

**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

May 27, 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 May 27, 2015

Dear Sir,

Please note that the Board of Directors of the Company in their meeting held on May 27, 2015 has inter-alia approved the following:

- Annual Audited Accounts** of the Company for the financial year ended March 31, 2015 (including the financial Results for the Quarter ended March 31, 2015). The copy of the Audited financial Results for the financial year ended March 31, 2015 in the prescribed format is attached;
- The details as required under Clause 20(b) of the Listing Agreement the brief financial of NIIT Limited are given below:-

(Rs. In Lacs)

| Sr. No. | Particulars | Standalone | | Consolidated | |
|---------|--|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | | For the year ended March 31, 2015 | For the Year ended March 31, 2014 | For the year ended March 31, 2015 | For the Year ended March 31, 2014 |
| 1 | Total Turnover | 34,854 | 52,019 | 95,738 | 95,100 |
| 2 | Gross Profit/Loss | 25,379 | 37,395 | 58,651 | 61,170 |
| 3 | Provision for depreciation | 4,313 | 6,795 | 10,728 | 7,787 |
| 4 | Provision for Tax | 343 | 589 | 118 | 927 |
| 5 | Net Profit | (11,610) | (778) | (16,714) | (3,568) |
| 6 | Amount appropriated for the purpose of dividend from profits | Nil | 2,642 | Nil | 2,642 |

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

Thanking you,

Yours faithfully,
For NIIT Limited


Mukesh Kumar
Company Secretary

Encl: a/a

PART I:- Statement of Audited Financial Results for the year ended March 31, 2015

| Particulars | Standalone | | | | | Consolidated | |
|---|--------------------------------|--|---|---------------------------------------|---|--|--|
| | 3 Months ended (31/03/2015) | Preceding 3 Months ended (31/12/2014) | Corresponding 3 months ended in the previous year (31/03/2014) | Accounting Year ended (31/03/2015) | Previous Accounting Year ended (31/03/2014) | Accounting year ended (31/03/2015) | Previous Accounting year ended (31/03/2014) |
| | Un-audited | Un-audited | Un-audited | Audited | Audited | Audited | Audited |
| | (2) | (3) | (4) | (5) | (6) | (7) | (8) |
| 1 Income from operations | | | | | | | |
| a) Net sales/ income from operations (Refer Note 10 below) | 8,491 | 8,579 | 13,406 | 34,854 | 52,019 | 95,738 | 95,100 |
| b) Other operating income | - | - | - | - | - | - | - |
| Total income from operations | 8,491 | 8,579 | 13,406 | 34,854 | 52,019 | 95,738 | 95,100 |
| 2 Expenses | | | | | | | |
| a) Purchase of traded goods | 540 | 595 | 1,248 | 2,744 | 4,887 | 5,257 | 6,044 |
| b) Changes in inventory of traded goods | 142 | 15 | 163 | 201 | 399 | 106 | 402 |
| c) Employee benefits expense | 3,343 | 3,438 | 4,061 | 12,743 | 15,924 | 30,404 | 26,178 |
| d) Professional & technical outsourcing expenses | 1,936 | 1,900 | 2,049 | 6,530 | 9,338 | 31,724 | 27,484 |
| e) Depreciation, amortisation and impairment expense | 1,914 | 736 | 1,805 | 4,313 | 6,795 | 10,728 | 7,787 |
| f) Other expenses | 3,507 | 3,216 | 4,507 | 13,507 | 19,457 | 26,019 | 29,895 |
| Total expenses | 11,382 | 9,900 | 13,833 | 40,038 | 56,800 | 104,238 | 97,790 |
| 3 Profit/ (Loss) from operations before other income, finance costs & exceptional items (1-2) | (2,891) | (1,321) | (427) | (5,184) | (4,781) | (8,500) | (2,690) |
| 4 Other income | 987 | 603 | 3,577 | 3,692 | 6,147 | 1,314 | 1,016 |
| 5 Profit/ (Loss) from ordinary activities before finance costs and exceptional items (3+4) | (1,904) | (718) | 3,150 | (1,492) | 1,366 | (7,186) | (1,674) |
| 6 Finance costs | 269 | 363 | 380 | 1,299 | 1,747 | 1,380 | 1,634 |
| 7 Profit/ (Loss) from ordinary activities after finance costs but before exceptional items(5-6) | (2,173) | (1,081) | 2,770 | (2,791) | (381) | (8,566) | (3,308) |
| 8 Exceptional Items (net) | (8,359) | (45) | - | (8,476) | 192 | (8,030) | 667 |
| 9 Profit/ (Loss) from ordinary activities before tax (Refer Note 7 below) (7+8) | (10,532) | (1,126) | 2,770 | (11,267) | (189) | (16,596) | (2,641) |
| 10 Tax expense | 326 | (31) | 240 | 343 | 589 | 118 | 927 |
| 11 Net Profit/ (Loss) from ordinary activities after tax (9- 10) | (10,858) | (1,095) | 2,530 | (11,610) | (778) | (16,714) | (3,568) |
| 12 Extraordinary item | - | - | - | - | - | - | - |
| 13 Net Profit/ (Loss) for the period (11-12) | (10,858) | (1,095) | 2,530 | (11,610) | (778) | (16,714) | (3,568) |
| 14 Share of Profit of Associates | - | - | - | - | - | 2,708 | 5,505 |
| 15 Minority Interest | - | - | - | - | - | 153 | (160) |
| 16 Net Profit/ (Loss) after Taxes, minority interest and share of profit/ (loss) of Associates' (13+14+15) | (10,858) | (1,095) | 2,530 | (11,610) | (778) | (13,853) | 1,777 |
| 17 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 | 3,303 Rs. 2/- each | 3,304 Rs. 2/- each | 3,303 Rs. 2/- each |
| 18 Reserve excluding revaluation reserves as per Balance sheet of previous accounting year | | | | 26,940 | 38,654 | 46,741 | 64,119 |
| 19 Earnings/(Loss) Per Share (EPS) (of Rs. 2/- each) (not annualised, in Rs.): | | | | | | | |
| - Basic | (6.56) | (0.66) | 1.53 | (7.03) | (0.47) | (8.39) | 1.08 |
| - Diluted | (6.56) | (0.66) | 1.53 | (7.03) | (0.47) | (8.39) | 1.08 |
| 20 Debt Service Coverage Ratio (not annualised) | | | | (2.00) | 1.37 | (0.49) | 2.09 |
| 21 Interest Service Coverage Ratio (not annualised) | | | | (4.62) | 4.44 | (1.26) | 6.85 |



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 II:- Select Information for the quarter and year ended March 31, 2015

A PARTICULARS OF SHAREHOLDING

| Particulars | 3 Months ended (31/03/2015) | Preceding 3 Months ended (31/12/2014) | Corresponding 3 months ended in the previous year (31/03/2014) | Accounting Year ended (31/03/2015) | Previous Accounting Year ended (31/03/2014) |
|--|--------------------------------|--|---|---------------------------------------|---|
| 1 Public shareholding | | | | | |
| - Number of shares | 108,597,562 | 108,697,262 | 108,672,262 | 108,597,562 | 108,672,262 |
| - Percentage of shareholding | 65.81% | 65.81% | 65.80% | 65.81% | 65.80% |
| 2 Promoters and promoter group shareholding | | | | | |
| a) Pledged/Encumbered | | | | | |
| - Number of shares | Nil | Nil | Nil | Nil | Nil |
| - Percentage of shares (as a % of the total shareholding of promoter and promoter group) | NA | NA | NA | NA | NA |
| -Percentage of shares (as a % of the total share capital of the company) | NA | NA | NA | NA | NA |
| b) Non-encumbered | | | | | |
| - Number of shares | 56,573,035 | 56,473,335 | 56,473,335 | 56,573,035 | 56,473,335 |
| -Percentage of shares (as a % of the total shareholding of promoter and promoter group) | 100% | 100% | 100% | 100% | 100% |
| -Percentage of shares (as a % of the total share capital of the company) | 34.25% | 34.19% | 34.20% | 34.25% | 34.20% |

B INVESTOR COMPLAINTS

| Particulars | 3 Months ended (31/03/2015) |
|--|-----------------------------|
| Pending at the beginning of the quarter | - |
| Received during the quarter | 9 |
| Disposed off during the quarter | 9 |
| Remaining unresolved at the end of the quarter | - |



AUDITED STATEMENT OF ASSETS AND LIABILITIES

(Rs. Lacs)

| | | STANDALONE | | CONSOLIDATED | |
|----------|-------------------------------------|------------------|------------------|------------------|------------------|
| | | AS AT 31/03/2015 | AS AT 31/03/2014 | AS AT 31/03/2015 | AS AT 31/03/2014 |
| | | Audited | Audited | Audited | Audited |
| A | EQUITY AND LIABILITIES | | | | |
| 1 | Shareholders' funds | | | | |
| | -Share capital | 3,304 | 3,303 | 3,304 | 3,303 |
| | -Reserves and surplus | 26,940 | 38,654 | 46,741 | 64,119 |
| | Sub-total: Shareholders' funds | 30,244 | 41,957 | 50,045 | 67,422 |
| 2 | Minority Interest | - | - | 603 | 760 |
| 3 | Non-current liabilities | | | | |
| | -Long-term borrowings | 10,006 | 8,874 | 11,478 | 10,484 |
| | -Deferred tax liabilities | - | - | 293 | 416 |
| | -Other long-term liabilities | 3 | 672 | 501 | 825 |
| | -Long-term provisions | 39 | 44 | 41 | 345 |
| | Sub-total: Non-current liabilities | 10,048 | 9,590 | 12,313 | 12,070 |
| 4 | Current liabilities | | | | |
| | -Short-term borrowings | 800 | 1,990 | 2,173 | 156 |
| | -Trade payables | 6,012 | 7,285 | 14,473 | 14,409 |
| | -Other current liabilities | 8,077 | 10,797 | 12,954 | 13,215 |
| | -Short-term provisions | 1,113 | 3,617 | 1,678 | 4,463 |
| | Sub-total: Current liabilities | 16,002 | 23,689 | 31,278 | 32,243 |
| | TOTAL-EQUITY AND LIABILITIES | 56,294 | 75,236 | 94,239 | 112,495 |
| B | ASSETS | | | | |
| 1 | Non-current assets | | | | |
| | -Fixed assets | 6,534 | 15,983 | 11,380 | 19,894 |
| | -Goodwill on consolidation | - | - | 32 | 434 |
| | -Non-current investments | 23,215 | 18,629 | 29,681 | 28,966 |
| | -Deferred tax assets | 1,038 | 1,038 | 1,389 | 1,166 |
| | -Long-term loans and advances | 7,461 | 5,999 | 8,114 | 7,140 |
| | -Trade receivables | - | 4,350 | 2,975 | 4,351 |
| | -Other non-current assets | 1 | 341 | 123 | 615 |
| | Sub-total: Non-current assets | 38,249 | 46,340 | 53,694 | 62,566 |
| 2 | Current assets | | | | |
| | -Current investments | 35 | - | 35 | 35 |
| | -Inventories | 272 | 473 | 449 | 555 |
| | -Trade receivables | 13,315 | 18,161 | 18,747 | 25,421 |
| | -Cash and bank balances | 1,301 | 2,076 | 8,632 | 8,760 |
| | -Short-term loans and advances | 2,434 | 3,920 | 6,727 | 8,544 |
| | -Other current assets | 688 | 4,266 | 5,955 | 6,614 |
| | Sub-total: Current assets | 18,045 | 28,896 | 40,545 | 49,929 |
| | TOTAL ASSETS | 56,294 | 75,236 | 94,239 | 112,495 |

* Reserves and Surplus in the Consolidated Financials, includes Currency Translation Reserve Rs. 4,993 Lacs (Previous year Rs. 6,301 Lacs)



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Notes to Standalone and Consolidated financials:

- The audited consolidated and standalone financial results of the Company for the year ended March 31, 2015 have been reviewed by the Audit Committee of the Board and approved by the Board of Directors at its meeting held on May 27, 2015.
- The Hon'ble High Court of Delhi has sanctioned the Composite Scheme of Arrangement (the "Scheme") under the provisions of sections 391 to 394 of the Companies Act, 1956, vide the order pronounced on May 8, 2015. The Scheme has become effective from May 23, 2015 on filing a certified copy of the High Court order with the office of the Registrar of the Companies, NCT of Delhi & Haryana and is applicable from April 1, 2014 (the "Appointed date"). Pursuant to the Scheme becoming effective, School Business Undertaking of the Company is transferred to Hole-in-the-Wall Education Services Limited, the wholly owned subsidiary of the company. According to the Scheme, Scantech Evaluation Services Limited, EVOLV Services Limited and NIIT Online Learning Limited, the wholly owned subsidiaries of the Company, stands merged with the Company.

The standalone financial results of the Company for the quarter ended December 31, 2014, March 31, 2015 and year ended March 31, 2015 and consolidated financial results for the year ended March 31, 2015, have been prepared after considering the accounting treatment specified under the Scheme. Accordingly, the financial results for the quarter and year ended March 31, 2015 are not comparable with the financial results of corresponding quarter of the previous year and year ended March 31, 2014.

With the Scheme coming into effect from the Appointed date i.e. April 1, 2014; the following impact has been considered in the financial results of the Company for the quarter/ year ended on March 31, 2015 and preceding quarter and period ended December 31, 2014.

| Particulars | 3 Months ended 31/12/2014 | | | 9 Months ended 31/12/2014 | | |
|------------------------|---------------------------|---------------------------------------|---------------------|---------------------------|---------------------------------------|---------------------|
| | Amount Reported | Impact of School Business Undertaking | Restated net result | Amount Reported | Impact of School Business Undertaking | Restated net result |
| | (A) | (B) | C=(A)-(B) | (D) | (E) | F=(D)-(E) |
| Income from operations | 11,715 | 3,136 | 8,579 | 36,619 | 10,256 | 26,363 |
| Net Profit/ (Loss) | (1,607) | (512) | (1,095) | (1,667) | (915) | (752) |

The financial impact of profit after tax for the current year amounting to Rs. 125 Lacs has been included in 3 Months period ended March 31, 2015 for entities merged with the company.

- Exceptional items include the following:

| Particulars | STANDALONE | | | | CONSOLIDATED | | |
|---|-----------------------------|---------------------------------------|--|------------------------------------|---|------------------------------------|---|
| | 3 Months ended (31/03/2015) | Preceding 3 Months ended (31/12/2014) | Corresponding 3 months ended in the previous year (31/03/2014) | Accounting Year ended (31/03/2015) | Previous Accounting Year ended (31/03/2014) | Accounting year ended (31/03/2015) | Previous Accounting year ended (31/03/2014) |
| Income: | | | | | | | |
| Profit on buy back of shares by subsidiary ^ | 1,119 | - | - | 1,119 | 1,242 | 1,079 | 1,199 |
| Provision for diminution in value of investment in NIIT (USA) Inc. written back | 3,984 | - | - | 3,984 | - | - | - |
| Profit on transfer of School Business Undertaking | 275 | - | - | 275 | - | - | - |
| Reduction of Preference share capital | - | - | - | - | - | 560 | - |
| Reversal of provision in connection to sale of erstwhile subsidiary | - | - | - | - | - | - | 1,344 |
| Expense: | | | | | | | |
| Legal, Professional and other business restructuring expenses | (288) | (45) | - | (405) | - | (671) | (826) |
| Provision for Indirect Tax under Litigation | (446) | - | - | (446) | - | (446) | - |
| Provision for diminution in value of investment in wholly owned subsidiaries | (10,652) | - | - | (10,652) | - | - | - |
| Provision for Doubtful Debts, Advances & others | (2,351) | - | - | (2,351) | (1,050) | (8,552) | (1,050) |
| Total Income / (Expense) | (8,359) | (45) | - | (8,476) | 192 | (8,030) | 667 |

^ In respect of Consolidated Financials it represents gain on Currency Translation Reserve transferred to Consolidated Statement of Profit and Loss.

- The figures of quarters ended March 31, 2015 and March 31, 2014 are the balancing figures between audited figures in respect of the financial year and the published year to date figures upto the third quarter of the relevant financial year as adjusted in column (F) of note 2 above.
- Depreciation and amortisation expense for the quarter and year ended March 31, 2015 includes provision for impairment of Tangible and Intangible assets amounting to Rs. 1,177 Lacs in Standalone Financials and Rs. 4,490 Lacs in Consolidated Financials.
- 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 year standalone financials is higher by Rs. 107 Lacs and opening retained earnings have reduced by Rs. 481 Lacs.
- The Board of Directors have recommended nil dividend as against Rs. 1.60 per equity share in the previous year. Face value of share is Rs. 2 each.
- 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.
- Under the Employee Stock Option Plan 2005, approved by the shareholders, during the quarter 58,820 options lapsed and 3,717,081 options remained outstanding as at the end of the year.
- Revenue for the year includes Rs. 49 Lacs pertaining to the previous year.
- 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
- The figures of the previous quarter/ year, have been regrouped/ reclassified wherever necessary to conform to current quarter's/ year's classification.

Place: New Delhi
Date : May 27, 2015



By order of the Board
For NIIT Limited

Vijay K Thadani
Vijay K Thadani
Vice-Chairman, Managing Director & CEO

[Signature]