NIIT Limited
85, Sector 32 Institutional
Gurgaon 122 001, India
Tel: +91 (124) 4293000
Fax: + 91 (124) 4293333
Email: info@niit.com

Registered Office:
8, Balaji Estate, First Floor
Guru Ravi Das Marg, Kalkaji
New Delhi 110 019, India
CIN: L74899DL1981PLC015865

www.niit.com

July 17, 2015

1. The Manager
National Stock Exchange of India Ltd
Listing Department
Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051
Fax: 022-26598237, 26598238

2. The Manager
BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001
Fax: 022-22723121, 22722082

Subject: Outcome of the Board Meeting held on July 17, 2015

Dear Sir,

Please note that the Board of Directors of the Company in their meeting held on July 17, 2015 has, inter-alia, approved the Un-audited financial results of the Company for the quarter ended June 30, 2015 subjected to Limited Review by the Auditors of the Company.

Pursuant to the provisions of the Clause 41 of the Listing Agreement, a copy of the un-audited financial results for the quarter ended June 30, 2015 in the prescribed format alongwith is enclosed for your information and records.

You are requested to take note of the same and inform your members accordingly.

Kindly acknowledge the receipt.

Thanking you,
Yours faithfully,
For **NIIT Limited**

Mukesh Kumar
Company Secretary

Encl: a/a

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, 2015 which are included in the accompanying 'Statement of Standalone Unaudited Results for the quarter ended June 30, 2015' and (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 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 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: New Delhi
Date: July 17, 2015

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 Financial Results for the quarter ended June 30, 2015

(Rs. Lacs)

	Particulars	3 Months ended (30/06/2015)	Preceding 3 Months ended (31/03/2015)	Corresponding 3 months ended in the previous year (30/06/2014)	Previous Accounting Year ended (31/03/2015)
		Un-audited*	Un-audited	Un-audited	Audited
	(1)	(2)	(3)	(4)	(5)
1	**Income from operations**				
	a) Net sales/ income from operations	7,678	8,491	11,686	34,854
	b) Other operating income	-	-	-	-
	Total income from operations	7,678	8,491	11,686	34,854
2	**Expenses**				
	a) Purchase of traded goods	633	540	1,221	2,744
	b) Changes in inventory of traded goods	(53)	142	(58)	201
	c) Employee benefits expense	3,062	3,343	4,092	12,743
	d) Professional & technical outsourcing expenses	1,267	1,936	1,746	6,530
	e) Depreciation, amortisation and impairment expense	779	1,914	1,341	4,313
	f) Other expenses	2,927	3,507	3,909	13,507
	Total expenses	8,615	11,382	12,251	40,038
3	**Profit/ (Loss) from operations before other income, finance costs & exceptional items (1-2)**	(937)	(2,891)	(565)	(5,184)
4	Other income	689	987	293	3,692
5	**Profit/ (Loss) from ordinary activities before finance costs and exceptional items (3+4)**	(248)	(1,904)	(272)	(1,492)
6	Finance costs	334	269	309	1,299
7	**Profit/ (Loss) from ordinary activities after finance costs but before exceptional items(5-6)**	(582)	(2,173)	(581)	(2,791)
8	Exceptional Items (net)	-	(8,359)	-	(8,476)
9	**Profit/ (Loss) from ordinary activities before tax (7+8)**	(582)	(10,532)	(581)	(11,267)
10	Tax expense	9	326	9	343
11	**Net Profit/ (Loss) from ordinary activities after tax (9-10)**	(591)	(10,858)	(590)	(11,610)
12	Extraordinary item	-	-	-	-
13	**Net Profit/ (Loss) for the period (11-12)**	(591)	(10,858)	(590)	(11,610)
14	Paid-up equity share capital Face Value	3,304 Rs. 2/- each	3,304 Rs. 2/- each	3,303 Rs. 2/- each	3,304 Rs. 2/- each
15	**Reserve excluding revaluation reserves as per Balance sheet of previous accounting year**				77,858
16	**Earnings/(Loss) Per Share (EPS) (of Rs. 2/- each) (not annualised, in Rs.):** - Basic - Diluted	(0.36) (0.36)	(6.56) (6.56)	(0.36) (0.36)	(7.03) (7.03)

NIIT LIMITED NEW DELHI

Price Waterhouse Chartered Accountants FRN 301112E Gurgaon

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PART II:- Select Information for the quarter ended June 30, 2015

A PARTICULARS OF SHAREHOLDING

	Particulars	3 Months ended (30/06/2015)	Preceding 3 Months ended (31/03/2015)	Corresponding 3 months ended in the previous year (30/06/2014)	Previous Accounting Year ended (31/03/2015)
1	**Public shareholding**				
	- Number of shares	108,597,562	108,597,562	108,672,262	108,597,562
	- Percentage of shareholding	65.75%	65.75%	65.80%	65.75%
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	56,573,035	56,573,035	56,473,335	56,573,035
	-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)	34.25%	34.25%	34.20%	34.25%

B INVESTOR COMPLAINTS

	Particulars	3 Months ended (30/06/2015)
	Pending at the beginning of the quarter	-
	Received during the quarter	2
	Disposed off during the quarter	2
	Remaining unresolved at the end of the quarter	-

*** Notes:**

1 The unaudited financial results of the Company for the quarter ended June 30, 2015 have been reviewed by the Audit Committee of the Board and approved by the Board of Directors at its meeting held on July 17, 2015.

2 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.

3 Nomination and Remuneration Committee of the Company, in its meeting held on June 24, 2015 has granted 1,600,000 options at Rs. 41.60 per share Under the Employee Stock Option Plan 2005, (ESOP-2005). During the quarter no options were exercised, 81,898 options lapsed and 5,235,183 options remained outstanding as at the end of the quarter. Further, subsequent to the quarter end, Nomination and Remuneration Committee of the Company, in its meeting held on July 17, 2015 has granted 1,535,000 options at Rs. 52.15 per share, under the Employee Stock Option Plan 2005 (ESOP 2005).

4 Pursuant to the Scheme of Arrangement which became effective from May 23, 2015 subsequent to the approval by the Honorable High Court on May 8, 2015, three wholly owned subsidiaries of the Company have been amalgamated with the Company and the School Business Undertaking of the Company has been transferred to a wholly owned subsidiary company from the appointed date of April 1, 2014. The necessary adjustments were made in the results for the quarter ended March 31, 2015 and for the year then ended. Accordingly, the financial results for the quarter are not comparable with the corresponding and preceding quarter of the previous year.

5 The results for the quarter ended June 30, 2015 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.

NIIT LIMITED NEW DELHI

By order of the Board
For NIIT Limited

Vijay K Thadani
Vice-Chairman & Managing Director

Place: New Delhi
Date : July 17, 2015

Price Waterhouse
Chartered Accountants
FRN 301112E
Gurgaon