhs and Two Hundred Fifty only) for distribution to the Eligible Shareholders through the Buyback.

2.2 After considering several factors and benefits to the Eligible Shareholders, the Board decided to recommend the Buyback of up to 19,56,290 (Nineteen Lakh Fifty Six Thousand Two Hundred Ninety Only) Equity Shares (representing 3.13% of the total number of Equity Shares) at a price of Rs. 1,725/- (Rupees One Thousand Seven Hundred and Twenty Five only) per Equity Share for an aggregate consideration not exceeding INR 3,37,46,00,250/- (Rupees Three Hundred Thirty Seven Crores Forty Six Lakhs and Two Hundred Fifty only). Through the Buyback, the Company intends to return surplus funds to the Eligible Shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, efficient and cost effective manner. Additionally, the Company's management strives to increase shareholders' value and the Buyback would inter-alia result in:

2.2.1 Improving the return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value.

2.2.2 Helping the Company to distribute surplus cash to its Eligible Shareholders, broadly in proportion to their shareholding, thereby, enhancing the overall return to the Eligible Shareholders.

2.2.3 Provides an option to the Eligible Shareholders to either (i) participate and receive cash payments in lieu of Equity Shares to be accepted under the Buyback, or (ii) not participate and enjoy a resultant increase in their percentage shareholding in the Company, after the Buyback, without any additional investment.

2.2.4 The Buyback, which is being implemented through the tender offer method as prescribed under the Buyback Regulations and SEBI Circulars, would involve an allocation of 15% of the Equity Shares that the Company proposes to Buyback to Small Shareholders (as defined below).

3. Maximum amount required for Buyback and its percentage of the total paid-up capital and free reserves and sources of funds from which the Buyback would be financed.

3.1 The maximum amount required for Buyback will not exceed INR 3,37,46,00,250/- (Rupees Three Hundred Thirty Seven Crores Forty Six Lakhs and Two Hundred Fifty only) excluding the transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and service tax, stamp duty, etc. which represents 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 respectively, for the financial year ended March 31, 2019, which is within the prescribed limit of 25%.

3.2 The funds for the implementation of Buyback will be sourced out of the free reserves and/or such other sources as may be permitted by the Buyback Regulations or the Act. The funds used will not exceed 25% of the paid-up share capital and free reserves of the Company on a standalone and consolidated basis as on March 31, 2019. The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares so bought back to the capital redemption reserve account, and details of such transfer shall be disclosed in its subsequent audited financial statements. The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

4. Maximum price and the maximum number of securities that the Company proposes to Buyback and basis of arriving at the Buyback Offer Price

4.1 The Company proposes to buyback up to 19,56,290 (Nineteen Lakh Fifty Six Thousand Two Hundred Ninety Only) Equity Shares representing up to 3.13% of the total issued and paid-up Equity Share capital of the Company.

4.2 The Equity Shares of the Company are proposed to be bought back at the Buyback Offer Price of Rs. 1,725/- (Rupees One Thousand Seven Hundred and Twenty Five only) per Equity Share. The Buyback Offer Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices of the Equity Shares on the Stock Exchanges, the net worth of the Company, price earnings ratio and impact on other financial parameters and the possible impact of Buyback on the earnings per share.

4.3. The Buyback Offer Price represents:

(i) premium of 17.11% and 17.08% over the closing price of the Equity Shares on the BSE and NSE, respectively, as on December 16, 2019 ("Intimation Date"), being the date on which Company intimated the Stock Exchanges of its intention to consider the proposal for buyback of shares at the Board Meeting held on December 23, 2019; and

(ii) premium of 18.13% and 18.39% over the volume weighted average market price of the Equity Shares on BSE and on NSE, respectively, during the three months preceding the Intimation Date.

5. Method adopted for Buyback

The Equity Shares will be bought back on a proportionate basis from all the Eligible Shareholders through the "tender offer" method, as prescribed under Regulation 4(iv)(a) of the Buyback Regulations, and, subject to applicable laws, facilitated through the stock exchange mechanism as specified under the "Mechanism for acquisition of share through Stock Exchanges" prescribed under the SEBI Circulars. Please refer to Paragraph 10 below for details regarding the Record Date and shareholders entitlement for tender in the Buyback.

6. Details of the Shareholding and Intention of the Promoter to Participate in the Buyback

6.1 The aggregate shareholding of the promoter of the Company, the directors of the promoter of the Company and directors and key managerial personnel of the Company as on the date of the Postal Ballot Notice (i.e. December 23, 2019) was as follows:

Particulars	Aggregate Shareholding (No. of shares)	Percentage of the paid-up share capital
1. Promoter		
Hulst B.V. ("Promoter")	4,38,07,297	70.12%
2. Directors of the Promoter	Nil	Nil
3. Directors & Key Managerial Personnel of the Company		
Director		
a. Mr. Basab Pradhan – Chairman and Independent Director	3,000	0.00%
b. Mr. Hari Gopalakrishnan – Non-Executive Director	Nil	Nil
c. Mr. Patrick John Cordes – Non-Executive Director	Nil	Nil
d. Mr. Kenneth Tuck Keun Cheong – Non-Executive Director	Nil	Nil
e. Mr. Kirti Ram Hariharan – Non-Executive Director	Nil	Nil
f. Mr. Ashwani Kumar Puri – Independent Director	Nil	Nil
g. Ms. Holly Jane Morris – Independent Director	Nil	Nil
h. Mr. Sudhir Singh – Chief Executive Officer / Executive Director	63,851	0.10%
Key Managerial Personnel		
a. Mr. Ajay Kalra – Chief Financial Officer	Nil	Nil
b. Mr. Lalit Kumar Sharma (Company Secretary and Legal Counsel)	Nil	Nil

(1) Note: Mr. Sudhir Singh, Chief Executive Officer of the Company has also been appointed as Executive Director of the Company w.e.f. January 29, 2020 subject to approval of the Shareholders and other necessary approvals.

6.2 The aggregate number of Equity Shares purchased or sold by person mentioned in Paragraph 6.1 above for a period of 6 months preceding the date of the meeting of the Board of Directors at which the Buyback was approved till the date of the postal ballot notice and the maximum and minimum price for such purchases and sales is as below:

Promoters:

Nature of Transaction	Aggregate Number of Equity Shares	Maximum Price per share (in INR)	Date of Maximum Price	Minimum Price per share (in INR)	Date of Minimum Price	Face Value (in INR)
Hulst B.V.						
Purchase	2,30,81,221	1,394.00	August 9, 2019	1,251.34	August 8, 2019	10

Further, the Promoter has acquired 4,38,07,297 Equity Shares from May 10, 2019 till the date of the Postal Ballot Notice. Please refer Paragraph 6.3 below for the transaction details, including price.

Directors of Promoter:

Nil

Directors and Key Managerial Personnel of the Company:

Nature of Transaction	Aggregate Number of Equity Shares	Maximum Price per share (in INR)	Date of Maximum Price	Minimum Price per share (in INR)	Date of Minimum Price	Face Value (in INR)
Mr. Basab Pradhan (Chairman)						
Open market purchase	3,000	1,297.07	August 16, 2019	1,297.07	August 16, 2019	10
Mr. Sudhir Singh (Chief Executive Officer / Executive Director)						
Sale in the open offer	72,349	1,394.00	August 9, 2019	1,394.00	August 9, 2019	10
Acquisition of shares pursuant to exercise of ESOP	58,000	10.00	December 17, 2019	10.00	December 17, 2019	10

6.3 In terms of the Buyback Regulations, under the tender offer route, the promoter has the option to participate in the Buyback. In this regard, the Promoter has expressed its intention vide its letter dated December 24, 2019 to participate in the Buyback and offer up to an aggregate of 19,56,290 (Nineteen Lakh Fifty Six Thousand Two Hundred and Ninety) Equity Shares or such lower number of Equity Shares in accordance with the Buyback Regulations.

Details of the date and price of acquisition of the Equity Shares that Promoter intends to tender are set out below:

Date of Transaction	Nature of Transaction	No. of Equity Shares	Price per share	Face Value (Amt. in INR)
May 10, 2019	On Market Purchase	4,63,219	1,239.91	10
May 13, 2019	On Market Purchase	1,28,000	1,250.11	10
May 14, 2019	On Market Purchase	50,000	1,251.81	10
May 15, 2019	On Market Purchase	63,000	1,260.82	10
May 17, 2019	Off – Market Purchase from erstwhile promoters	1,88,48,118	1,394.00	10
May 20, 2019	On Market Purchase	23,879	1,272.00	10
May 21, 2019	On Market Purchase	1,23,113	1,285.25	10
May 22, 2019	On Market Purchase	98,100	1,279.94	10
May 23, 2019	On Market Purchase	46,000	1,286.60	10
May 24, 2019	On Market Purchase	1,60,000	1,267.23	10
May 27, 2019	On Market Purchase	65,000	1,275.29	10
May 28, 2019	On Market Purchase	1,70,168	1,270.31	10
May 29, 2019	On Market Purchase	1,85,000	1,286.89	10
May 30, 2019	On Market Purchase	27,490	1,294.95	10
June 6, 2019	On Market Purchase	6,559	1,298.92	10
June 19, 2019	On Market Purchase	20,808	1,301.16	10
June 20, 2019	On Market Purchase	33,190	1,303.94	10
June 21, 2019	On Market Purchase	2,14,432	1,307.44	10
June 24, 2019	On Market Purchase	1,35,729	1,316.60	10
June 25, 2019	On Market Purchase	75,949	1,320.63	10
June 26, 2019	On Market Purchase	34,924	1,330.20	10
June 27, 2019	On Market Purchase	2,80,834	1,332.76	10
June 28, 2019	On Market Purchase	3,32,591	1,341.31	10
August 8, 2019	On Market Purchase	1,28,319	1,251.34	10
August 9, 2019	On Market Purchase	1,59,000	1,291.21	10
August 9, 2019	Acquisition under Open Offer	2,18,46,963	1,394.00	10
September 27, 2019	On Market Purchase	41,749	1,391.28	10
September 30, 2019	On Market Purchase	45,163	1,392.51	10
Total no. of shares as on the date hereof		4,38,07,297		10

6.4 The Buyback will not result in any benefit to the Promoter or any directors of the Company except to the extent of the cash consideration received by them from the Company, pursuant to the respective participation in the Buyback in their capacity as Equity Shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the Equity Share capital of the Company post the Buyback.

7. Confirmations from the Company as per the provisions of the Buyback Regulations and the Companies Act

7.1 All the Equity Shares for Buyback are fully paid-up;

7.2 The Company, as per provisions of Section 68(8) of the Companies Act, shall not make further issue of the same kind of Equity Shares within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or Equity Shares issued to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;

7.3 The Company shall not raise further capital for a period of 1 (one) year from the closure of the Buyback, except in discharge of subsisting obligations;

7.4 The Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus, till the date of expiry of Buyback period;

7.5 The Company shall not buy back locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;

7.6 The Company shall not buy back its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

7.7 There are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of any term loans to any financial institution or banks;

7.8 That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;

7.9 That funds borrowed from banks and financial institutions will not be used for the Buyback;

7.10 The aggregate amount of the Buyback i.e. INR 3,37,46,00,250/- does not exceed 25% of the total paid-up share capital and free reserves of the Company as on March 31, 2019 on a standalone and consolidated basis;

7.11 The maximum number of Equity Shares proposed to be purchased under the Buyback (up to 19,56,290 Equity Shares), does not exceed 25% of the paid-up Equity Share capital as per the audited standalone balance sheet as on March 31, 2019;

7.12 The Company shall not make any offer of buyback within a period of 1 (one) year reckoned from the date of closure of the Buyback period and the Company has not undertaken a buyback of any of its securities during the period of 1 (one) year immediately preceding the date of the Board Meeting;

7.13 There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;

7.14 The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up share capital and free reserves after the Buyback;

7.15 The Company has not defaulted in the repayment of deposits accepted either before or after the commencement of the Companies Act, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any Shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company;

7.16 The Buyback shall be completed within a period of 1 (one) year from the date of passing of special resolution by way of postal ballot; the Company shall not withdraw the Buyback offer after the draft letter of offer is filed with the SEBI, except where any event or restriction may render Company unable to effect the Buyback;

7.17 The Company is not undertaking the Buyback to delist its Equity Shares or any other specified securities from the Stock Exchanges; and

7.18 Consideration for the Equity Shares bought back by the Company will be paid only by way of cash.

8. Confirmation from the Board of Directors

The Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and that it has formed the opinion:

(a) that immediately following the date of the board meeting, being December 23, 2019, and the date on which the results of the postal ballot approving the proposed Buyback will be declared ("Postal Ballot Resolution"), there will be no grounds on which the Company could be found to be unable to pay its debts;

(b) as regards to the Company's prospects for the year immediately following the date mentioned in (a) above, that having regards to the Board of Directors' intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board of Directors' view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date or the Postal Ballot Resolution; and

(c) that in forming the opinion for the above purposes, the directors have taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the provisions of the Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016.

9. Report addressed to the Board of Directors by the Company's Statutory Auditor on permissible capital payment and opinion formed by directors regarding insolvency.

The text of the Report from the Company's Auditors dated December 23, 2019 addressed to the Board is reproduced below:

Quote

Independent Auditor's Report on buy back of shares pursuant to the requirement of Schedule I to the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended

The Board of Directors

NIIT Technologies Limited

8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019

1. This Report is issued in accordance with the terms of our service scope letter engagement letter dated December 19, 2019 and master engagement agreement October 04, 2017 with NIIT Technologies Limited (hereinafter the "Company").

2. In connection with the proposal of NIIT Technologies Limited ("the Company") to buy back its equity shares in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("the Regulations"), and in terms of the resolution passed by the directors of the Company in their meeting held on December 23, 2019, which is subject to the approval of the shareholders of the Company, we have been engaged by the Company to perform a reasonable assurance engagement on the Statement of determination of the amount permissible capital payment ("the Statement"), which we have initiated for identification purposes only.

Board of Directors Responsibility for the Statement

3. The preparation of the Statement of determination of the amount permissible capital payment for the buyback is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Board of Directors are responsible to make a full inquiry into the affairs and offer document of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of meeting.

Auditor's Responsibility

5. Pursuant to the requirements of the Regulations, it is our responsibility to provide reasonable assurance on the following "Reporting Criteria":

(i) Whether the amount of permissible capital payment for the buy-back is within the permissible limit and computed in accordance with the provisions of Section 68(2)(c) of the Act;

(ii) Whether the Board of Directors has formed the opinion, as specified in Clause (X) of Schedule I to the Regulations, on a reasonable ground that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution, and from date on which the results of the shareholders' resolution with regard to the proposed buy-back are declared;

(iii) Whether we are aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

6. The audited standalone and consolidated financial statements referred to in paragraph 9 below, have been audited by us, on which we issued an unmodified audit opinion vide our report dated May 04, 2019. Our audit of these financial statements was conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Companies Act, 2013 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Char

10.6. In accordance with Regulation 9(x) of the Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number ("PAN") shall be clubbed together for determining the category (small shareholder or general) and entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders' holding physical shares, where the sequence of PAN is identical and where the PANs of all joint shareholders are not available, the registrar to the Buyback ("Registrar to the Buyback") will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, pension funds/trusts, etc. with common PAN will not be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the registrar and transfer agent as per the shareholder records received from the depositories.

10.7. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.

10.8. The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.

10.9. The maximum tender under the Buyback by any Eligible Shareholder should not exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.

10.10. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations.

10.11. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on Record Date.

11. **Process and Methodology to be Adopted for the Buyback**

11.1. The Buyback is open to all Eligible Shareholders / beneficial owners of the Company holding Equity Shares in dematerialized form as on the Record Date.

11.2. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified vide the SEBI Circulars and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

11.3. The Company has appointed JM Financial Services Limited as the registered broker to the Company ("Company Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company Broker are as follows:

JM Financial Services Limited
5th Floor, Chenergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025.
Tel: +91 22 6704 3000; Fax: +91 22 6761 7222
Contact Person: Mr. Kinnar Darji. Tel.: +91 22 6704 3503
Email: kinnar.darji@jmf.com; Website: www.jmfancialeservices.in
SEBI Registration Number: INB-INF01054831 (BSE); INB/INE/INF231054835 (NSE)
Corporate Identification Number: U67120MH1998LC11545

11.4. The Company will request BSE, being the designated stock exchange, to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the Acquisition Window will be specified by BSE from time to time. In the event the Stock Broker of any Eligible Shareholder is not registered with BSE as a trading member / stock broker, then that Eligible Shareholder can approach the Company Broker or any other BSE registered stock broker and can register himself by using quick unique client code (UCC) facility through that BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law).

11.5. During the tendering period, the order for selling the Equity Shares shall be placed in the Acquisition Window by Eligible Shareholders through their respective stockbrokers ("Seller Members") during normal trading hours of the secondary market. The Seller Members can enter orders only for dematerialized Equity Shares.

11.6. **Procedure to be followed by Eligible Shareholders holding Equity Shares in Dematerialised Form:**

11.6.1. Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialised form under the Buyback would have to do so through their respective Seller Member by indicating the details of Equity Shares they intend to tender under the Buyback, to their Seller Member.

11.6.2. The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of BSE. Before placing the order/bid, the Eligible Shareholder would be required to transfer the tendered Equity Shares to the special account of the Indian Clearing Corporation Limited ("Clearing Corporation") by using the early pay-in mechanism as prescribed by BSE and the Clearing Corporation prior to placing the bid by the Seller Member.

11.6.3. The details of the special account of the Clearing Corporation and the settlement number shall be informed in the issue opening circular that will be issued by BSE / Clearing Corporation.

11.6.4. For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

11.6.5. Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted such as bid ID number, application number, DP ID, client ID, number of Equity Shares tendered, etc.

11.6.6. The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/or the Seller Member.

11.7. **Procedure to be followed by Eligible Shareholders holding Equity Shares in Physical Form:**

11.7.1. In accordance with the proviso to regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, the Company will not be able to accept Equity Shares tendered in physical form in the Buyback. Eligible Shareholders are advised to approach the concerned depository participant to have their Equity Shares dematerialized before tendering their Equity Shares in the Buyback. In case any person who has submitted the Equity Shares held by them in the physical form for dematerialisation should ensure that the process of getting the Equity Shares dematerialised is completed before such Eligible Shareholders tender their Equity Shares in the Buyback, so that they can participate in the Buyback.

11.8. Modification/cancellation of orders will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

11.9. The cumulative quantity tendered shall be made available on the BSE website (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.

12. **Method of Settlement**

12.1. Upon finalization of the basis of acceptance as per Buyback Regulations:

12.1.1. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

12.1.2. The Company will pay the consideration to the Company Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity shares accepted under the Buyback, the Clearing Corporation will make direct funds pay out to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant Bank, due to any reason, then such funds will be transferred to the concerned Shareholder Brokers' settlement bank account for onward transfer to such Eligible Shareholders.

12.1.3. The Equity Shares bought back in dematerialized form would be transferred directly to the demat account of the Company ("Company Demat Account") provided it is indicated by the Company Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.

12.1.4. Eligible Shareholder will have to ensure that they keep their depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of shares under the Buyback.

12.1.5. Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account.

12.1.6. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

12.1.7. Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment of them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Eligible Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.

12.1.8. Further, the Company will not accept shares tendered for Buyback which are under restraint order of the court for transfer/sale and/or the title in respect of which is otherwise under dispute.

12.2. The Equity Shares lying to the credit of the Company Demat Account will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

13. **Compliance Officer**

The Company has designated the following as the Compliance Officer for the Buyback:

Name: Lalit Kumar Sharma
Designation: Company Secretary & Legal Counsel
Address: NIIT Technologies Limited, Tower D, VI Floor, T2 2 & 2A, Sector Tech Zone, Greater Noida (Yamuna Expressway) Uttar Pradesh, India - 201308
Tel: 011-41029297 **Fax:** 011-26414900 **Email:** investors@niit-tech.com

In case of any clarifications or to address investor grievance, the Eligible Shareholders may contact the Compliance Officer, from Monday to Friday between 10 A.M. to 5 P.M. on all working days except Saturday, Sunday and public holidays, at the above mentioned address.

14. **Registrar to the Buyback/ Investor Service Centre**

LINK Intime India Private Limited
Address: C-101, 1st Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083
Tel: +91 22 4918 6200; **Fax:** +91 22 4918 6195
Email: niitech.buyback@linkintime.co.in; **Contact Person:** Sumeet Deshpande
Website: www.linkintime.co.in; **SEBI Registration Number:** INR00004058
Corporate Identity Number: U67190MH1999PTC118368

In case of any queries, Eligible Shareholders may also contact the Registrar to the Buyback, from Monday to Friday between 10 A.M. to 5 P.M. on all working days, at the above mentioned address.

15. **Manager to the Buyback**

JM Financial Limited
Address: 7th Floor, Chenergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025. **Tel:** +91 22 6630 3030; **Fax:** +91 22 6630 3330;
Contact Person: Ms. Prachee Dhruv; **Email:** niitech.buyback@jmf.com
Website: www.jmf.com; **SEBI Registration Number:** INM00010361
Corporate Identification Number: L67120MH1986PLC038784

16. **Directors' Responsibility**

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts full responsibility for the information contained in this Public Announcement and confirms that this 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/- Kirti Ram Hariharan Non-Executive Director (DIN: 01785506)	Sd/- Lalit Kumar Sharma Company Secretary and Legal Counsel (Membership Number: FCS 6218)
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Date: February 17, 2020
Place: New Delhi

पंजाब नैशनल बैंक Punjab National Bank
...मारी का प्रतीक!
...the name you can BANK upon!

कच्चा सूचना (अचल सम्पत्तियों के लिए)

(अचल सम्पत्ति हेतु प्रतिभूति हित (प्रवर्तन) नियम, 2002 के नियम 5 के साथ पठित प्रतिभूतिकरण अधिनियम, 2002 की धारा 13(4) के तहत) जबकि अधोस्तारों ने प्रतिभूति हित अधिनियम, 2002 को विधेय आसितियों एवं प्रवर्तन के प्रतिभूतिकरण एवं पुनर्निर्माण (इसके परचता "कथित नियम" कहा जाएगा) के तहत पंजाब नैशनल बैंक का अधिकृत प्राधिकारी होने के नाते कर्नदार(री)/जमानतियों

(अ) नैसर्स सॉल्वन्स, ब्रुकान नं. 16वीं, वर्ल्ड स्क्वेयर मॉल, मोहन नगर, गांधीबाद

(ब) नैसर्स सॉल्वन्स, डी-6, वेम्स सिल्वर वॉकर 10, 10वीं मंजिल, सेक्टर-18, नोएडा

(स) श्रीमती शिखा मौर्य, पी-02/03, वॉकर-2, पूर्वतल सिल्वर सिटी, सेक्टर-93, नोएडा-201301, उ.प्र.

(द) श्री आशीष कुमार, पी-02/03, वॉकर-2, पूर्वतल सिल्वर सिटी, सेक्टर-93, नोएडा-201301, उ.प्र. से 30.06.2019 तक सूचना में उल्लिखित राशि रु. 55,19,525.56/- (रुपये पचस लाख उनीस हजार पांच सौ पचीस एवं छपन पैसे मात्र) तथा उस पर भावी ब्याज, लागत, व्ययों के अन्य प्रभारों सहित कथित सूचना को प्राप्ति की तिथि से 60 दिनों के भीतर पुनर्भूतान करने को कहते हुए 26.08.2019 को एक मांग सूचना निर्गत की थी।

कर्नदार/जमानती/बंधककर्ताओं के उपर्युक्त सूचना में निर्दिष्ट तिथि के भीतर पुनर्भूतान के दायित्व में असफल रहने के कारण एतद्वारा कर्नदार/जमानती/बंधककर्ताओं तथा जमानतियों को सूचना दी जाती है कि अधोस्तारों ने कथित नियमों के नियम 5 के साथ पठित कथित अधिनियम की धारा 13(4) के तहत उसे प्रदत्त शक्तियों के उपभोग में 13 फरवरी, 2020 को नौचे वर्णित सम्पत्तियों पर कब्जा कर लिया है। विशेष रूप से कर्नदार/जमानती/बंधककर्ताओं को तथा जमानतियों को एतद्वारा सम्पत्ति से किसी प्रकार का संयवहार न करने की चेतावनी दी जाती है और सम्पत्तियों के साथ किसी प्रकार का संयवहार 30.06.2019 तक राशि रु. 55,19,525.56/- (रुपये पचस लाख उनीस हजार पांच सौ पचीस एवं छपन पैसे मात्र) तथा उस पर भावी ब्याज, लागत, व्ययों के अन्य प्रभारों के लिए पंजाब नैशनल बैंक के प्रभार का विषय होगा।

यल/अचल सम्पत्ति का विवरण

1. फ्लान नं. 12/491, सेक्टर-12, इन्दौर नगर, लखनऊ पर स्थित सप्ली का समस्त भाग।
माप क्षेत्रफल : 233 वर्ग पीर

दिनांक : 13.02.2020, स्थान : नोएडा अधिकृत प्राधिकारी, पंजाब नैशनल बैंक

पंजाब एण्ड सिंध बैंक
आरजे-3/284, ओल्ड रोशनपुरा एक्सटेंशन, सी-ब्लॉक, नजफगढ़, नई दिल्ली-110043

कच्चा सूचना (अचल सम्पत्तियों के लिए)

वित्तीय आसितियों का प्रतिभूतिकरण और पुनर्निर्माण एवं प्रतिभूति हित प्रवर्तन एक्ट 2002 (2002 का 54) के तहत पंजाब एण्ड सिंध बैंक का प्राधिकृत अधिकारी द्वारा सूचित किया जाता है कि प्रतिभूति हित (प्रवर्तन) नियम 2002 के नियम 3 के साथ पठित धारा 13 (12) के तहत प्रदत्त शक्तियों का प्रयोग करते हुए निम्नलिखित कर्नदारों / गारंटों को निम्नलिखित दिनांकों को विनाश नोटिस जारी किया था, जिसमें उक्त सूचना की प्राप्ति की तिथि से 60 दिनों के अन्दर भूतान करने को कहा गया था।

उपरोक्तों को / गारंटों को उक्त राशि का भूतान करने में असफल होये हैं इसलिए एतद्वारा उपरोक्तों तथा सर्वसाधारण को सूचित किया जाता है कि अधोस्तारों ने इसमें नौचे वर्णित सम्पत्ति का कब्जा, उक्त अधिनियम की धारा 13 (4), उक्त नियमों के नियम 8 के साथ पठित के अधीन उक्त प्रदत्त शक्तियों के इस्तेमाल के अन्तर्गत निम्नलिखित दिनांक को ले लिया है।

उपरोक्तों को / गारंटों को विशेष रूप से और सर्वसाधारण को सामान्य रूप से चेतावनी दी जाती है कि वे उक्त सम्पत्ति के साथ लेन-देन न करने के लिये सावधान किया जाता है तथा सम्पत्ति के साथ कोई भी लेन-देन पंजाब एण्ड सिंध बैंक के अधीन होगा।

उपरोक्तों को का ध्यान एक्ट की धारा 13 की उप धारा (8), के प्रावधानों के अंतर्गत सुरक्षित परिस्थितियों के मुक्त करने हेतु उपलब्ध समय सीमा की और आकषित किया जाता है।

कर्नदार और गारंट का नाम	प्रभारित / बंधक सम्पत्ति का विवरण	मांग सूचना की तारीख कच्चा सूचना की तारीख	बकाया राशि (रु. में)
श्री मनीषा कौर (उपचारकर्ता), श्री हरवीर सिंह (सह-उपचारकर्ता) और सुशी जसलिन कौर (सह उपचारकर्ता और बंधककर्ता), श्री गुरदीप सिंह (गारंट)	सम्पत्ति का यह समस्त भाग एवं अंश जोकि रिहायशी सम्पत्ति ए-68, मूलत, फतेह नगर, गाँव तिहाड़, नई दिल्ली-110018 में स्थित, यह सम्पत्ति सुशी जसलिन कौर के नाम पर है।	01-07-2019 12-02-2020	रु. 17,36,603.22 दिनांक 01.07.2019 और बचिये का ब्याज
श्री अनुज्ज्व कुमार मिश्रा (कर्जदार) और सुशी नीतू मिश्रा (सह-कर्जदार)	सम्पत्ति का यह समस्त भाग एवं अंश जोकि रिहायशी सम्पत्ति 107, तृतीय तल, नॉकट 16-ए, सैक्टर-22, रोहिणी, नई दिल्ली-110086 में स्थित, यह सम्पत्ति श्री अनुज्ज्व कुमार मिश्रा और सुशी नीतू मिश्रा के नाम पर है।	01-07-2019 12-02-2020	रु. 15,95,917.00 दिनांक 01.07.2019 और बचिये का ब्याज

दिनांक 12.02.2020, स्थान : नई दिल्ली प्राधिकृत अधिकारी, पंजाब एण्ड सिंध बैंक

बैंक ऑफ़ इंडिया Bank of India BOI
जोधपुर आंचलिक कार्यालय, आखलिया चौराहा, जसोदा टावर, जोधपुर-342004 फोन-0291-2659616

परिशिष्ट IV [नियम 8 (1) देखें]
कच्चा सूचना (अचल सम्पत्तियों के लिए)

बैंक ऑफ़ इंडिया को प्राधिकृत अधिकारी ने वित्तीय आसितियों का प्रतिभूतिकरण और पुनर्निर्माण और प्रतिभूति हित प्रवर्तन अधिनियम 2002 और धारा 13 (2) की उपधारा 3 के अंतर्गत प्रदत्त शक्तियों का प्रयोग में निम्नलिखित कर्नदारों/गारंटियों को निम्नलिखित दिनांक को निश्चित राशि के मांग सूचना पर जारी किया है जिसमें कि मांगी गई राशि को नोटिस प्राप्ति की दिनांक को 60 दिवस के भीतर जमा करना था।

उपरोक्तों द्वारा भनायों के पुनर्भूतान में असफल रहने पर, एतद्वारा उक्त कर्नदारों/गारंटियों एवं आय जतना को सूचना दी जाती है कि अधोस्तारों ने उक्त नियमों के नियम 8 के साथ पठे जाने वाले उक्त एक्ट 13 (4) के अंतर्गत उक्त प्रदान की गई शक्तियों का प्रयोग करते हुए निम्न वर्णित संपत्तियों को कब्जे में निम्नलिखित दिनांकों को ले लिया है।

एतद्वारा उक्त कर्नदारों को विशेषतः एवं साधारण जनता को संपत्तियों का संयवहार नहीं करने की चेतावनी दी जाती है एवं संपत्ति के साथ किया गया कोई संयवहार निम्नलिखित धनराशि एवं ब्याज एवं उस पर व्यय हेतु नई बैंक ऑफ़ इंडिया को प्रभार को अधधीन होगा।

क्र. सं.	शाखा कार्यालय	कर्नदार/जमानती/बंधककर्ता का नाम	संबंधित विवरण	मांग सूचना पर दिनांक	बकाया राशि + (अचल + ब्याज अतिरिक्त)	कच्चा दिनांक
1.	जोधपुर मुख्य शाखा	श्री अजय सिंह राठी पुत्र श्री राजू सिंह राठी	श्री अजय सिंह राठी के नाम जो कि मारुति एनक्लेव में प्लॉट नं. 50 खसरा नं. 275/1, ग्राम बोरामाल जोधपुर (राज.) में स्थित है। जिसका क्षेत्रफल 900.00 वर्ग फीट, चतुर्सीमाएं :- उत्तर : प्लॉट नं. 51, दक्षिण: प्लॉट नं. 49, पूर्व: प्लॉट नं. 55, पश्चिम: रांड़	02.12.2019	रुपये 19,78,535.70 दिनांक 02.12.2019 तक	14.02.2020
2.	जोधपुर मुख्य शाखा	श्रीमती कंचन देव पति श्री राजू सिंह राठी	श्री विनायक कंचन के नाम जो कि मारुति एनक्लेव में प्लॉट नं. 49 खसरा नं. 275/1, ग्राम बोरामाल जोधपुर (राज.) में स्थित है। जिसका क्षेत्रफल 900.00 वर्ग फीट, चतुर्सीमाएं :- उत्तर : प्लॉट नं. 50, दक्षिण: प्लॉट नं. 48, पूर्व: प्लॉट नं. 56, पश्चिम: रांड़	02.12.2019	रुपये 19,64,811.70 दिनांक 02.12.2019 तक	14.02.2020
3.	जोधपुर मुख्य शाखा	श्री राजेंद्र कुमार सोनी	श्री राजेंद्र कुमार सोनी के नाम जो कि वार्ड नं. 1 सोडों की डाणी, आखड़ की डाणी, मेर रांड़ सुरसागर से ग्राम फेहाली बेरी, जोधपुर (राज.) में स्थित है। जिसका क्षेत्रफल 1560.00 वर्ग फीट, चतुर्सीमाएं :- उत्तर : नरसिंह का मकान ब गाली, दक्षिण: श्री प्रेमचंद का मकान, पूर्व: अन्य भूमि, पश्चिम: रांड़ ज्वेलरी (गोल्डन अफिर) और बुक ड्रेट कार्ड	02.12.2019	रुपये 14,53,309.44 दिनांक 02.12.2019 तक (आवास ऋण 4,85,160.44 + सीडी 9,68,149.00)	15.02.2020

दिनांक : 17.02.2020
स्थान : जोधपुर प्राधिकृत अधिकारी बैंक ऑफ़ इंडिया

THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE TO SECURITIES NOR IS IT A PROSPECTUS ANNOUNCEMENT. NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, OUTSIDE INDIA.

PUBLIC ANNOUNCEMENT

BARBEQUE NATION HOSPITALITY LIMITED

Barbeque-Nation Hospitality Limited (our "Company") was originally incorporated as Sanchi Hotels Private Limited on October 13, 2006 at Indore, Madhya Pradesh as a private limited company under the Companies Act, 1956. Subsequently, the name of our Company was changed to Barbeque-Nation Hospitality Private Limited and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Madhya Pradesh and Chhattisgarh, located at Gwalior on February 18, 2008. Thereafter our Company was converted into a public limited company and the name of our Company was changed to Barbeque-Nation Hospitality Limited and a fresh certificate of incorporation consequent upon change of name on conversion to a public limited company was issued by the Registrar of Companies, Madhya Pradesh and Chhattisgarh, located at Gwalior on March 4, 2008. Subsequently the registered office of our Company was changed from Indore, Madhya Pradesh to Bengaluru, Karnataka, pursuant to certificate of registration of regional director order for change of state issued by the Registrar of Companies, Karnataka located at Bengaluru ("RoC") on January 15, 2014 with effect from December 16, 2013. For details of change in the name and registered office of our Company, see "History and Certain Corporate Matters" on page 191 of the draft red herring prospectus dated February 17, 2020 ("Draft Red Herring Prospectus" or "DRHP").

Registered and Corporate Office: Sy. No. 62, Site No. 13, 6th Cross, N.S. Palya, BTM Layout, Bengaluru - 560 076, Karnataka, India; Contact Person: Nagamani CJ, Company Secretary and Compliance Officer
Tel: +91 80 4511 3000; E-mail: compliance@barbequegroup.com; Website: www.barbequegroup.com; Corporate Identity Number: U55101KA2008PLC073031

OUR PROMOTERS: SAYAJI HOTELS LIMITED, SAYAJI HOUSEKEEPING SERVICES LIMITED, KAYUM DHANANI, RAOOF DHANANI AND SUCHITRA DHANANI

INITIAL PUBLIC OFFERING OF UP TO [x] EQUITY SHARES OF FACE VALUE OF ₹5 EACH ("EQUITY SHARES") OF BARBEQUE-NATION HOSPITALITY LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[y] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[z] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹[w] MILLION COMPRISING A FRESH ISSUE OF [a] EQUITY SHARES AGGREGATING UP TO ₹2,750 MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF UPTO 560,000 EQUITY SHARES BY SAYAJI HOUSEKEEPING SERVICES LIMITED, 400,000 EQUITY SHARES BY KAYUM DHANANI, 375,000 EQUITY SHARES BY AZHAR DHANANI, 497,890 EQUITY SHARES BY SADIYA DHANANI, 497,893 EQUITY SHARES BY SANYA DHANANI, 444,631 EQUITY SHARES BY ZOYA DHANANI, 678,042 EQUITY SHARES BY TAMARA PRIVATE LIMITED ("TPL"), 497,841 EQUITY SHARES BY PACE PRIVATE LIMITED, 144,690 EQUITY SHARES BY AAJIV INVESTMENT TRUST, 26,600 EQUITY SHARES BY MENU PRIVATE LIMITED AND 300,000 EQUITY SHARES BY ALCHEMY INDIA LONG TERM FUND LIMITED (SAYAJI HOUSEKEEPING SERVICES LIMITED, KAYUM DHANANI, AZHAR DHANANI, SADIYA DHANANI, SANYA DHANANI, ZOYA DHANANI, TAMARA PRIVATE LIMITED, PACE PRIVATE LIMITED, AAJIV INVESTMENT TRUST, MENU PRIVATE LIMITED AND ALCHEMY INDIA LONG TERM FUND LIMITED SHALL BE COLLECTIVELY REFERRED TO AS THE "SELLING SHAREHOLDERS") AGGREGATING UP TO ₹8,222.947 EQUITY SHARES (THE "OFFERED SHARES") AGGREGATING UP TO ₹[v] MILLION ("OFFER FOR SALE" AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER"). THE OFFER INCLUDES A RESERVATION OF UP TO [c] EQUITY SHARES, AGGREGATING UP TO ₹20 MILLION, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREIN) NOT EXCEEDING [b] % OF OUR POST-OFFER PAID UP EQUITY SHARE CAPITAL (THE "EMPLOYEE RESERVATION PORTION"); THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HERINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [p] % AND [q] %, RESPECTIVELY OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. OUR COMPANY AND TPL MAY, IN CONSULTATION WITH THE BRLMS, CONSIDER A PRE-IPO PLACEMENT OF UP TO [r] EQUITY SHARES FOR AN AGGREGATE AMOUNT NOT EXCEEDING ₹1,500 MILLION AT A PRICE TO BE DECIDED BY OUR COMPANY AND TPL IN CONSULTATION WITH THE BRLMS. THE PRE-IPO PLACEMENT WILL BE COMPLETED PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE RO. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED IN THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO THE MINIMUM OFFER OF [s] % OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL BEING OFFERED TO THE PUBLIC. THE FACE VALUE OF THE EQUITY SHARES IS ₹5 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND TPL IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMS"), AND WILL BE ADVERTISED IN [t] EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER [u], [v] EDITIONS OF THE HINDI NATIONAL NEWSPAPER [w] AND THE [x] EDITION OF THE KANNADA NEWSPAPER, [y] (KANNADA BEING THE REGIONAL LANGUAGE OF KARNATAKA, WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE"), AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may in consultation with the BRLMS and TPL, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMS and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("SCSBs"), other Designated Intermediaries and the Sponsor Bank, as applicable. This Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"). The Offer is being made in accordance with Regulation 6(1) of the SEBI ICDR Regulations and through a Book Building Process wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs"), and such portion, the "QIB Portion". Our Company and TPL may, in consultation with the BRLMS, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"), out of which at least one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, [z] Equity Shares will be available for allocation on a proportionate basis to Eligible Employees, subject to valid Bids being received from them at or above the Offer Price. All potential Bidders, other than Anchor Investors, are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective bank account (including UPI ID (as defined hereinafter) in case of Retail Individual Buyers) which will be blocked by the SCSBs, or the bank accounts linked with the UPI ID, as applicable, to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, please see the section titled "Offer Procedure" on page 467 of the DRHP.

This public announcement is being made in compliance with the provisions of Regulation 26(2) of the SEBI ICDR Regulations, to inform the public that the Company is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, a public issue of its Equity Shares and has filed a DRHP dated February 17, 2020 with the Securities and Exchange Board of India ("SEBI") on February 17, 2020. Pursuant to Regulation 26(1) of the SEBI ICDR Regulations, the DRHP filed with SEBI shall be made public for comments, if any, for a period of at least 21 days from the date of such filing, by hosting it on the websites of SEBI, at www.sebi.gov.in i.e., the stock exchanges where the Equity Shares are proposed to be listed i.e. the BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com and the websites of the BRLMS, i.e., IIFL Securities Limited, Axis Capital Limited, Ambit Capital Private Limited and SBI Capital Markets Limited at www.iiflcap.com, www.axiscapital.co.in, www.ambit.co and www.sbicap.com, respectively. The Company invites members of the public to give their comments on the DRHP to SEBI and/or the Company Secretary and Compliance Officer of the Company with respect to disclosures made in the DRHP. The members of the public are requested to send a copy of their comments sent to SEBI, to the Company and the BRLMS at their respective addresses mentioned below. All comments must be received by the Company and/or the Company Secretary and Compliance Officer or the BRLMS at their respective addresses mentioned herein below in relation to the Offer on or before 5 p.m. on the 21st day from the aforementioned date of filing of the DRHP with SEBI.

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the DRHP. Specific attention of the investors is invited to "Risk Factors" on page 37 of the DRHP. For details of the share capital and capital structure of the Company, see "Capital Structure" on page 96 of the DRHP. For details of the main objects of the Company as contained in the memorandum of association of the Company, see "History and Certain Corporate Matters" on page 191 of the DRHP. Any decision whether to invest in Equity Shares described in the DRHP may only be made after a Red Herring Prospectus for the same has been filed with the RoC and must be made solely on the basis of such Red Herring Prospectus. The Equity Shares, when offered through the Red Herring Prospectus, are proposed to be listed on the Stock Exchanges.

BOOK RUNNING LEAD MANAGERS

IIFL SECURITIES IIFL Securities Limited 10th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013 Tel: +91 22 4646 4600 E-mail: bnhl ipo@iiflcap.com Investor grievance e-mail: ig_ib@iiflcap.com Website: www.iiflcap.com Contact Person: Sachin Kapoor/Ujjawal Kumar SEBI Registration No.: INM00010940	AXIS CAPITAL Axis Capital Limited 1st Floor, Axis House C.2 Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai 400 025 Tel: +91 22 4325 2183 Email: bnhl ipo@axiscap.in Investor grievance e-mail: complaints@axiscap.in Website: www.axiscapital.co.in Contact Person: Simran Gadh / Sagar Jatakiya SEBI Registration No.: INM00012029	AMBIT Ambit Capital Private Limited Ambit House, 449 Senapati Bapat Marg, Lower Parel, Mumbai 400 013 Tel: +91 22 6623 3000 Email: bnhl ipo@ambit.co Investor grievance e-mail: investor.grievance.acpl@ambit.co Website: www.ambit.co Contact Person: Sandeep Sharma / Gaurav Rana SEBI Registration No.: INM00012379	SBI Capital Markets Limited 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005 Tel: +91 22 2217 8300 Email: bnhl ipo@sbicaps.com Investor grievance e-mail: investor.relationships@sbicaps.com Website: www.sbicaps.com Contact Person: Aditya Deshpande/ Sylvia Mendonca SEBI Registration No.: INM00003531
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REGISTRAR TO THE OFFER

LINK Intime
Link Intime India Private Limited
C-101, 1st floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083; Tel: +91 22 4918 6200; E-mail: bnhl ipo@linkintime.co.in
Investor grievance email: bnhl ipo@linkintime.co.in; Website: www.linkintime.co.in; Contact Person: Shanti Gopalakrishnan, SEBI Registration No: INR00004058

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the DRHP.

Place : Bengaluru
Date : February 17, 2020

For BARBEQUE-NATION HOSPITALITY LIMITED
On behalf of Board of Directors
Sd/-
Company Secretary & Compliance Officer

BARBEQUE-NATION HOSPITALITY LIMITED is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed the DRHP with SEBI on February 17, 2020. The DRHP shall be available on the websites of SEBI at www.sebi.gov.in, BSE at www.bseindia.com, NSE at www.nseindia.com as well as on the websites of the BRLMS at www.iiflcap.com, www.axiscapital.co.in, www.ambit.co and www.sbicap.com. Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see "Risk Factors" on page 37 of the DRHP. Potential investors should not rely on the DRHP filed with the SEBI for making any investment decision. This announcement has been prepared for publication in India and may not be distributed in or into the United States. The announcement is not an offer to sell or a solicitation of any offer to buy the Equity Shares in any jurisdiction, including the United States. The Equity Shares have not been and will not be registered under the U

- 10.6. In accordance with Regulation 9(x) of the Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number ("PAN") shall be clubbed together for determining the category (small shareholder or general) and entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PAN is identical and where the PANs of all joint shareholders are not available, the registrar to the Buyback ("Registrar to the Buyback") will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, pension funds/trusts, etc. with common PAN will not be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the registrar and transfer agent as per the shareholder records received from the depositories.
- 10.7. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- 10.8. The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.
- 10.9. The maximum tender under the Buyback by any Eligible Shareholder should not exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- 10.10. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations.
- 10.11. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on Record Date.
11. **Process and Methodology to be Adopted for the Buyback**
- 11.1. The Buyback is open to all Eligible Shareholders / beneficial owners of the Company holding Equity Shares in dematerialized form as on the Record Date.
- 11.2. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified vide the SEBI Circulars and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- 11.3. The Company has appointed JM Financial Services Limited as the registered broker to the Company ("Company Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company Broker are as follows:
- JM Financial Services Limited**
5th Floor, Chenergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025.
Tel: +91 22 6704 3000; Fax: +91 22 6761 7222
Contact Person: Mr. Kinnar Darji; Tel.: +91 22 6704 3053
Email: kinnar.darji@jmf.com; Website: www.jmfinancialservices.in
SEBI Registration Number: INB-INFO11054831 (BSE); INB/INE/INF231054835 (NSE)
Corporate Identification Number: U67120MH1998LC115415
- 11.4. The Company will request BSE, being the designated stock exchange, to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the Acquisition Window will be specified by BSE from time to time. In the event the Stock Broker of any Eligible Shareholder is not registered with BSE as a trading member / stock broker, then that Eligible Shareholder can approach the Company Broker or any other BSE registered stock broker and can register himself by using quick unique client code (UCC) facility through that BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law).

- 11.5. During the tendering period, the order for selling the Equity Shares shall be placed in the Acquisition Window by Eligible Shareholders through their respective stockbrokers ("Seller Member(s)") during normal trading hours of the secondary market. The Seller Members can enter orders only for dematerialized Equity Shares.
- 11.6. **Procedure to be followed by Eligible Shareholders holding Equity Shares in Dematerialized Form:**
- 11.6.1. Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating the details of Equity Shares they intend to tender under the Buyback, to their Seller Member.
- 11.6.2. The Seller Member would be required to place an order bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of BSE. Before placing the order bid, the Eligible Shareholder would be required to transfer the tendered Equity Shares to the special account of the Indian Clearing Corporation Limited ("Clearing Corporation") by using the early pay-in mechanism as prescribed by BSE and the Clearing Corporation prior to placing the bid by the Seller Member.
- 11.6.3. The details of the special account of the Clearing Corporation and the settlement number shall be informed in the issue opening circular that will be issued by BSE / Clearing Corporation.
- 11.6.4. For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order / bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order bid shall be sent to the custodian again for confirmation.
- 11.6.5. Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder. The TRS with the details of order submitted such as bid ID number, application number, DP ID, client ID, number of Equity Shares tendered, etc.
- 11.6.6. The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/or the Seller Member.
- 11.7. **Procedure to be followed by Eligible Shareholders holding Equity Shares in Physical Form:**
- 11.7.1. In accordance with the proviso to regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, the Company will not be able to accept Equity Shares tendered in physical form in the Buyback. Eligible Shareholders are advised to approach the concerned depository participant to have their Equity Shares dematerialized before tendering their Equity Shares in the Buyback. In case any person who has submitted the Equity Shares held by them in the physical form for dematerialisation should ensure that the process of getting the Equity Shares dematerialised is completed before such Eligible Shareholders tender their Equity Shares in the Buyback, so that they can participate in the Buyback.
- 11.8. Modification/cancellation of orders will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 11.9. The cumulative quantity tendered shall be made available on the BSE website (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
12. **Method of Settlement**
- 12.1. Upon finalization of the basis of acceptance as per Buyback Regulations:
- 12.1.1. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 12.1.2. The Company will pay the consideration to the Company Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay out to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant Bank, due to any reason, then such funds will be transferred to the concerned Shareholder Brokers' settlement bank account on onward transfer to such Eligible Shareholders.
- 12.1.3. The Equity Shares bought back in dematerialized form would be transferred directly to the demat account of the Company ("Company Demat Account") provided it is indicated by the Company Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.

- 12.1.4. Eligible Shareholder will have to ensure that they keep their depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of shares under the Buyback.
- 12.1.5. Excess Equity Shares or unaccepted Equity Shares, in dematerialized form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account.
- 12.1.6. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- 12.1.7. Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Eligible Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.
- 12.1.8. Further, the Company will not accept shares tendered for Buyback which are under restraint order of the court for transfer / sale and/or the title in respect of which is otherwise under dispute.
- 12.2. The Equity Shares lying to the credit of the Company Demat Account will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.
13. **Compliance Officer**
- The Company has designated the following as the Compliance Officer for the Buyback:
- Name:** Lalit Kumar Sharma
Designation: Company Secretary & Legal Counsel
Address: NIIT Technologies Limited, Tower D, VI Floor, T2 2 & 2A, Sector Tech Zone, Greater Noida (Yamuna Expressway) Uttar Pradesh, India - 201308
TEL: 011-41029297 **Fax:** 011-26414900 **Email:** investors@niit-tech.com
- In case of any clarifications or to address investor grievance, the Eligible Shareholders may contact the Compliance Officer, from Monday to Friday between 10 A.M. to 5 P.M. on all working days except Saturday, Sunday and public holidays, at the above mentioned address.
14. **Registrar to the Buyback/ Investor Service Centre**
- LINK INTIME INDIA PRIVATE LIMITED**
Address: C-101, 1st Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083
TEL: +91 22 4918 6200; **Fax:** +91 22 4918 6195
Email: nitech.buyback@linkintime.co.in; **Contact Person:** Sumeet Deshpande
Website: www.linkintime.com; **SEBI Registration Number:** INR00004058
Corporate Identity Number: U67190MH1999PTC118368
- In case of any queries, Eligible Shareholders may also contact the Registrar to the Buyback, from Monday to Friday between 10 A.M. to 5 P.M. on all working days, at the above mentioned address.
15. **Manager to the Buyback**
- JM Financial Limited**
Address: 7th Floor, Chenergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025. Tel: +91 22 6630 3030; Fax: +91 22 6630 3330;
Contact Person: Ms. Prachee Dhuri; Email: nitech.buyback@jmf.com
Website: www.jmf.com; **SEBI Registration Number:** INM00010361
Corporate Identification Number: L67120MH1986PLC038784
16. **Directors' Responsibility**
- As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts full responsibility for the information contained in this Public Announcement and confirms that this 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/-
Kirti Ram Hariharan
Non-Executive Director
(DIN: 01785066) | Sd/-
Lalit Kumar Sharma
Company Secretary and Legal Counsel
(Membership Number: FCS 6218) |
|--|--|--|
- Date: February 17, 2020
Place: New Delhi

S/N	Specification No.	Description
1	TSPMM 12-08/2020	Supply of 6 Nos. 80MVA 132/33KV Power Transformers.
2	TSPMM 12-10/2020	Supply of 50MVA 220/11KV Power Transformer Star-Delta(YND1)
3	TSPMM 12-11/2020	Supply of 50MVA 400/11KV 2 winding Transformer Star-Delta
4	TSPMM 12-13/2020	Supply of 160MVA 220/132/11KV Auto Transformers
5	TSPMM 12-14/2020	Supply of 100MVA 220/132/11KV Auto Transformers
6	TSPMM 12-15/2020	Supply, Erection, Testing and Commissioning of 500MVA 400/220/33KV Auto Transformers
7	TSPMM 11-16/2020	Supply of 220KV and 132KV Isolator metallics
8	TSPMM 11-18/2020	Supply of 33KV, 2000A/800A Isolator metallics
9	TSPMM 11-19/2020	Supply of 2.5Sq.mm, 2 Core & 4 Core unarmoured Cu. Control Cable
10	TSPMM 12-20/2020	Supply of 268 Nos. 33KV Lightning Arrestors
11	TSPMM 12-21/2020	Supply of 250KVA and 100KVA, 33kV/400V Station Transformers
12	TSPMM 41-22/2020	Supply of 220kV and 132kV Potential Transformers
13	TSPMM 41-23/2020	Supply of 132kV Metering Potential Transformers (Single Winding)
14	TSPMM 41-24/2020	Supply of 220kV Circuit Breakers

Further details can be seen in <http://tender.telangana.gov.in> (Telangana state). Contact Nos: Phone: 040-23396000, Extn: 3736/3583/3276/3748/3334/3343/3522, Fax No: 040-23303736 /040-23317638, www.tsransco.gov.in

Sd/-
Chief Engineer/P&MM

FORM G INVITATION FOR EXPRESSION OF INTEREST (Under Regulation 30A(1) of the Insolvency and Bankruptcy (Insolvency Resolution Process for Corporate Persons) Regulations, 2016)	
RELEVANT PARTICULARS	
1. Name of the corporate debtor	TRANSFAS SERVICES LIMITED
2. Date of incorporation of corporate debtor	15/10/1990
3. Authority under which corporate debtor is incorporated/registered	Registrar of Companies - Kolkata
4. Corporate Identity Number / limited liability identification number of corporate debtor	U28922WB1990PLC050028
5. Address of the registered office and principal office (if any) of corporate debtor	Balmer Lawrie House (Rear Building), 6th Floor, 21, N. S. Road, Kolkata, WB-700001 In
6. Insolvency commencement date of the corporate debtor	Order dated: 21/11/2019
7. Date of invitation of expression of interest	06/02/2020
8. Eligibility criteria are mentioned pursuant to sub Regulation 30A(1) of Regulation 30A of the CIRP Regulations, which is available at: http://www.insolvencyandbankruptcy.in . The same can also be obtained via email at: transfases@aaainsolvency.com	The eligibility criteria are mentioned pursuant to sub Regulation 30A(1) of Regulation 30A of the CIRP Regulations, which is available at: http://www.insolvencyandbankruptcy.in . The same can also be obtained via email at: transfases@aaainsolvency.com
9. Norms of eligibility applicable under section 29A are available at:	The norms of eligibility under Section 29A are mentioned pursuant to sub regulation 30A(1) of Regulation 30A of the CIRP Regulations, which is available at: http://www.insolvencyandbankruptcy.in . The same can also be obtained via email at: transfases@aaainsolvency.com
10. Last date for receipt of expression of interest	21/02/2020
11. Date of issue of provisional list of prospective resolution applicants	24/02/2020
12. Last date for submission of objections to provisional list	29/02/2020
13. Date of issue of final list of prospective resolution applicants	07/03/2020
14. Date of issue of information memorandum, evaluation matrix and request for resolution plans to prospective resolution applicants	29/02/2020
15. Manner of obtaining request for resolution plan, evaluation matrix, information memorandum and further information	The Resolution Professional will share the request for resolution plan/ evaluation matrix/ information memorandum in the electronic form after verification of KYC, capacity to invest, capability to manage and eligibility under section 29A of IBC, 2016 and pre-qualification criteria, if any approved by COC.
16. Last date for submission of resolution plans	01/04/2020
17. Manner of submitting resolution plans to resolution professional	To be submitted in hard copy in sealed envelope as mentioned/ specified herein at the address as and/or in serial no. 21.
18. Estimated date for submission of resolution plan to the Adjudicating Authority for approval	As soon as the Resolution Plan is approved by the Committee of Creditors.
19. Name and registration number of the resolution professional	MR. ANIL AGARWAL 0839/PA-001/IP-P002702017-18/10514
20. Name, Address and e-mail of the resolution professional, as registered with the Board	MR. ANIL AGARWAL Unit No 508, 5th Floor, 1865, Rajdanga Main Road, Kolkata, West Bengal-700107 Email: anil@evonline.in
21. Address and email to be used for correspondence with the resolution professional	AAA INSOLVENCY PROFESSIONALS LLP Kolkata Office: Mousam Co. Op. Housing Society, 15B, Ballygunge Circular Road, Kolkata-700019 Email: transfases@aaainsolvency.com http://www.insolvencyandbankruptcy.in
22. Further details are available at or with	http://www.insolvencyandbankruptcy.in
23. Date of publication of Form G	18/02/2020

Date: 18/02/2020
Place: Kolkata

ANIL AGARWAL
Insolvency Professional
AAA Insolvency Professionals LLP
Registration No.: IBB/PA-001/IP-P002702017-18/10514

GUJARAT ENERGY TRANSMISSION CORPORATION LTD.
H.O. Sardar Patel Vidyalay Bhavan, Race Course, Vadodara - 390 007

e-TENDER NOTICE INVITING TENDERS OF GETCO CORPORATE OFFICE, VADODARA
GETCO: www.getcojguar.com Dept-GOG: http://guj-epd.gov.in

Tender Notice No. ACE/Proc-TN-21-19-20

[A] PROCUREMENT: (1) ACE/Proc./E-2770/11KV Polymer AB Switch/ 2020-21 (2) ACE/Proc./E-2735/3 phase 4 wire DAS meters/ 2019-20 (3) ACE/Proc./E-2735/3 phase 4 wire DAS meters/2019-20 (4) ACE/Proc./E-2759/1/Control Cable/2020-21

[B] CIVIL : GETCO/CE (Proj.)/S/E(C)/TN-69/19-20/ For Civil Works
(1) Providing Tower pile foundation of Location 01/0 to 22/0 (i.e. total 34 Nos) in Creek area for erection of LILD to 66 KV Mendhar S/S from existing 66 KV Amalsad-Chhapar line under Navsari TR Circle (2) 66KV Jakhau S/S (Re-invite) Ta. Abdasa Dist. Kutch (3) 66KV Samalpati S/S Ta. Patan Dist. Patan.

[B1] CIVIL : GETCO/CE (Proj.)/S/E(C)/TN-70/19-20/ For Civil Works
66KV Tukwada S/S under Navsari TR Circle Ta. Pardi Dist. Valsad.

[C] LINE : GETCO/TR-I/TL/400KV/S&E/2449
Balance work of Supply & Erection of 400KV D/C Amreli - Kasor line (Part-3) - 72.632km, AP - 44 to Kasor Ganj with Quad ACSR Moose conductor and 1 Earth Wire & 1 OPGW on turnkey basis.

Above Tender are available on web-site: www.gseb.com & www.getcojguar.com (for view and download only) & <https://getco.nprocure.com> (for view, download and on line tender submission).

Note: Bidders are requested to be in touch with our website till opening of the Tender.
"Energy Saved is Energy Generated" Addl. Chief Engineer (Procurement)

Madhya Gujarat Vij Co. Ltd.
Corporate office: 5th Floor, Sardar Patel Vidyalay Bhavan, Race Course, Vadodara, Customer Care No. 19124

TENDER NOTICE No.-(ID: 397906)
MGVCL Web site: www.mgvcl.com Dept-GOG: http://guj-epd.gov.in

Online tenders are invited from the bidders of India only for hiring the agency to carry out Computer base test (CBT) on line test for the recruitment for the post Vidyalay Sanyak (Junior Engineer & Junior Assistant) as per MGVCL's Qualification Criteria, Scope of work, terms and conditions of tender. Tender documents available on web-site: <https://mgvcl.nprocure.com> (for on line submission, view and download) and GUVNL / MGVCL websites www.gseb.com & www.mgvcl.com (for online submission, view and download) Interested vendors may surf the above web sites.

Note: Be in touch with our website till opening of tender.
"SAVE ELECTRICITY"
Additional Chief Engineer (Proc)

INDIAN INSTITUTE OF BANKING & FINANCE
Tower 1, Kohinoor City, Commercial II, Kuria West, Mumbai - 400 070.
Tel: 022-68507000, Website: www.iibf.org.in, Email: hrd@iibf.org.in

Requires Chief Executive Officer

Indian Institute of Banking & Finance (IIBF) invites applications for recruitment of Chief Executive Officer.

Please visit Institute's website www.iibf.org.in for career option for further details.

Mumbai Search Committee
15.02.2020 Indian Institute of Banking & Finance

JUNCTION FABRICS AND APPARELS LIMITED
(CIN No: L18101T2011PLC017586)
Registered Office: No.15, Murthy's Plaza, Kariyagoudar Street, Kadaperpet, Tirupur - 641601, Tamil Nadu, India.
Email ID: companysecretary@junctionfabrics.in,
website: www.junctionfabrics.in, Tel No: 0421 4333896/0421 2231896

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary general meeting ("EGM") of the Members of Junction Fabrics and Apparels Limited ("The Company") will be held on Thursday, the 12th of March, 2020 at 11:30 a.m. at Setul Sward Mantra, No.8, College road, Tirupur - 641 002 to transact the business as set out in the Notice dated 17th February, 2020 convening the said EGM.

The said Notice of the EGM along with the Proxy form and attendance slip has been sent to the Members whose names appeared in the Register of Members/ Register of Beneficial Owners as on close of the business hours on 14th February, 2020 maintained by Depository Participants/Registrar & Share Transfer Agent of the Company (R&T Agent) through permitted mode.

The Notice along with Statement, Attendance Slip and Proxy form are also uploaded on the website of the Company viz. www.junctionfabrics.in and can also be downloaded from website: www.evotingindia.com. The said documents are also available at Registered office for inspection during normal business hours (10:00 a.m. to 4:00 p.m.) on all working days till the date of the said EGM. Even after registering for e-communication, Members are entitled to receive such communication in physical form upon making a request for the same, by post free of cost. For any communication, the Members may send request to the company's compliance officer e-mail ID - companysecretary@junctionfabrics.in or to Registrar and Transfer Agent.

A member entitled to attend and vote at the EGM is also entitled to appoint a proxy to attend and vote on a poll instead of himself/herself/itself and the proxy need not be a Member of the Company.

The Company has appointed Mr. G. Vasudevan (Membership No.6699/CP.No.6522), Proprietor - G.V. and Associates, Practicing Company Secretary as the Scrutinizer to scrutinize the remote e-voting and ballot paper at the EGM in a fair and transparent manner.

E-VOTING INFORMATION: In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Compliance (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General meetings ("SS2") issued by the ICSI as amended from time to time, the Company is pleased to provide its Members, the facility to exercise their right to cast their vote by electronic means in respect of the Resolutions as set out in the Notice calling EGM, through e-voting services ("remote e-voting") as provided by Central Depositories Services Limited ("CDSL") at the link <https://www.evotingindia.com>.

The remote e-voting period shall commence on 9th of March, 2020 at 9:00 a.m. (IST) and ends on 11th March, 2020 at 5:00 p.m. (IST). During this period, members holding shares in dematerialization form as on the cut-off date i.e. 5th March, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on resolutions is cast by the members, the members shall not be allowed to change it subsequently.

Any person, who acquires shares of the company and become a member of the company after dispatch of the notice and holding shares as of the cut-off date i.e. 5th March, 2020 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if member is already registered with CDSL for remote e-voting then member can use existing user ID and password for casting vote. If member has lost or forgotten password, member can reset password by using "Forgot User Details/Password" option available on www.evotingindia.com. Members may participate in the EGM even after exercising their right to vote through remote e-voting but shall not be allowed to vote again in the EGM. The facility for voting through Polling paper shall be made available at the EGM and the Members attending the EGM who have cast their vote by e-voting shall not be able to exercise their right to vote at the EGM through polling paper.

For any grievance with respect to remote e-voting, members may contact to CDSL by email at helpdesk.evoting@cdslindia.com or the Secretarial team at the contact details given hereinabove.

For Junction Fabrics and Apparels Limited
Sd/-
Prem Aggarwal
Managing Director

Date: 17.02.2020

Dr.Reddy's
NOTICE OF LOSS OF SHARE CERTIFICATES

Notice is hereby given that the following Share Certificates issued by the Company are reported to have been lost or misplaced and the registered Shareholders/Claimants thereof to be applied to the Company for the issue of duplicate share certificates.

S. No.	Folio No.	Name of the Shareholder	Certificate No(s)	No. of Shares	Distinctive Nos. From - To
1	SO2191	Sheela Tapada	89445 179242	50 100	6243415 - 6243464 18419253 - 18419352
2	MO2046	Manisha S Maide	51622	50	3266840 - 3266889
3	NO3128	Nikeesh Mehta	199159	100	25831901 - 25832000

The public is hereby cautioned against dealing in any manner with the above share certificates. Any person(s) who has/have any claim in respect of the said share certificate(s) should lodge claim(s) at the Company's Regd. Office: 8-2-337, Road No.3, Banjara Hills, Hyderabad - 500 064 within 15 days of publication of this notice after which claim(s) will be entertained and the Company will proceed to issue share certificate(s) of Rs.3/- face value in lieu of Rs.10/- face value pursuant to subdivision of shares of the Company.

For Dr. Reddy's Laboratories Limited
Sandeep Poddar
Company Secretary

Place : Hyderabad
Date : February 17, 2020

Dr. REDDY'S LABORATORIES LIMITED
Regd. Office: 8-2-337, Road No.3, Banjara Hills, Hyderabad - 500 064
CIN: L85195TG1984PLC004507, Tel: 91 40 4900 2900, Fax: 91 40 4900 2999
email: shares@drreddys.com; www.drreddys.com

Edelweiss MUTUAL FUND
Ideas create, values protect

801, 802 & 803, 8th Floor, Windsor, Off C.S.T. Road, Kalina, Santacruz (E), Mumbai 400 098

NOTICE CUM ADDENDUM TO THE SCHEME INFORMATION DOCUMENT (SID), KEY INFORMATION MEMORANDUM (KIM) AND STATEMENT OF ADDITIONAL INFORMATION (SAI) OF THE SCHEMES OF EDELWEISS MUTUAL FUND

Mandatory updation of Know Your Customer (KYC) requirements for processing of mutual fund transactions

NOTICE is hereby given that, in reference to various communication sent from time to time, with regards to updation of Permanent Account Number (PAN) for processing redemption and related transactions in non-PAN exempt folios, it is reiterated that, it is mandatory to complete the KYC requirements for all unit holders, including for all joint holders and the guardian in case of folio of a minor investor.

Accordingly, financial transactions (including redemptions, switches and all types of systematic plans) and non-financial requests will not be processed if the unit holders have not completed KYC requirements.

Unit holders are advised to use the applicable KYC Form for completing the KYC requirements and submit the form at the point of acceptance. Further, upon updation of PAN details with the KRA (KRA-KYC)/CERSAI (CKYC), the unit holders are requested to intimate us/our Registrar and Transfer Agent (i.e. KFin Technologies Private Limited) their PAN information along with the folio details for updation in our records.

Unit holders may kindly note that the above is effective from February 28, 2020.

Accordingly, the Scheme Information Document (SID), Key Information Memorandum (KIM) and Statement of Additional Information (SAI) of the Schemes of Edelweiss Mutual Fund stand amended suitable to reflect the change as stated above.

This notice-cum-addendum shall form an integral part of the SID/KIM/SAI of the Schemes of Edelweiss Mutual Fund, as amended from time to time. All other provisions and terms & conditions as stated in the SID/KIM/SAI shall remain unchanged.

Investors are requested to take note of the above.

For Edelweiss Asset Management Limited
(Investment Manager to Edelweiss Mutual Fund)

Sd/-
Radhika Gupta
Chief Executive Officer

Place : Mumbai
Date : February 17, 2020

For more information please contact:

Edelweiss Asset Management Limited (Investment Manager to Edelweiss Mutual Fund)
CIN: U65991MH2007PLC173409

Registered Office: Edelweiss House, Off C.S.T Road, Kalina, Mumbai - 400098
Corporate Office: 801, 802 & 803, 8th Floor, Windsor, Off C.S.T. Road, Kalina, Santacruz (E), Mumbai 400 098
Tel No.: +91 22 4093 3400, Toll Free No.: 1800 425 0090 (MTNL/BSNL), Non Toll Free No.: 91 40 23001181,
Fax: +91 22 4093 3401 / 4093 3402 / 4093 3403, Website: www.edelweissmf.com

MUTUAL FUND INVESTMENTS ARE SUBJECT TO MARKET RISKS, READ ALL SCHEME RELATED DOCUMENTS CAREFULLY.

NIIT TECHNOLOGIES LIMITED

technologies

Engage With The Emerging

CIN: L65993DL1992PLC048753

Registered Office: 8, Balaji Estate, Third Floor, Guna Ravi Das Marg, Kalkaji, New Delhi, Delhi, 110019

Phone: +91 11 41029297; Fax: +91 11 2 6414900; Website: www.niit-tech.com; E-mail: investors@niit-tech.com

Company Secretary and Compliance Officer: Mr. Lalit Kumar Sharma

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF NIIT TECHNOLOGIES LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018 AS AMENDED

This public announcement ("Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, including any statutory modifications and amendments from time to time ("Buyback Regulations"), and contains the disclosures as specified in Schedule II of the Buyback Regulations.

OFFER TO BUY BACK UP TO 19,56,290 (NINETEEN LAKHS FIFTY SIX THOUSAND TWO HUNDRED NINETY ONLY) FULLY PAID-UP EQUITY SHARES OF NIIT TECHNOLOGIES LIMITED OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") AT A PRICE OF RS. 1,725/- (RUPEES ONE THOUSAND SEVEN HUNDRED AND TWENTY FIVE ONLY) PER EQUITY SHARE PAYABLE IN CASH ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER METHOD.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. Details of the Buyback Offer and Offer Price

1.1 The board of directors of NIIT Technologies Limited ("Company") (the board of directors of the Company hereinafter referred to as the "Board" or "Board of Directors") which expression shall include any committee constituted and authorised by the Board to exercise its powers, at its meeting held on December 23, 2019 ("Board Meeting") has, subject to the approval of the shareholders by way of a special resolution through a postal ballot, pursuant to the provisions of Article 126 of the Articles of Association of the Company, Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, and in compliance with the Buyback Regulations and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the buyback of up to 19,56,290 (Nineteen Lakh Fifty Six Thousand Two Hundred and Ninety) Equity Shares representing up to 3.13% of total issued and paid-up Equity Share capital of the Company at a price of Rs. 1,725/- (Rupees One Thousand Seven Hundred and Twenty Five only) per Equity Share ("Buyback Offer Price"), payable in cash, aggregating to INR 3,37,46,00,250/- (Rupees Three Hundred Thirty Seven Crores Forty Six Lakhs and Two Hundred Fifty only) ("Buyback Offer Size"), which represents 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 respectively, for the financial year ended March 31, 2019, excluding the transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and service tax, stamp duty, etc. from the existing shareholders / beneficial owners of Equity Shares of the Company, on a proportionate basis, through the "tender offer" route as prescribed under the Buyback Regulations, from all of the shareholders of the Company who hold Equity Shares as of the Record Date (as defined below) ("Buyback").

1.2 The shareholders of the Company have approved the Buyback by way of a special resolution, through postal ballot pursuant to the postal ballot notice, results of which were declared on February 15, 2020.

1.3 The Buyback is further subject to approvals as may be necessary, from time to time from statutory, regulatory or governmental authorities as required under applicable laws including but not limited to Securities and Exchange Board of India ("SEBI") and the stock exchanges where the Equity Shares of the Company are listed i.e. the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively "Stock Exchanges").

1.4 In addition to the regulations/statutes referred to in paragraph 1.1 above, the Buyback is also in accordance with the Companies (Management and Administration) Rules, 2014, to the extent applicable and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable. The Buyback shall be undertaken on a proportionate basis from the equity shareholders of the Company as on March 12, 2020 ("Record Date") and such shareholders, the "Eligible Shareholders" through the tender offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR/CI/RP/2016/131 dated December 9, 2016, as amended from time to time ("SEBI Circulars"). In this regard, the Company will request SEBI to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, SEBI will be the designated stock exchange.

1.5 Participation in the Buyback by the Eligible Shareholders may trigger capital gains taxation in India and their country of residence. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a Letter of Offer (as defined below), which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.6 A copy of this Public Announcement is available on the website of the Company at www.niit-tech.com and is expected to be available on the website of SEBI at www.sebi.gov.in during the period of Buyback and on the website of the Stock Exchanges at www.nseindia.com and www.bseindia.com.

2. Objective/Necessity of the Buyback

2.1 The Company has accumulated free reserves and satisfactory liquidity as represented by its bank balances and marketable securities. The future generation of cash along with borrowings, if any, will support the resources required for investments and other operational requirements of the Company in the coming years. The Buyback provides an opportunity to the Company to return excess cash to the Eligible Shareholders and to enhance overall shareholders' value. The Board at its meeting held on December 23, 2019, considered the accumulated free reserves as well as the cash liquidity reflected in the audited financial statements for the financial year ending March 31, 2019 and as such, the Board decided to allocate a sum of INR 3,37,46,00,250/- (Rupees Three Hundred Thirty Seven Crores Forty Six Lakhs and Two Hundred Fifty only) for distribution to the Eligible Shareholders through the Buyback.

2.2 After considering several factors and benefits to the Eligible Shareholders, the Board decided to recommend the Buyback of up to 19,56,290 (Nineteen Lakh Fifty Six Thousand Two Hundred Ninety Only) Equity Shares (representing 3.13% of the total number of Equity Shares) at a price of Rs. 1,725/- (Rupees One Thousand Seven Hundred and Twenty Five only) per Equity Share for an aggregate consideration not exceeding INR 3,37,46,00,250/- (Rupees Three Hundred Thirty Seven Crores Forty Six Lakhs and Two Hundred Fifty only). Through the Buyback, the Company intends to return surplus funds to the Eligible Shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, efficient and cost effective manner. Additionally, the Company's management strives to increase shareholders' value and the Buyback would inter-alia result in:

2.2.1 Improving the return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value.

2.2.2 Helping the Company to distribute surplus cash to its Eligible Shareholders, broadly in proportion to their shareholding, thereby, enhancing the overall return to the Eligible Shareholders.

2.2.3 Provides an option to the Eligible Shareholders to either (i) participate and receive cash payments in lieu of Equity Shares to be accepted under the Buyback, or (ii) not participate and enjoy a resultant increase in their percentage shareholding in the Company, after the Buyback, without any additional investment.

2.2.4 The Buyback, which is being implemented through the tender offer method as prescribed under the Buyback Regulations and SEBI Circulars, would involve an allocation of 15% of the Equity Shares that the Company proposes to Buyback to Small Shareholders (as defined below).

3. **Maximum amount required for Buyback and its percentage of the total paid-up capital and free reserves and sources of funds from which the Buyback would be financed.**

3.1 The maximum amount required for Buyback will not exceed INR 3,37,46,00,250/- (Rupees Three Hundred Thirty Seven Crores Forty Six Lakhs and Two Hundred Fifty only) excluding the transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and service tax, stamp duty, etc. which represents 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 respectively, for the financial year ended March 31, 2019, which is within the prescribed limit of 25%.

3.2 The funds for the implementation of Buyback will be sourced out of the free reserves and/or such other sources as may be permitted by the Buyback Regulations or the Act. The funds used will not exceed 25% of the paid-up share capital and free reserves of the Company on a standalone and consolidated basis as on March 31, 2019. The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares so bought back to the capital redemption reserve account, and details of such transfer shall be disclosed in its subsequent audited financial statements. The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

4. **Maximum price and the maximum number of securities that the Company proposes to Buyback and basis of arriving at the Buyback Offer Price**

4.1 The Company proposes to buyback up to 19,56,290 (Nineteen Lakh Fifty Six Thousand Two Hundred Ninety Only) Equity Shares representing up to 3.13% of the total issued and paid-up Equity Share capital of the Company.

4.2 The Equity Shares of the Company are proposed to be bought back at the Buyback Offer Price of Rs. 1,725/- (Rupees One Thousand Seven Hundred and Twenty Five only) per Equity Share. The Buyback Offer Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices of the Equity Shares on the Stock Exchanges, the net worth of the Company, price earnings ratio and impact on other financial parameters and the possible impact of Buyback on the earnings per share.

4.3. The Buyback Offer Price represents;

(i) premium of 17.11% and 17.08% over the closing price of the Equity Shares on the BSE and NSE, respectively, as on December 16, 2019 ("Intimation Date"), being the date on which Company intimated the Stock Exchanges of its intention to consider the proposal for buyback of shares at the Board Meeting held on December 23, 2019; and

(ii) premium of 18.13% and 18.39% over the volume weighted average market price of the Equity Shares on BSE and on NSE, respectively, during the three months preceding the Intimation Date.

5. Method adopted for Buyback

The Equity Shares will be bought back on a proportionate basis from all the Eligible Shareholders through the "tender offer" method, as prescribed under Regulation 4(iv)(a) of the Buyback Regulations, and, subject to applicable laws, facilitated through the stock exchange mechanism as specified under the "Mechanism for acquisition of share through Stock Exchanges" prescribed under the SEBI Circulars. Please refer to Paragraph 10 below for details regarding the Record Date and shareholders entitlement for tender in the Buyback.

6. Details of the Shareholding and Intention of the Promoter to Participate in the Buyback

6.1 The aggregate shareholding of the promoter of the Company, the directors of the promoter of the Company and directors and key managerial personnel of the Company as on the date of the Postal Ballot Notice (i.e. December 23, 2019) was as follows:

Particulars	Aggregate Shareholding (No. of shares)	Percentage of the paid-up share capital
1. Promoter		
Hulst B.V. ("Promoter")	4,38,07,297	70.12%
2. Directors of the Promoter	Nil	Nil
3. Directors & Key Managerial Personnel of the Company		
Director		
a. Mr. Basab Pradhan - Chairman and Independent Director	3,000	0.00%
b. Mr. Hari Gopalakrishnan - Non-Executive Director	Nil	Nil
c. Mr. Patrick John Cordes - Non-Executive Director	Nil	Nil
d. Mr. Kenneth Tuck Keun Cheong - Non-Executive Director	Nil	Nil
e. Mr. Kirti Ram Hariharan - Non-Executive Director	Nil	Nil
f. Mr. Ashwani Kumar Puri - Independent Director	Nil	Nil
g. Ms. Holly Jane Morris - Independent Director	Nil	Nil
h. Mr. Sudhir Singh - Chief Executive Officer / Executive Director	63,651	0.10%
Key Managerial Personnel		
a. Mr. Ajay Kaira - Chief Financial Officer	Nil	Nil
b. Mr. Lalit Kumar Sharma (Company Secretary and Legal Counsel)	Nil	Nil

(1) Note: Mr. Sudhir Singh, Chief Executive Officer of the Company has also been appointed as Executive Director of the Company w.e.f. January 29, 2020 subject to approval of the Shareholders and other necessary approvals.

6.2 The aggregate number of Equity Shares purchased or sold by the person mentioned in Paragraph 6.1 above for a period of 6 months preceding the date of the meeting of the Board of Directors at which the Buyback was approved till the date of the postal ballot notice and the maximum and minimum price for such purchases and sales is as below:

Promoters:	Nature of Transaction	Aggregate Number of Equity Shares	Maximum Price per share (in INR)	Date of Maximum Price	Minimum Price per share (in INR)	Date of Minimum Price	Face Value (in INR)
Hulst B.V.	Purchase	2,30,81,221	1,394.00	August 9, 2019	1,251.34	August 8, 2019	10

Further, the Promoter has acquired 4,38,07,297 Equity Shares from May 10, 2019 till the date of the Postal ballot Notice. Please refer Paragraph 6.3 below for the transaction details, including price.

Directors of Promoter:

Nil

Directors and Key Managerial Personnel of the Company:

Nature of Transaction	Aggregate Number of Equity Shares	Maximum Price per share (in INR)	Date of Maximum Price	Minimum Price per share (in INR)	Date of Minimum Price	Face Value (in INR)
Mr. Basab Pradhan (Chairman)						
Open market purchase	3,000	1,297.07	August 16, 2019	1,297.07	August 16, 2019	10
Mr. Sudhir Singh (Chief Executive Officer / Executive Director)						
Sale in the open offer	72,349	1,394.00	August 9, 2019	1,394.00	August 9, 2019	10
Acquisition of shares pursuant to exercise of ESOP	58,000	10.00	December 17, 2019	10.00	December 17, 2019	10

6.3. In terms of the Buyback Regulations, under the tender offer route, the promoter has the option to participate in the Buyback. In this regard, the Promoter has expressed its intention vide its letter dated December 24, 2019 to participate in the Buyback and offer up to an aggregate of 19,56,290 (Nineteen Lakh Fifty Six Thousand Two Hundred and Ninety) Equity Shares or such lower number of Equity Shares in accordance with the Buyback Regulations.

Details of the date and price of acquisition of the Equity Shares that Promoter intends to tender are set out below:

Date of Transaction	Nature of Transaction	No. of Equity Shares	Price per share	Face Value (Amt. in INR)
May 10, 2019	On Market Purchase	4,63,219	1,239.91	10
May 13, 2019	On Market Purchase	1,28,000	1,250.11	10
May 14, 2019	On Market Purchase	50,000	1,251.81	10
May 15, 2019	On Market Purchase	63,000	1,280.82	10
May 17, 2019	Off - Market Purchase from erstwhile promoters	1,88,48,118	1,394.00	10
May 20, 2019	On Market Purchase	23,879	1,272.00	10
May 21, 2019	On Market Purchase	1,23,113	1,285.25	10
May 22, 2019	On Market Purchase	98,100	1,279.84	10
May 23, 2019	On Market Purchase	46,000	1,286.60	10
May 24, 2019	On Market Purchase	1,60,000	1,267.23	10
May 27, 2019	On Market Purchase	65,000	1,275.29	10
May 28, 2019	On Market Purchase	1,70,168	1,270.31	10
May 29, 2019	On Market Purchase	1,85,000	1,286.89	10
May 30, 2019	On Market Purchase	27,490	1,294.95	10
June 6, 2019	On Market Purchase	6,559	1,298.92	10
June 19, 2019	On Market Purchase	20,808	1,301.16	10
June 20, 2019	On Market Purchase	33,190	1,303.94	10
June 21, 2019	On Market Purchase	2,14,432	1,307.44	10
June 24, 2019	On Market Purchase	1,35,729	1,316.60	10
June 25, 2019	On Market Purchase	75,949	1,320.63	10
June 26, 2019	On Market Purchase	34,924	1,330.20	10
June 27, 2019	On Market Purchase	2,80,834	1,332.76	10
June 28, 2019	On Market Purchase	3,32,591	1,341.31	10
August 8, 2019	On Market Purchase	1,28,319	1,251.34	10
August 9, 2019	On Market Purchase	1,59,000	1,291.21	10
August 9, 2019	Acquisition under Open Offer	2,18,46,963	1,394.00	10
September 27, 2019	On Market Purchase	41,749	1,391.28	10
September 30, 2019	On Market Purchase	45,163	1,392.51	10
Total no. of shares as on the date hereof		4,38,07,297		10

6.4. The Buyback will not result in any benefit to the Promoter or any directors of the Company except to the extent of the cash consideration received by them from the Company, pursuant to the respective participation in the Buyback in their capacity as Equity Shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the Equity Share capital of the Company post the Buyback.

7. Confirmations from the Company as per the provisions of the Buyback Regulations and the Companies Act

7.1 All the Equity Shares for Buyback are fully paid-up;

7.2 The Company, as per provisions of Section 68(8) of the Companies Act, shall not make further issue of the same kind of Equity Shares within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or Equity Shares issued to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;

7.3 The Company shall not raise further capital for a period of 1 (one) year from the closure of the Buyback, except in discharge of subsisting obligations;

7.4 The Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus, till the date of expiry of Buyback period;

7.5 The Company shall not buy back locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;

7.6 The Company shall not buy back its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

7.7 There are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of any term loans to any financial institution or banks;

7.8 That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;

7.9 That funds borrowed from banks and financial institutions will not be used for the Buyback;

7.10 The aggregate amount of the Buyback i.e. INR 3,37,46,00,250/- does not exceed 25% of the total paid-up share capital and free reserves of the Company as on March 31, 2019 on a standalone and consolidated basis;

7.11 The maximum number of Equity Shares proposed to be purchased under the Buyback (up to 19,56,290 Equity Shares), does not exceed 25% of the paid-up Equity Share capital as per the audited standalone balance sheet as on March 31, 2019;

7.12 The Company shall not make any offer of buyback within a period of 1 (one) year reckoned from the date of closure of the Buyback period and the Company has not undertaken a buyback of any of its securities during the period of 1 (one) year immediately preceding the date of the Board Meeting;

7.13 There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;

7.14 The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up share capital and free reserves after the Buyback;

7.15 The Company has not defaulted in the repayment of deposits accepted either before or after the commencement of the Companies Act, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any Shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company;

7.16 The Buyback shall be completed within a period of 1 (one) year from the date of passing of special resolution by way of postal ballot; the Company shall not withdraw the Buyback offer after the draft letter of offer is filed with the SEBI, except where any event or restriction may render Company unable to effect the Buyback;

7.17 The Company is not undertaking the Buyback to delist its Equity Shares or any other specified securities from the Stock Exchanges; and

7.18 Consideration for the Equity Shares bought back by the Company will be paid only by way of cash.

8. Confirmation from the Board of Directors

The Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and that it has formed the opinion:

(a) that immediately following the date of the board meeting, being December 23, 2019, and the date on which the results of the postal ballot approving the proposed Buyback will be declared ("Postal Ballot Resolution"), there will be no grounds on which the Company could be found to be unable to pay its debts;

(b) as regards to the Company's prospects for the year immediately following the date mentioned in (a) above, that having regard to the Board of Directors' intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board of Directors' view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date or the Postal Ballot Resolution; and

(c) that in forming the opinion for the above purposes, the directors have taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the provisions of the Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016.

9. Report addressed to the Board of Directors by the Company's Statutory Auditor on permissible capital payment and opinion formed by directors regarding insolvency.

The text of the Report from the Company's Auditors dated December 23, 2019 addressed to the Board is reproduced below:

Quote

Independent Auditor's Report on buy back of shares pursuant to the requirement of Schedule I to the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended
The Board of Directors
NIIT Technologies Limited
8, Balaji Estate, First Floor, Guna Ravi Das Marg, Kalkaji, New Delhi - 110019

1. This Report is issued in accordance with the terms of our service scope letter engagement letter dated December 19, 2019 and master engagement agreement October 04, 2017 with NIIT Technologies Limited (hereinafter the "Company").

2. In connection with the proposal of NIIT Technologies Limited ("the Company") to buy back its equity shares in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("the Regulations"), and in terms of the resolution passed by the directors of the Company in their meeting held on December 23, 2019, which is subject to the approval of the shareholders of the Company, we have been engaged by the Company to perform a reasonable assurance engagement on the Statement of determination of the amount permissible capital payment (the "Statement"), which we have initiated for identification purposes only.

Board of Directors Responsibility for the Statement

3. The preparation of the Statement of determination of the amount permissible capital payment for the buyback is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Board of Directors are responsible to make a full inquiry into the affairs and offer document of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of meeting.

Auditor's Responsibility

5. Pursuant to the requirements of the Regulations, it is our responsibility to provide reasonable assurance on the following "Reporting Criteria":

(i) Whether the amount of permissible capital payment for the buy-back is within the permissible limit and computed in accordance with the provisions of Section 68(2)(c) of the Act;

(ii) Whether the Board of Directors has formed the opinion, as specified in Clause (X) of Schedule I to the Regulations, on a reasonable ground that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution, and from date on which the results of the shareholders' resolution with regard to the proposed buy-back are declared;

(iii) Whether we are aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

6. The audited standalone and consolidated financial statements referred to in paragraph 9 below, have been audited by us, on which we issued an unmodified audit opinion vide our report dated May 04, 2019. Our audit of these financial statements was conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Companies Act, 2013 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.