

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

1. We have reviewed the accompanying 'Unaudited Financial Results (Standalone) for the Quarter Ended 30th June, 2012' in which are included the results for the quarter ended June 30, 2012 ('the Statement') of NIIT Limited, 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 F-087191

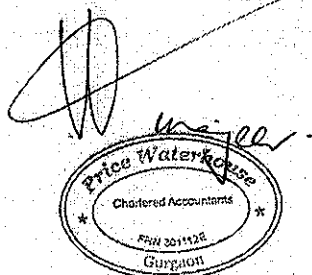
Place : Gurgaon
Date : July 25, 2012



PART I:- Statement of Standalone Unaudited Results for the quarter ended June 30, 2012

(Rs. Lacs)

	Particulars	3 months ended (30/06/2012)	Preceding 3 months ended (31/03/2012)	Corresponding 3 months ended (30/06/2011) in the previous year	Previous year ended (31/03/2012)
		Limited Review*	Unaudited	Limited Review	Audited
	(1)	(2)	(3)	(4)	(5)
1	Income from Operations				
a)	Net Sales/Income from Operations	15,450	23,640	15,622	73,813
b)	Other Operating Income	-	-	-	-
	Total Income from Operations	15,450	23,640	15,622	73,813
2	Expenses				
a)	Purchase of Traded goods	3,126	5,913	2,738	13,200
b)	(Increase)/ Decrease in stock	(488)	55	17	237
c)	Employee Benefits expense	4,399	4,353	4,314	17,826
d)	Professional & Technical Outsourcing Expenses	2,680	3,570	3,135	12,862
e)	Depreciation and amortisation expense	1,728	1,798	1,513	6,840
f)	Other expenses	4,964	5,389	4,996	22,425
	Total Expenses	16,409	21,078	16,713	73,390
	Profit/ (Loss) from Operations before Other				
3	Income, finance costs & Exceptional Items (1-2)	(959)	2,562	(1,091)	423
4	Other Income				
-	Interest	19	25	62	210
-	Others	1,229	2,949	386	4,416
5	Profit/ (Loss) from ordinary activities before Finance costs and Exceptional Items (3+4)	289	5,536	(643)	5,049
6	Finance Costs	333	429	587	2,179
	Profit/ (Loss) from ordinary activities after Finance costs but before Exceptional Items(5-6)	(44)	5,107	(1,230)	2,870
8	Exceptional Income/ (Expense)	19	(749)	-	8,565
9	Profit/ (Loss) from Ordinary Activities before tax (7+8)	(25)	4,358	(1,230)	11,435
10	Tax expense/ (credit)	(63)	31	(230)	1,810
-	- Current Tax	-	902	-	2,974
-	- Deferred Tax Charge/ (Credit)	(63)	(470)	(230)	(767)
-	- MAT Credit Entitlement	-	(401)	-	(401)
-	- Tax Charge/ (Credit) relating to earlier years	-	-	-	4
11	Net Profit/ (Loss) from Ordinary Activities after tax (9-10)	38	4,327	(1,000)	9,625
12	Extraordinary item	-	-	-	-
13	Net Profit/ (Loss) for the period (11-12)	38	4,327	(1,000)	9,625
14	Paid-up equity share capital Face Value	3,302	3,302	3,302	3,302
15	Reserve excluding revaluation reserves	-	-	-	45,032
16	Earnings Per Share (EPS) (of Rs. 2/- each) (not annualised)				
-	- Basic	0.02	2.62	(0.61)	5.83
-	- Diluted	0.02	2.62	(0.61)	5.83



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

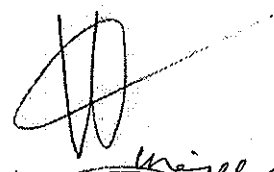
PART II:- Selected Information for the quarter ended June 30, 2012

A PARTICULARS OF SHAREHOLDING

	Particulars	3 months ended (30/06/2012)	Preceding 3 months ended (31/03/2012)	Corresponding 3 months ended (30/06/2011) in the previous year	Previous year ended (31/03/2012)
1	Public shareholding				
	- Number of shares	109,022,689	109,022,689	109,022,689	109,022,689
	- Percentage of shareholding	66.04%	66.04%	66.04%	66.04%
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	56,072,908	56,072,908	56,072,908	56,072,908
	-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)	33.96%	33.96%	33.96%	33.96%

B INVESTOR COMPLAINTS

Particulars	3 Months ended (30/06/2012)
Pending at the beginning of the quarter	-
Received during the quarter	6
Disposed off during the quarter	6
Remaining unresolved at the end of the quarter	-




* 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	-	33,750	893,550
Grant V	-	142,768	3,893,114
Grant VI	-	22,460	282,300
Grant VII	-	-	87,060
Grant VIII	-	-	100,000

- 2 Exceptional items include the following:

Particulars	3 months ended (30/06/2012)	Preceding 3 months ended (31/03/2012)	Corresponding 3 months ended (30/06/2011) in the previous year	(Rs. Lacs) Previous year ended (31/03/2012)
Income:				12,774
Dividend Income	-	-	-	-
Expenses:				(2,537)
(Provision)/ Recovery for doubtful debts and advances	389	(74)	-	(289)
Performance Linked Incentive	(370)	(289)	-	(402)
Provision for Investment and Doubtful Loan	-	(402)	-	(356)
Service Tax (including interest)	-	16	-	(625)
Donations	-	-	-	8,565
Total Income/ (Expense)	19	(749)	-	-

- 3 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.
- 4 Consequent to the notification of the Revised Schedule VI under the Companies Act, 1956, dividend income (included under Other income-others) amounting to Rs. 912 Lacs for the year ended March 31, 2012 from the Company's wholly owned domestic subsidiary, Scantech Evaluation Services Limited, has been accounted for during the quarter ended June 30, 2012 in accordance with AS 9 'Revenue Recognition', which requires dividend income to be recognised when the right to receive dividend is established. Had the change in law resulting in change in accounting policy not taken place, the dividend income and profits for the period of the Company would have been lower by Rs. 912 Lacs and resultant loss after tax would have been Rs. 874 Lacs.
- 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 25, 2012.
- 6 These results for the quarter ended June 30, 2012 have been subjected to a "Limited Review" by the Statutory Auditors of the Company.
- 7 The figures for the quarter ended March 31, 2012 are the balancing figures between the audited figures in respect of the full financial year 2011-12 and the published year to date figures upto the end of the third quarter of the financial year 2011-12.
- 8 Previous period figures have been regrouped/ reclassified, wherever necessary to conform with the current quarter classification.

By order of the Board
For NIIT Limited

Vijay K. Thadani

Vijay K. Thadani
CEO & Whole time Director

Place: New Delhi
Date : July 25, 2012

