The Board of Directors
NIIT Limited
8, Balaji Estate, First Floor,
Guru Ravidas Marg
Kalkaji, New Delhi - 110019

1. We have reviewed the results of NIIT Limited (the "Company") for the quarter ended June 30, 2014 which are included in the accompanying 'Statement of Standalone Unaudited Results for the quarter ended June 30, 2014' (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 read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 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

Place: Gurgaon
Date: July 23, 2014

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
Corporate Identity Number : L74899DL1981PLC015865
Email : investors@niit.com

PART I:- Statement of Standalone Unaudited Results for the quarter ended June 30, 2014

(Rs. Lacs)

	Particulars	3 months ended (30/06/2014)	Preceding 3 months ended (31/03/2014)	Corresponding 3 months ended in the previous year (30/06/2013)	Previous accounting year ended (31/03/2014)
		Un-audited	Un-audited	Un-audited	Audited
	(1)	(2)	(3)	(4)	(5)
1	**Income from operations**				
	a) Net sales/ income from operations	11,686	13,406	12,684	52,019
	b) Other operating income	-	-	-	-
	Total income from operations	**11,686**	**13,406**	**12,684**	**52,019**
2	**Expenses**				
	a) Purchase of traded goods	1,221	1,248	1,319	4,887
	b) Changes in inventory of traded goods	(58)	163	(25)	399
	c) Employee benefits expense	4,092	4,061	3,957	15,924
	d) Professional & technical outsourcing expenses	1,746	2,049	2,664	9,338
	e) Depreciation and amortisation expense	1,341	1,805	1,872	6,795
	f) Other expenses	3,909	4,507	5,104	19,489
	Total expenses	**12,251**	**13,833**	**14,891**	**56,832**
3	**Profit/ (Loss) from operations before other income, finance costs & exceptional items (1-2)**	**(565)**	**(427)**	**(2,207)**	**(4,813)**
4	Other income	293	3,577	2,043	6,179
5	**Profit/ (Loss) from ordinary activities before finance costs and exceptional items (3+4)**	**(272)**	**3,150**	**(164)**	**1,366**
6	Finance costs	309	380	424	1,747
7	**Profit/ (Loss) from ordinary activities after finance costs but before exceptional items(5-6)**	**(581)**	**2,770**	**(588)**	**(381)**
8	Exceptional Items (net)	-	-	-	192
9	**Profit/ (Loss) from ordinary activities before tax (7+8)**	**(581)**	**2,770**	**(588)**	**(189)**
10	**Tax expense**	**9**	**240**	**268**	**589**
11	**Net Profit/ (Loss) from ordinary activities after tax (9-10)**	**(590)**	**2,530**	**(856)**	**(778)**
12	Extraordinary item	-	-	-	-
13	**Net Profit/ (Loss) for the period (11-12)**	**(590)**	**2,530**	**(856)**	**(778)**
14	Paid-up equity share capital	3,303	3,303	3,302	3,303
	Face Value	Rs. 2/- each	Rs. 2/- each	Rs. 2/- each	Rs. 2/- each
15	**Reserve excluding revaluation reserves as per Balance sheet of previous accounting year**				38,654
16	**Earnings/(Loss) Per Share (EPS) (of Rs. 2/- each) (not annualised):**				
	- Basic	**(0.36)**	**1.53**	**(0.52)**	(0.47)
	- Diluted	**(0.36)**	**1.53**	**(0.52)**	(0.47)

Price Waterhouse
Chartered Accountants
FRN 301112E
Gurgaon

NIIT Limited

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PART II:- Select Information for the quarter ended June 30, 2014

A PARTICULARS OF SHAREHOLDING

	Particulars	3 months ended (30/06/2014)	Preceding 3 months ended (31/03/2014)	Corresponding 3 months ended in the previous year (30/06/2013)	Previous accounting year ended (31/03/2014)
1	**Public shareholding**				
	- Number of shares	108,672,262	108,672,262	110,514,994	108,672,262
	- Percentage of shareholding	65.80%	65.80%	66.94%	65.80%
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	56,473,335	56,473,335	54,580,603	56,473,335
	-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)	34.20%	34.20%	33.06%	34.20%

B INVESTOR COMPLAINTS

	Particulars	3 Months ended (30/06/2014)
	Pending at the beginning of the quarter	-
	Received during the quarter	4
	Disposed off during the quarter	4
	Remaining unresolved at the end of the quarter	-

***Notes:-**

1. The unaudited financial results of the Company for the quarter ended June 30, 2014 have been reviewed by the Audit Committee of the Board and approved by the Board of Directors at its meeting held on July 23, 2014.
2. Under the Employee Stock Option Plan 2005, approved by the shareholders, during the quarter 1,490,000 options were granted, 149,993 options lapsed and 3,525,980 options remained outstanding as at the end of the quarter.
3. The Company has revised useful life of certain class of fixed assets as per the requirement of schedule II of the Companies Act, 2013 and also revised residual value of fixed assets. As a result, the depreciation charge for the current quarter is higher by Rs. 4.18 Mn and opening retained earnings have reduced by Rs. 50.40 Mn.
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 results for the quarter ended June 30, 2014 have been subjected to "Limited Review" by the Statutory Auditors of the Company.
6. The figures of the previous quarter/ year, have been regrouped/ reclassified wherever necessary to conform to current quarter's classification.

By order of the Board
For NIIT Limited

Vijay K. Thadani
CEO & Whole time Director

Place: New Delhi
Date : July 23, 2014

Price Waterhouse
Chartered Accountants
FRN 301112E
Gurgaon