The Board of Directors
NIIT Limited
85, Sector 32, Institutional
Gurgaon, India

1. We have reviewed the results of NIIT Limited (the "Company") for the quarter ended June 30, 2013 which are included in the accompanying 'Statement of Standalone Unaudited Results for the Quarter ended June 30, 2013' (the "Statement"), except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the Management but have neither been reviewed nor been audited by us. The Statement has been prepared by the Company pursuant to Clause 41 of the Listing Agreement with the Stock Exchanges in India, which has been initialled by us for identification purposes. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, *"Review of Interim Financial Information Performed by the Independent Auditor of the Entity"* issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement.

3. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

4. We have only traced the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' in the Statement from the disclosures made by the Management and are, therefore, not expressing a review opinion thereon.

5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Statement has not been prepared in all material respects in accordance with the applicable Accounting Standards notified pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 and other recognised accounting practices and policies, and has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants



Usha Rajeev
Partner
Membership Number 087191

Gurgaon
July 19, 2013

NIIT Limited
Regd Office : 8, Balaji Estate, First Floor, Guru Ravidas Marg, Kalkaji, New Delhi-110019
Ph. : 91 (11) 41675000 Fax : 91 (11) 41407120 Website : http://www.niit.com
Email : investors@niit.com

PART I:- **Statement of Standalone Unaudited Results for the quarter ended June 30, 2013**

(Rs. Lacs)

	Particulars	3 months ended (30/06/2013)	Preceding 3 months ended (31/03/2013)	Corresponding 3 months ended in the previous year (30/06/2012)	Previous year ended (31/03/2013)
		Limited Review*	Unaudited	Limited Review	Audited
	(1)	(2)	(3)	(4)	(5)
1	**Income from operations**				
	a) Net sales/ income from operations	12,684	14,933	15,450	64,147
	b) Other operating income	-	-	-	-
	Total income from operations	12,684	14,933	15,450	64,147
2	Expenses				
	a) Purchase of traded goods	1,319	1,697	3,126	9,859
	b) Changes in inventory of traded goods	(25)	307	(488)	255
	c) Employee benefits expense	3,957	3,912	4,399	17,370
	d) Professional & technical outsourcing expenses	2,664	3,302	2,680	12,398
	e) Depreciation and amortisation expense	1,872	2,125	1,728	7,824
	f) Other expenses	5,104	4,958	4,964	20,647
	Total expenses	14,891	16,301	16,409	68,353
3	Profit/ (Loss) from operations before other income, finance costs & exceptional items (1-2)	(2,207)	(1,368)	(959)	(4,206)
4	Other income				
	- Interest	28	145	19	513
	- Others	2,015	2,422	1,229	6,148
5	Profit/ (Loss) from ordinary activities before finance costs and exceptional items (3+4)	(164)	1,199	289	2,455
6	Finance costs	424	475	333	1,665
7	Profit/ (Loss) from ordinary activities after finance costs but before exceptional items(5-6)	(588)	724	(44)	790
8	Exceptional income	-	-	19	19
9	Profit/ (Loss) from ordinary activities before tax (7+8)	(588)	724	(25)	809
10	Tax expense/ (credit)	268	341	(63)	693
11	Net Profit/ (Loss) from ordinary activities after tax (9-10)	(856)	383	38	116
12	Extraordinary item	-	-	-	-
13	Net Profit/ (Loss) for the period (11-12)	(856)	383	38	116
14	Paid-up equity share capital	3,302	3,302	3,302	3,302
	Face Value	Rs. 2/- each	Rs. 2/- each	Rs. 2/- each	Rs. 2/- each
15	Reserve excluding revaluation reserves				41,941
16	Earnings/(Loss) Per Share (EPS) (of Rs. 2/- each) (not annualised):				
	- Basic	(0.52)	0.23	0.02	0.07
	- Diluted	(0.52)	0.23	0.02	0.07

Price Waterhouse
Chartered Accountants
FRN 301112E
Gurgaon

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PART II:- Select Information for the quarter ended June 30, 2013

A PARTICULARS OF SHAREHOLDING

	Particulars	3 months ended (30/06/2013)	Preceding 3 months ended (31/03/2013)	Corresponding 3 months ended in the previous year (30/06/2012)	Previous year ended (31/03/2013)
1	**Public shareholding**				
	- Number of shares	110,514,994	110,517,993	109,022,689	110,517,993
	- Percentage of shareholding	66.94%	66.94%	66.04%	66.94%
2	**Promoters and promoter group shareholding**				
	a) Pledged/Encumbered				
	- Number of shares	Nil	Nil	Nil	Nil
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	NA	NA	NA	NA
	-Percentage of shares (as a% of the total share capital of the company)	NA	NA	NA	NA
	b) Non-encumbered				
	- Number of shares	54,580,603	54,577,604	56,072,908	54,577,604
	-Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100%	100%	100%	100%
	-Percentage of shares (as a% of the total share capital of the company)	33.06%	33.06%	33.96%	33.06%

B INVESTOR COMPLAINTS

Particulars	3 Months ended (30/06/2013)
Pending at the beginning of the quarter	-
Received during the quarter	8
Disposed off during the quarter	8
Remaining unresolved at the end of the quarter	-

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* Notes:-

1 Under the Employee Stock Option Plan 2005 (ESOP 2005), approved by the shareholders, following options were exercised, lapsed and remaining outstanding as at the end of the quarter:-

Grants	Options remained Outstanding / Unexercised at beginning of the quarter (No.)	Options Exercised (No.)	Options Lapsed (No.)	Options remained Outstanding / Unexercised at quarter end (No.)
Grant V	3,387,086	-	87,737	3,299,349
Grant VI	212,600	-	2,780	209,820
Grant VII	61,530	-	-	61,530
Grant VIII	100,000	-	-	100,000
Total	3,761,216	-	90,517	3,670,699

2 Exceptional items include the following:

(Rs. Lacs)

Particulars	3 months ended (30/06/2013)	Preceding 3 months ended (31/03/2013)	Corresponding 3 months ended in the previous year (30/06/2012)	Previous year ended (31/03/2013)
(Provision)/ Recovery for doubtful debts and advances	-	-	389	389
Performance Linked Incentive	-	-	(370)	(370)
Total Income	-	-	19	19

3 Other Income includes dividend income amounting to Rs. 1,759 lacs received during the period ended June 30, 2013 from wholly owned foreign subsidiary, NIIT (USA) Inc., USA.

4 The sub businesses are fully aligned to global learning business of the Company and the same are being viewed by the management as a single primary segment, i.e. Learning Business.

5 The above results have been reviewed by the Audit Committee, approved and taken on record by the Board of Directors of the Company at its meeting held on July 19, 2013.

6 The results for the quarter ended June 30, 2013 have been subjected to "Limited Review" by the Statutory Auditors of the Company.

7 Previous period figures have been regrouped/ reclassified, wherever necessary to conform to the current quarter classification.

By order of the Board
For NIIT Limited

Vijay K. Thadani
CEO & Whole time Director

Place: New Delhi
Date : July 19, 2013

Price Waterhouse
Chartered Accountants
FRN 301112E
Gurgaon