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 December 31, 2012 which are included in the accompanying 'Statement of Standalone Unaudited Results for the Quarter ended December 31, 2012' (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.

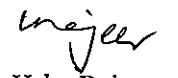
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, *"Review of Interim Financial Information Performed by the Independent Auditor of the Entity"* issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review 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
January 18, 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 December 31,2012

(Rs. Lacs)

	Particulars	3 months ended (31/12/2012)	Preceding 3 months ended (30/09/2012)	Corresponding 3 months ended (31/12/2011) in the previous year	Year to date figures for current period ended (31/12/2012)	Year to date figures for corresponding previous period ended (31/12/2011)	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	14,584	19,180	14,919	49,214	50,173	73,813
	b) Other operating income	-	-	-	-	-	-
	Total income from operations	14,584	19,180	14,919	49,214	50,173	73,813
2	**Expenses**						
	a) Purchase of traded goods	1,612	3,424	1,598	8,162	7,287	13,200
	b) Changes in inventory of traded goods	204	232	221	(52)	182	237
	c) Employee benefits expense	4,259	4,800	4,305	13,458	13,473	17,826
	d) Professional & technical outsourcing expenses	3,401	3,015	3,346	9,096	9,292	12,862
	e) Depreciation and amortisation expense	1,925	2,046	1,844	5,699	5,042	6,840
	f) Other expenses	4,908	5,817	5,251	15,689	17,036	22,425
	Total expenses	16,309	19,334	16,565	52,052	52,312	73,390
3	**Profit/ (Loss) from operations before other income, finance costs & exceptional items (1-2)**	(1,725)	(154)	(1,646)	(2,838)	(2,139)	423
4	**Other income**						
	- Interest	40	309	55	368	185	210
	- Others	2,166	331	340	3,726	1,467	4,416
5	**Profit/ (Loss) from ordinary activities before finance costs and exceptional items (3+4)**	481	486	(1,251)	1,256	(487)	5,049
6	Finance costs	433	424	506	1,190	1,750	2,179
7	**Profit/ (Loss) from ordinary activities after finance costs but before exceptional items(5-6)**	48	62	(1,757)	66	(2,237)	2,870
8	Exceptional income	-	-	9,314	19	9,314	8,565
9	**Profit/ (Loss) from ordinary activities before tax (7+8)**	48	62	7,557	85	7,077	11,435
10	Tax expense/ (credit)	347	68	1,982	352	1,779	1,810
	- Current tax	288	-	1,978	288	2,072	2,974
	- Deferred tax charge/ (credit)	-	-	-	(63)	(297)	(767)
	- MAT credit entitlement	-	-	-	-	-	(401)
	- Tax charge/ (credit) relating to earlier years	59	68	4	127	4	4
11	**Net Profit/ (Loss) from ordinary activities after tax (9-10)**	(299)	(6)	5,575	(267)	5,298	9,625
12	Extraordinary item	-	-	-	-	-	-
13	**Net Profit/ (Loss) for the period (11-12)**	(299)	(6)	5,575	(267)	5,298	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 as per balance sheet of previous accounting year**						45,032
16	**Earnings/(Loss) Per Share (EPS) (of Rs. 2/- each) (not annualised):**						
	- Basic	(0.18)	(0.00)	3.38	(0.16)	3.21	5.83
	- Diluted	(0.18)	(0.00)	3.38	(0.16)	3.21	5.83

Price Waterhouse
Chartered Accountants
FRN 301112E
Gurgaon

NIIT Limited

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PART II:- Select Information for the quarter ended December 31, 2012

A PARTICULARS OF SHAREHOLDING

	Particulars	3 months ended (31/12/2012)	Preceding 3 months ended (30/09/2012)	Corresponding 3 months ended (31/12/2011) in the previous year	Year to date figures for current period ended (31/12/2012)	Year to date figures for corresponding previous period ended (31/12/2011)	Previous year ended (31/03/2012)
1	**Public shareholding**						
	- Number of shares	110,517,993	110,517,993	109,022,689	110,517,993	109,022,689	109,022,689
	- Percentage of shareholding	66.94%	66.94%	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	54,577,604	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%	33.06%	33.96%	33.06%	33.96%	33.96%

B INVESTOR COMPLAINTS

Particulars	3 Months ended (31/12/2012)
Pending at the beginning of the quarter	-
Received during the quarter	14
Disposed of during the quarter	14
Remaining unresolved at the end of the quarter	-

Price Waterhouse
Chartered Accountants
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Gurgaon

*** Notes :-**

1 The results of the quarter ended December 31, 2012 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 January 18, 2013. 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.

2 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	3,730,454	-	176,971	3,553,483
Grant VI	261,230	-	14,820	246,410
Grant VII	70,040	-	8,510	61,530
Grant VIII	100,000	-	-	100,000

3 Exceptional items include the following:

(Rs. Lacs)

Particulars	3 months ended (31/12/2012)	Preceding 3 months ended (30/09/2012)	Corresponding 3 months ended (31/12/2011) in the previous year	Year to date figures for current period ended (31/12/2012)	Year to date figures for corresponding previous period ended (31/12/2011)	Previous year ended (31/03/2012)
Income:						
Dividend Income	-	-	12,774	-	12,774	12,774
Expenses:						
(Provision)/ Recovery for doubtful debts and advances	-	-	(2,463)	389	(2,463)	(2,537)
Performance Linked Incentive	-	-	-	(370)	-	(289)
Provision for Investment and Doubtful Loan	-	-	-	-	-	(402)
Service Tax (including interest)	-	-	(372)	-	(372)	(356)
Donations	-	-	(625)	-	(625)	(625)
Total Income	-	-	9,314	19	9,314	8,565

The results of the current quarter are not comparable with the earlier periods due to the exceptional items as above

4 Other Income includes dividend received during the quarter ended December 31, 2012 from wholly owned subsidiary, NIIT (USA) Inc., USA, amounting to Rs. 1,863.87 lacs.

5 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.

6 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 : January 18, 2013

Price Waterhouse
Chartered Accountants
FRN 301112E
Gurgaon

Press Release

NIIT Limited announces Q3 (Oct - Dec 2012) Consolidated Results FY 2012-13

Quarter 3 highlights on a continuing business basis

- Records Net Revenue at Rs 232.7 Cr
- Corporate Learning Solutions grows 14% YoY, led by 6 MTS orders
- School Learning Solutions grows 35% YoY
- Fresh Career Enrolments for Banking programs grow 33% YoY
- Strengthens IT Training offerings; Inks MoU with NASSCOM with a vision to provide industry-aligned training to over 1 lakh students in the next three years

NIIT Limited: Q3 (Oct - Dec, 2012) Consolidated Financials at a glance for Quarter ended December 31, 2012 *(in Rs. Cr)*	
System wide Revenue	398.5
Net Revenue	232.7
EBITDA	7.7
EBITDA %	3%
Profit After Tax	0.5

(In view of the divestment in Element K during FY 2011- 12, the following table represents the YoY comparison on a Continuing business basis)

NIIT Limited : Q3 (Oct - Dec 2012) ***Consolidated financials on a continuing business basis for quarter ended December 31, 2012****		
	Quarter ended December 31, 2011 ***(in Rs. Cr)***	**Quarter ended December 31, 2012** ***(in Rs. Cr)***
Net Revenue	239.0	232.7
PAT	(16.9)	0.5

**Excluding financials of Element K*

New Delhi, January 18, 2013: NIIT Limited, leading Global Talent Development Corporation and Asia's largest IT trainer, today reported its results for the third quarter ending December 31, 2012. In this quarter, the company recorded a Net Revenue of Rs. 232.7 Cr with a PAT of Rs 0.5 Cr.

The results were taken on record at the meeting of the Board of Directors here today.

Career Building Solutions (CBS) recorded net revenue of Rs. 103.4 Cr during the quarter. Despite a challenged quarter, NIIT graduate's job-readiness and acceptance by the industry continued to be favourable with 8,879 students getting placed during Q3. At the same time, the short-term technology courses registered a growth of 9%.

Into its fourth decade of leadership in Global Talent Development, NIIT extended its portfolio to provide training for Commerce graduates and Digital Marketing professionals during the quarter. NIIT rolled out the Diploma in Applied Financial Management for B.Com students and entered into a tie-up with Digital Marketing Institute (Ireland) to create a globally competitive resource pool for the fast evolving digital marketing industry in India.

NIIT strengthened its IT training portfolio during the quarter, by entering into a MoU with NASSCOM to enhance skill development of graduates through its in-campus training initiative, across colleges in the country.

Commenting on the company's performance, **Mr Rajendra S Pawar, Chairman, NIIT Limited** said, ***"A Growth of 33% in fresh career enrolments for banking programs reflects the opportunities in the BFSI segment."***

NIIT reinforced its talent development initiatives in the International arena, by signing MoU with Vietnam's 3rd largest, University of Da-Nang for its in-campus training initiative, NIIT-Inside.

During the quarter **NIIT Imperia** launched two new programs- Advanced Program in Strategy for Leaders and Advanced Program in Human Resource Management from IIM, Lucknow.

NIIT completed the intensive training programs for the second batch of Tax Return Preparers for Department of Income Tax in which 3,685 candidates got certified during this quarter.

Corporate Learning Solutions (CLS) recorded net revenues of Rs. 79.2 Cr., up 14% YoY on a continuing business basis and added 3 new global customers during the quarter.

Mr Vijay K Thadani, Chief Executive Officer, NIIT Limited said ***"MTS (Managed Training Services) continued to gain acceptance during the quarter by growing at 18%. It now contributes 70% to our Corporate Learning Solutions business, which now has a revenue visibility of USD 134 Mn."***

School Learning Solutions registered net revenue of Rs. 49.8 Cr. during the quarter, up 35% YoY. 137 new schools with Nguru solutions were added in Q3 and Non Government schools revenue grew by 13% YoY.

NIIT MindChampions Academy (MCA) - a joint initiative by NIIT and World Chess Champion Viswanathan Anand to initiate young minds into the World of Chess in schools - crossed the milestone of impacting over 1.65 million children across 16,500 schools since inception, during the quarter.

Mr P Rajendran, Chief Operating Officer, NIIT Limited said, ***"The success of NIIT MindChampions' Academy (MCA) is a reflection of growing acknowledgement of Chess as a powerful tool to develop young minds. We continue to extend MCA as part of our innovative offerings for schools. "***

NIIT's vocational skills training initiative - **NIIT Yuva Jyoti**, established in partnership with National Skill Development Corporation (NSDC) added new centres this quarter, taking the total number of centres to 26 with over 3,500 enrolments since commencement.

Awards and acknowledgements during Q3:

- Received the Brandon Hall Excellence in Learning 2012 Silver Award in the Best in Competencies and Skill Development category jointly with Shell for Shell Standard Primavera Education.
- Awarded the silver in Chief Learning Officer Learning in Practice 2012 awards for the Excellence in E-Learning category for MetLife Virtual Induction Program.

About NIIT

NIIT Limited, a leading Global Talent Development Corporation and Asia's premier IT trainer, offers learning and knowledge solutions across 38 countries. Leading IT journal Dataquest has conferred upon NIIT the 'Top IT Training Company' award successively for the past 20 years, since the inception of this category.

NIIT's Individual Learning Business offerings include industry-endorsed programs for students seeking careers in IT – GNIIT and Edgeineers, and Global Net Plus for IT professionals. The company has introduced "India's first cloud campus", through its new-age GNIIT program. This offers students a higher mobility as they can access courseware using Netbooks to connect seamlessly to NIIT's Cloud Campus network.

NIIT's Corporate Learning Solutions offers Managed Training Services including integrated learning solutions (strategic consulting, learning design, content development, delivery, technology, assessment and learning management) to Fortune 500 companies, Universities, Technology companies, Training corporations and Publishing houses.

NIIT Yuva Jyoti, a joint venture between NIIT and NSDC, offers vocational skills training programs to enhance employability of youth across India.

NIIT has provided computer-based learning to over 16,500 government and private schools. The futuristic NIIT NGuru range of learning solutions for schools comprises Interactive Classrooms, Math Lab, IT Wizard programs and Quick School (Education Resource Planning software).

NIIT Imperia - Centre for Advanced Learning, offers Executive Learning Programs in association with leading Business schools in India, KPMG, Google India and Internet and Mobile Association of India (IAMAI), using the synchronous learning platform.

NIIT Institute of Finance Banking & Insurance (IFBI), formed by NIIT with equity participation from ICICI Bank, offers programs for individuals and corporates in Banking, Financial Services and Insurance.

NIIT Institute of Process Excellence Limited, a NIIT-GENPACT venture (NIIT Uniqua), offers complete training outsourcing services to the Business Process, Knowledge and Technology Services industry to create business models that enhance productivity and lower costs.

NIIT has been ranked among the 'Top 10 India's Best Companies to Work for- 2012' by Great Places to Work Institute and 'Top 10 Best Employers in India- 2011' by Aon Hewitt. The company has also been voted the second most trusted education brand in India by Brand Equity- Nielsen Survey 2011.

For media queries, please contact:

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