

**UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION**

March 24, 2021

In the Matter of NIIT Limited

ORDER GRANTING EXEMPTION
FROM EXCHANGE ACT
RULE 14E-1(A)

NIIT Limited submitted a letter dated March 23, 2021, requesting that the Securities and Exchange Commission (“Commission”) grant an exemption from Exchange Act Rule 14e-1(a) for the transaction described in its letter (“Request”).

Based on the representations and the facts presented in the Request, and subject to the terms and conditions described in the letter from the Division of Corporation Finance dated March 24, 2021, it is ORDERED that the request for an exemption from Exchange Act Rule 14e-1(a) is hereby granted.

For the Commission, by the Division of Corporation Finance, pursuant to delegated authority.

Ted Yu
Chief, Office of Mergers & Acquisitions
Division of Corporation Finance