

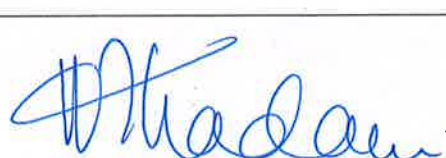
FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

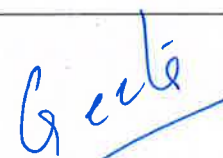
1.	Name of the Company	NIIT Limited
2.	Annual financial statements for the year ended	31 st March 2015
3.	Type of Audit observation	~~Un-qualified~~ / Matter of Emphasis
4.	Frequency of observation	~~N.A.~~ / First Time
5.	To be signed by- • CEO/Managing Director • CFO • Auditor of the company • Audit Committee Chairman	

For Price Waterhouse
Firm Registration No.: 301112E


Usha Rajeev
Partner
Membership No. 087191


Vijay K Thadani
Vice-Chairman & Managing
Director


Rohit Kumar Gupta
Chief Financial Officer


Geeta Mathur
Chairperson - Audit
Committee Meeting

Date: July 17, 2015
Place: New Delhi