

Annexure F

Pre arrangement shareholding pattern of NIIT Limited as on June 30, 2014
As per Clause 35 of the listing agreement

(I)(a) Statement showing Shareholding Pattern

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares	
					As a percentage of (A+B) ¹	As a percentage of (A+B+C)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)
(A)	Shareholding of Promoter and Promoter Group²					
1	Indian					
(a)	Individuals/ Hindu Undivided Family	10	6773714	6773714	4.10	4.10
(b)	Central Government/ State Government(s)	0	0	0	0.00	0.00
(c)	Bodies Corporate	3	49699621	49699621	30.09	30.09
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00
(e)	Any Others(Specify)	0	0	0	0.00	0.00
	Sub Total(A)(1)	13	56473335	56473335	34.20	34.20
2	Foreign					
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0.00
b	Bodies Corporate	0	0	0	0.00	0.00
c	Institutions	0	0	0	0.00	0.00
d	Qualified Foreign Investor	0	0	0	0.00	0.00
e	Any others(Specify)	0	0	0	0.00	0.00
	Sub Total(A)(2)	0	0	0	0.00	0.00



	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	13	56473335	56473335	34.20	34.20
(B)	Public Shareholding					
1	Institutions					
(a)	Mutual Funds/ UTI	19	23778585	23776532	14.40	14.40
(b)	Financial Institutions / Banks	11	20951	20576	0.01	0.01
(c)	Central Government/ State Government(s)	1	15000	15000	0.01	0.01
(d)	Venture Capital Funds				0.00	0.00
(e)	Insurance Companies	4	607627	607627	0.37	0.37
(f)	Foreign Institutional Investors	39	18302954	18288346	11.08	11.08
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00
(i)	Any Other (specify)	0	0	0	0.00	0.00
	Sub-Total (B)(1)	74	42725117	42708081	25.87	25.87
B 2	Non-institutions					
(a)	Bodies Corporate	1562	16687780	16673825	10.10	10.10
(b)	Individuals					
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	74547	31805986	30961282	19.26	19.26
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	63	12354556	12354556	7.48	7.48
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00
(d)	Any Other (specify)	0	0	0	0.00	0.00
(d-i)	Non-Resident Individuals	903	1790587	1697755	1.08	1.08

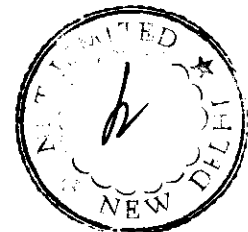


(d-ii)	Foreign National Individual	1	22500	22500	0.01	0.01
(d-iii)	Trust	5	3285736	3285736	1.99	1.99
	Sub-Total (B)(2)	77081	65947145	64995654	39.93	39.93
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	77155	108672262	107703735	65.80	65.80
	TOTAL (A)+(B)	77168	165145597	164177070	100.00	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued					
1	Promoter and Promoter Group	0	0	0	0	0.00
2	Public	0	0	0	0	0.00
	Sub-Total (C)	0	0	0	0.00	0.00
	GRAND TOTAL (A)+(B)+(C)	77168	165145597	164177070	100.00	100.00

(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group".

Sr. No.	Name of the shareholder	Details of Shares held	
		Number of shares held	As a % of grand total (A) + (B) + (C)
(I)	(II)	(III)	(IV)
1	RAJENDRA SINGH PAWAR & NEETI PAWAR	155000	0.09
2	NEETI PAWAR & RAJENDRA SINGH PAWAR	2289934	1.39
3	URVASHI PAWAR	56250	0.03
4	UNNATI PAWAR	56242	0.03
5	UDAI PAWAR	7500	0.00
6	R.S.PAWAR HUF	2527	0.00
7	VIJAY KUMAR THADANI & RENUKA VIJAY THADANI	155000	0.09
8	RENUKA VIJAY THADANI & VIJAY KUMAR THADANI	3389492	2.05
9	V.K.THADANI HUF	2527	0.00
10	ARVIND THAKUR	659242	0.40
11	PACE SERVICES PRIVATE LIMITED	23503913	14.23
12	GLOBAL SOLUTIONS PRIVATE LIMITED	22527346	13.64
13	A K M SYSTEMS PRIVATE LIMITED	3668362	2.22
	TOTAL	56473335	34.20

(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares



Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (1)(a) above}
1	GOVERNMENT PENSION FUND GLOBAL	4780193	2.89
2	DSP BLACKROCK EQUITY FUND	3990412	2.42
3	DSP BLACKROCK SMALL AND MID CAP FUND	3941729	2.39
4	RBC GLOBAL ASSET MANAGEMENT INC A/C PHILLIPS HAGER & NORTH OVERSEAS EQUITY FUND	3341902	2.02
5	ICICI PRUDENTIAL EXPORTS AND OTHER SERVICES FUND	3300000	2.00
6	IL AND FS TRUST COMPANY LIMITED	3245499	1.97
7	RELIANCE CAPITAL TRUSTEE CO. LTD- A/C RELIANCE SMALL CAP FUND	3066382	1.86
8	THE MASTER TRUST BANK OF JAPAN LTD. AS TRUSTEE OF BLACKROCK INDIA EQUITY FUND	3054508	1.85
9	HSBC BANK (MAURITIUS) LIMITED	2858822	1.73
10	PANKAJ JAYANTILAL PATEL	2667989	1.62
11	SUNDARAM MUTUAL FUND A/C SUNDARAM SELECT MIDCAP	2435182	1.47
12	ICICI PRUDENTIAL TECHNOLOGY FUND	2307371	1.40
13	ICICI PRUDENTIAL MIDCAP FUND	2249195	1.36
	TOTAL	41239184	24.97

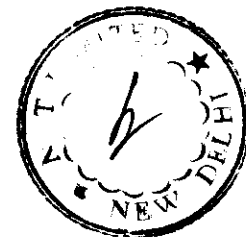


(l)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	NOT APPLICABLE		
2			
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
TOTAL		0	0.00

(l)(d) Statement showing details of locked-in-shares

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	NA		
2.			
TOTAL			

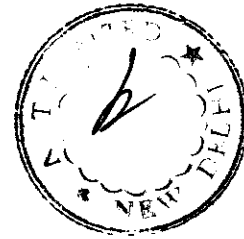


(II)(a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	NA			
2.				
TOTAL				

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by 'promoter/promoter group' are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	No. of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	NA		
2.			
TOTAL			



Post arrangement shareholding pattern of NIIT (As per clause 35 of the Listing Agreement)

(I)(a) Statement showing Shareholding Pattern

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares	
					As a percentage of (A+B) ¹	As a percentage of (A+B+C)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)
(A)	Shareholding of Promoter and Promoter Group²					
1	Indian					
(a)	Individuals/ Hindu Undivided Family	10	6773714	6773714	4.10	4.10
(b)	Central Government/ State Government(s)	0	0	0	0.00	0.00
(c)	Bodies Corporate	3	49699621	49699621	30.09	30.09
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00
(e)	Any Others(Specify)	0	0	0	0.00	0.00
	Sub Total(A)(1)	13	56473335	56473335	34.20	34.20
2	Foreign					
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0.00
b	Bodies Corporate	0	0	0	0.00	0.00
c	Institutions	0	0	0	0.00	0.00
d	Qualified Foreign Investor	0	0	0	0.00	0.00
e	Any Others(Specify)	0	0	0	0.00	0.00
	Sub Total(A)(2)	0	0	0	0.00	0.00
	Total Shareholding of Promoter and Promoter Group	13	56473335	56473335	34.20	34.20



	(A)= (A)(1)+(A)(2)					
(B)	Public shareholding					
I	Institutions					
(a)	Mutual Funds/ UTI	19	23778585	23776532	14.40	14.40
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(h)	Qualified Foreign Investor	0	0	0	0.00	0.00
(i)	Any Other (specify)	0	0	0	0.00	0.00
	Sub-Total (B)(I)	74	42725117	42708081	25.87	25.87
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2	Public	0	0	0	0	0.00
	Sub-Total (C)	0	0	0	0.00	0.00
	GRAND TOTAL (A)+(B)+(C)	77168	165145597	164177070	100.00	100.00

(l)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group".

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11			
12			
TOTAL		0	0.00

(l)(d) Statement showing details of locked-in-shares

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	NA		
2.			
TOTAL			

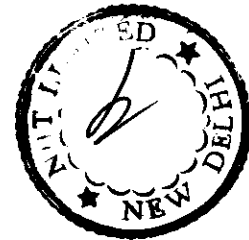


(II)(a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	NA			
2.				
TOTAL				

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by 'promoter/promoter group' are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	No. of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	NA		
2.			
TOTAL			



Pre arrangement shareholding pattern of Evolv Services Limited as on August 26, 2014

Name of the Shareholder	No. of Equity Shares	% Holding	Category
NIIT Limited	1475090	100	Member/Promoter
Vijay K Thadani (Joint Shareholding with NIIT Limited)	1*	Negligible	Member (Nominee of NIIT Limited)
Pankaj Mamtani (Joint Shareholding with NIIT Limited)	1*	Negligible	Member (Nominee of NIIT Limited)
P K Koul (Joint Shareholding with NIIT Limited)	1*	Negligible	Member (Nominee of NIIT Limited)
Sanjay Mal (Joint Shareholding with NIIT Limited)	1*	Negligible	Member (Nominee of NIIT Limited)
Rajesh Arora (Joint Shareholding with NIIT Limited)	1*	Negligible	Member (Nominee of NIIT Limited)
Rohit Gupta (Joint Shareholding with NIIT Limited)	1*	Negligible	Member (Nominee of NIIT Limited)
Total	1475096	100.00	

**Evolv Services Limited is a wholly owned subsidiary of NIIT Limited.*

Post arrangement shareholding pattern of Evolv Services Limited:

Evolv Services Limited will be amalgamated with NIIT Limited in terms of the Scheme of Arrangement.



Pre arrangement shareholding pattern of Scantech Evaluation Services Limited as on August 26, 2014

Name of the Shareholder	No. of Equity Shares	% Holding	Category
NIIT Limited	9909940	100	Member/Promoter
Rajendra S Pawar (Joint Shareholding with NIIT Limited)	10*	Negligible	Member (Nominee of NIIT Limited)
Vijay K Thadani (Joint Shareholding with NIIT Limited)	10*	Negligible	Member (Nominee of NIIT Limited)
Arvind Thakur (Joint Shareholding with NIIT Limited)	10*	Negligible	Member (Nominee of NIIT Limited)
P. Rajendran (Joint Shareholding with NIIT Limited)	10*	Negligible	Member (Nominee of NIIT Limited)
Ashok Arora (Joint Shareholding with NIIT Limited)	10*	Negligible	Member (Nominee of NIIT Limited)
Rohit Kumar Gupta (Joint Shareholding with NIIT Limited)	10*	Negligible	Member (Nominee of NIIT Limited)
Total	9910000	100.00	

* Scantech Evaluation Services Limited is a wholly owned subsidiary of NIIT Limited.

Post arrangement shareholding pattern of Scantech Evaluation Services Limited:

Scantech Evaluation Services Limited will be amalgamated with NIIT Limited in terms of the Scheme of Arrangement.



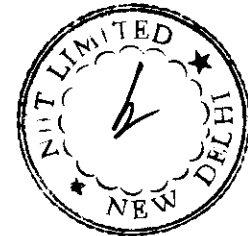
Pre arrangement shareholding pattern of NIIT Online Learning Limited as on August 26, 2014

Name of the Shareholder	No. of Equity Shares	% Holding	Category
NIIT Limited	4387974	100	Promoter (Nominee of NIIT Limited)
Ashok Arora (Nominee of NIIT Limited)	4*	Negligible	Member (Nominee of NIIT Limited)
D K Chawla (Nominee of NIIT Limited)	4*	Negligible	Member (Nominee of NIIT Limited)
Kawaljit Singh (Nominee of NIIT Limited)	4*	Negligible	Member (Nominee of NIIT Limited)
Pankaj Mamtani (Nominee of NIIT Limited)	4*	Negligible	Member (Nominee of NIIT Limited)
Sanjay Mal (Nominee of NIIT Limited)	4*	Negligible	Member (Nominee of NIIT Limited)
Rohit Gupta (Nominee of NIIT Limited)	4*	Negligible	Member (Nominee of NIIT Limited)
Total	4387998	100.00	

* NIIT Online Learning Limited is a wholly owned subsidiary of NIIT Limited.

Post arrangement shareholding pattern of NIIT Online Learning Limited:

NIIT Online Learning Limited will be amalgamated with NIIT Limited in terms of the Scheme of Arrangement.



Pre arrangement shareholding pattern of Hole-in-the-Wall Education Limited as on August 26, 2014

Name of the Shareholder	No. of Equity Shares	% Holding	Category
NIIT Limited	1000001	100	Member/Promoter
Pankaj Marntani (Nominee of NIIT Limited)	1*	Negligible	Member (Nominee of NIIT Limited)
Sanjay Mal (Nominee of NIIT Limited)	1*	Negligible	Member (Nominee of NIIT Limited)
Dilip Kumar Chawla (Nominee of NIIT Limited)	1*	Negligible	Member (Nominee of NIIT Limited)
Rohit Gupta (Nominee of NIIT Limited)	1*	Negligible	Member (Nominee of NIIT Limited)
Ashok Kumar Arora (Nominee of NIIT Limited)	1*	Negligible	Member (Nominee of NIIT Limited)
Kawaljit Singh (Nominee of NIIT Limited)	1*	Negligible	Member (Nominee of NIIT Limited)
Total	1000007	100	

Preference Shareholding:

Name of the Shareholder	No. of Preference Shares	% Holding	Category
NIIT Limited	5600000	100	Member/Promoter
Total	5600000	100	

* Hole-in-the-Wall Education Limited is a wholly owned subsidiary of NIIT Limited



Post arrangement shareholding pattern of Hole-in-the-Wall Education Limited (HIWEL):

Name of the Shareholder	No. of Equity Shares	% Holding	Category
NIIT Limited	1000001	100	Member/Promoter
Pankaj Mamtani (Nominee of NIIT Limited)	1*	Negligible	Member (Nominee of NIIT Limited)
Sanjay Mal (Nominee of NIIT Limited)	1*	Negligible	Member (Nominee of NIIT Limited)
Dilip Kumar Chawla (Nominee of NIIT Limited)	1*	Negligible	Member (Nominee of NIIT Limited)
Rohit Gupta (Nominee of NIIT Limited)	1*	Negligible	Member (Nominee of NIIT Limited)
Ashok Kumar Arora (Nominee of NIIT Limited)	1*	Negligible	Member (Nominee of NIIT Limited)
Kawaljit Singh (Nominee of NIIT Limited)	1*	Negligible	Member (Nominee of NIIT Limited)
Total	1000007	100	

* Hole-in-the-Wall Education Limited is a wholly owned subsidiary of NIIT Limited.



CERTIFIED TRUE COPY

For NIIT Limited

Rajesh Arora
Rajesh Arora
Company Secretary