NIIT Limited
Regd Office : B-234, Okhla Industrial Area Phase - I, New Delhi-110020
Ph. : 91 (11) 41407000 Fax : 91 (11) 26817344 Website : http://www.niit.com
Email : investors@niit.com

PART I:- Statement of Standalone Unaudited Results for the Quarter and Six Months ended 30/09/2012

(Rs. Lacs)

	Particulars	3 months ended (30/09/2012)	Preceding 3 months ended (30/06/2012)	Corresponding 3 months ended (30/09/2011) in the previous year	Year to date figures for current period ended (30/09/2012)	Year to date figures for corresponding previous period ended (30/09/2011)	Previous year ended (31/03/2012)
		Unaudited*	Unaudited	Unaudited	Unaudited	Unaudited	Audited
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
1	**Income from operations**						
	a) Net sales/ income from operations	19,180	15,450	19,632	34,630	35,254	73,813
	b) Other operating income	-	-	-	-	-	-
	Total income from operations	**19,180**	**15,450**	**19,632**	**34,630**	**35,254**	**73,813**
2	**Expenses**						
	a) Purchase of traded goods	3,424	3,126	2,951	6,550	5,689	13,200
	b) Changes in inventory of traded goods	232	(488)	(56)	(256)	(39)	237
	c) Employee benefits expense	4,800	4,399	4,853	9,199	9,167	17,826
	d) Professional & technical outsourcing expenses	3,015	2,680	2,811	5,695	5,946	12,862
	e) Depreciation and amortisation expense	2,046	1,728	1,685	3,774	3,198	6,840
	f) Other expenses	5,817	4,964	6,790	10,781	11,786	22,425
	Total expenses	**19,334**	**16,409**	**19,034**	**35,743**	**35,747**	**73,390**
3	**Profit/ (Loss) from operations before other income, finance costs & exceptional items (1-2)**	**(154)**	**(959)**	**598**	**(1,113)**	**(493)**	**423**
4	**Other income**						
	- Interest	309	19	68	328	130	210
	- Others	331	1,229	741	1,560	1,127	4,416
5	**Profit/ (Loss) from ordinary activities before finance costs and exceptional items (3+4)**	**486**	**289**	**1,407**	**775**	**764**	**5,049**
6	Finance costs	424	333	657	757	1,244	2,179
7	**Profit/ (Loss) from ordinary activities after finance costs but before exceptional items(5-6)**	**62**	**(44)**	**750**	**18**	**(480)**	**2,870**
8	Exceptional income/ (expense)	-	19	-	19	-	8,565
9	**Profit/ (Loss) from ordinary activities before tax (7+8)**	**62**	**(25)**	**750**	**37**	**(480)**	**11,435**
10	**Tax expense/ (credit)**	**68**	**(63)**	**27**	**5**	**(203)**	**1,810**
	- Current tax	-	-	94	-	94	2,974
	- Deferred tax charge/ (credit)	-	(63)	(67)	(63)	(297)	(767)
	- MAT credit entitlement	-	-	-	-	-	(401)
	- Tax charge/ (credit) relating to earlier years	68	-	-	68	-	4
11	**Net Profit/ (Loss) from ordinary activities after tax (9-10)**	**(6)**	**38**	**723**	**32**	**(277)**	**9,625**
12	Extraordinary item	-	-	-	-	-	-
13	**Net Profit/ (Loss) for the period (11-12)**	**(6)**	**38**	**723**	**32**	**(277)**	**9,625**
14	Paid-up equity share capital	3,302	3,302	3,302	3,302	3,302	3,302
	Face Value	Rs. 2/- each	Rs. 2/- each	Rs. 2/- each	Rs. 2/- each	Rs. 2/- each	Rs. 2/- each
15	**Reserve excluding revaluation reserves**						**45,032**
16	**Earnings Per Share (EPS) (of Rs. 2/- each) (not annualised)**						
	- Basic	**(0.00)**	**0.02**	**0.44**	**0.02**	**(0.17)**	**5.83**
	- Diluted	**(0.00)**	**0.02**	**0.44**	**0.02**	**(0.17)**	**5.83**
17	Debt Service Coverage Ratio				**3.84**	**2.52**	**2.23**
18	Interest Service Coverage Ratio				**6.03**	**3.35**	**8.56**

Price Waterhouse
Chartered Accountants
FRN 301112E
Gurgaon

NIIT Limited
Regd Office : B-234, Okhla Industrial Area Phase - I, New Delhi-110020
Ph : 91 (11) 41407000 Fax : 91 (11) 26817344 Website : http://www.niit.com
Email : investors@niit.com

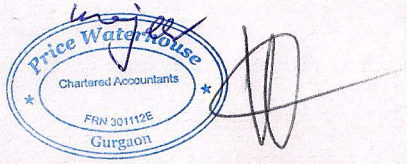
PART II:- Select Information for the quarter and six months ended 30/09/2012

A PARTICULARS OF SHAREHOLDING

	Particulars	3 months ended (30/09/2012)	Preceding 3 months ended (30/06/2012)	Corresponding 3 months ended (30/09/2011) in the previous year	Year to date figures for current period ended (30/09/2012)	Year to date figures for corresponding previous period ended (30/09/2011)	Previous year ended (31/03/2012)
1	**Public shareholding**						
	- Number of shares	110,517,993	109,022,689	109,022,689	110,517,993	109,022,689	109,022,689
	- Percentage of shareholding	66.94%	66.04%	66.04%	66.94%	66.04%	66.04%
2	**Promoters and promoter group shareholding**						
	a) Pledged/Encumbered						
	- Number of shares	Nil	Nil	Nil	Nil	Nil	Nil
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	NA	NA	NA	NA	NA	NA
	-Percentage of shares (as a% of the total share capital of the company)	NA	NA	NA	NA	NA	NA
	b) Non-encumbered						
	- Number of shares	54,577,604	56,072,908	56,072,908	54,577,604	56,072,908	56,072,908
	-Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100%	100%	100%	100%	100%	100%
	-Percentage of shares (as a% of the total share capital of the company)	33.06%	33.96%	33.96%	33.06%	33.96%	33.96%

B INVESTOR COMPLAINTS

Particulars	3 Months ended (30/09/2012)
Pending at the beginning of the quarter	-
Received during the quarter	16
Disposed of during the quarter	16
Remaining unresolved at the end of the quarter	-



NIIT Limited
Regd Office : B-234, Okhla Industrial Area Phase - I, New Delhi-110020
Ph : 91 (11) 41407000 Fax : 91 (11) 26817344 Website : http://www.niit.com
Email : investors@niit.com

STANDALONE STATEMENT OF ASSETS AND LIABILITIES

(Rs. Lacs)

	PARTICULARS	AS AT 30/09/2012 Un-audited	AS AT 31/03/2012 Audited
A	**EQUITY AND LIABILITIES**		
1	**Shareholders' funds**		
	-Share capital	3,302	3,302
	-Reserves and surplus	45,078	45,032
	Sub-total: Shareholders' funds	**48,380**	**48,334**
2	**Non-current liabilities**		
	-Long-term borrowings	7,389	7,519
	-Other long-term liabilities	1,167	1,400
	-Long-term provisions	51	54
	Sub-total: Non-current liabilities	**8,607**	**8,973**
3	**Current liabilities**		
	-Short-term borrowings	3,468	1,318
	-Trade payables	14,923	14,167
	-Other current liabilities	16,505	15,351
	-Short-term provisions	905	3,785
	Sub-total: Current liabilities	**35,801**	**34,621**
	TOTAL-EQUITY AND LIABILITIES	**92,788**	**91,928**
B	**ASSETS**		
1	**Non-current assets**		
	-Fixed assets	21,986	22,266
	-Non-current investments	20,443	20,443
	-Deferred tax assets (net)	1,100	1,038
	-Long-term loans and advances	4,548	5,077
	-Trade receivables	4,732	3,620
	-Other non-current assets	2,549	3,343
	Sub-total: Non-current assets	**55,358**	**55,787**
2	**Current assets**		
	-Inventories	1,382	1,127
	-Trade receivables	25,045	27,000
	-Cash and bank balances	1,833	1,828
	-Short-term loans and advances	5,541	3,408
	-Other current assets	3,629	2,778
	Sub-total: Current assets	**37,430**	**36,141**
	TOTAL ASSETS	**92,788**	**91,928**

Price Waterhouse
Chartered Accountants
FRN 301112E
Gurgaon

*** 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 Exercised (No.)	Options Lapsed (No.)	Options remained Outstanding / Unexercised at quarter end (No.)
Grant IV	-	893,550	-
Grant V	-	162,660	3,730,454
Grant VI	-	21,070	261,230
Grant VII	-	17,020	70,040
Grant VIII	-	-	100,000

2 Exceptional items include the following:

(Rs. Lacs)

Particulars	3 months ended (30/09/2012)	Preceding 3 months ended (30/06/2012)	Corresponding 3 months ended (30/09/2011) in the previous year	Year to date figures for current period ended (30/09/2012)	Year to date figures for corresponding previous period ended (30/09/2011)	Previous year ended (31/03/2012)
Income:						
Dividend Income	-	-	-	-	-	12,774
Expenses:						
(Provision)/ Recovery for doubtful debts and advances	-	389	-	389	-	(2,537)
Performance Linked Incentive	-	(370)	-	(370)	-	(289)
Provision for Investment and Doubtful Loan	-	-	-	-	-	(402)
Service Tax (including interest)	-	-	-	-	-	(356)
Donations	-	-	-	-	-	(625)
Total Income	-	19	-	19	-	8,565

3 Other income includes interest income amounting to Rs. 296 lacs on income tax receivable out of which an amount of Rs. 206 lacs and Rs. 14 lacs pertains to the previous year and preceding quarter respectively. Tax expense thereon amounting to Rs. 68 lacs (including reversal of MAT credit Rs. 26 lacs) has been recognised during the quarter ended September 30, 2012.

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 of the board and have been approved and taken on record by the Board of Directors of the Company at its meeting held on October 19, 2012.

6 Formulae used for calculation of Debt Service Coverage ratio and Interest Service Coverage Ratio are as follows:
(a) Debt Service Coverage Ratio = Profit after tax but before Interest expense and Depreciation / loan repayments (excluding working capital and other short term loan repayments) and interest expense
(b) Interest Service Coverage Ratio = Profit after tax but before Interest expense and Depreciation / interest expense

7 The Limited Review of this statement as required under clause 41 of the listing agreement has been completed by the statutory auditors of the company.

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

By order of the Board
For NIIT Limited

Vijay K. Thadani
CEO & Whole time Director

Place: New Delhi
Date : October 19, 2012

Price Waterhouse
Chartered Accountants
FRN 301112E
Gurgaon

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 September 30, 2012 which are included in the accompanying 'Statement of standalone unaudited results for the quarter and six months ended 30/09/2012' and the statement of assets and liabilities as on that date (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/ Committee of 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

New Delhi
October 19, 2012