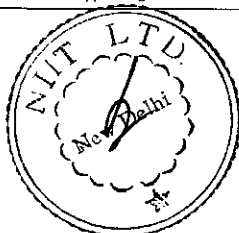


Compliance Report for the quarter ended March 31, 2014

Name of Issuer Company :

NIIT Limited

SN	Particulars	Remarks
1	Description of the Debenture Series / Issue (Secured / Unsecured PCD / FCD / NCD)	Secured NCD
2	Type of Issue (Private / Public / Rights)	Private
3	Issue amount	Rs.50 Crores
4	Listed / Unlisted (If listed, the Exchange where listed)	Listed (NSE)
5	Coupon Rate (If revised please specify)	12% p.a
6	Tenor of Issue	7 years Redemption Details: October 20th, 2013 (Rs.166,666,667) October 20th, 2014 (Rs.166,666,667) October 20th, 2015 (Rs.166,666,667)
7	Date of Allotment of Debentures	October 21, 2008
8	Date of Issue of Debenture Certificate (Physical) or credit to Demat A/c	October 23, 2008
9	Utilisation of fund raised in the debenture issue and progress of the project, if any	General corporate purposes including capital expenditure requirements
10	Whether the debenture issued are not utilised for financing, replenishing funds or acquiring shareholding in other group companies	No
11	Confirmation on outstanding amount as on March 31, 2014	Rs. 33.33 Crs
12	Last interest payment date and amount	January 20, 2014 (Rs 1,00,82,192)
13	Next interest payment date and amount	April 20, 2014 (Rs 98,63,014)
14	Last repayment date and amount	October 19, 2013 (Rs 166,666,667)
15	Next repayment date and amount	October 20, 2014 (Rs 166,666,667)
16	Whether there has been any default in payment of interest and/or principal amount? If yes the due dates thereof	No
17	Instrument rated by	IndiaRatings&Research - A Fitch Group Company
18	Credit rating at the time of issue	Fitch (AA-)(Ind)
19	Present credit rating and date of change of credit rating. In case of revision, the reasons thereof and attach letter from credit rating agency indicating revision in rating.	Fitch (AA-)(Ind)
20	a) No. of debenture holders on the date of allotment	1
	b) No. of debenture holders as on beginning of this quarter	1
21	Details of security created for the debentures	Immovable Property in Gujarat, Mumbai and Fixed Assets at New Delhi or elsewhere
21	Whether any security is pending to be created for the debentures	No
22	Whether the secured Assets are insured? If yes, attach the copies thereof	Yes
23	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured assets for the issue have been paid. If No, please give details and reasons for the same	Yes
24	Whether Debenture Redemption Reserve (DRR) as per SEBI regulations and Companies Act has been maintained (if applicable). If No, please give reasons for the same	Yes
25	Whether any material change has taken place in the nature and the conduct of the business of the Issuer since the date of issue which is detrimental to the interest of debenture holders. If yes, please give details	No
26	Whether any orders, directions, notice of court / tribunal/authority affecting or likely to affect the secured assets has been passed. If yes, please give details	No
27	Whether any major change in the composition of the Board of Directors or shareholders as defined in the Takeover Regulations which amounts to change in control of Issuer Company has occurred. If yes, please give details	No
28	Security cover as on March 31, 2014*	1.61
29	Whether any encumbrances have been created over the Secured Assets during this quarter. If yes, give the details	Yes*
30	In case of Secured Debentures, whether Register of Debenture Holders has been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons.	Yes
31	In case of Partially / Fully Convertible Debentures, whether the Debentures have been converted into Equity in accordance with the terms of issue? If no, please give reasons.	NA



32	Whether the provisions of the following laws applicable to Debentures have been complied with:	
	a) Companies Act (for all the Issuers)	Yes
	b) SEBI Model Listing Agreement (for listed issues)	Yes
	c) SEBI Listing Regulations (for all issues)	Yes
	d) ICDR Regulations (for all issuers)	Yes
33	In case of listed issues, whether any dividend has been declared during this quarter.	No

Annexure

1	Updated list of names and addresses of Debenture Holders. (In case of large list, kindly provide a CD in lieu of hard copies)	Life Insurance Corporation of India, Central Office, Investment Dept, Yogaskshema, Jeevan Bima Marg, Mumbai
2	Number and nature of grievances received from Debenture Holders and time frame within which the same were resolved by the Issuer Company. Nil statement to be submitted in case of no grievances.	Nil

Contact Details:	
a) Name of Authorised Signatory	Rajesh Arora
b) E-mail Address	rajesh.arora@niit.com
c) Contact Number	0124-4293360
d) Name and Address of R & T Agent	Alankit Assignments Limited, 2E/21, Jhandewalan Ext., New Delhi-110055

* This is to be noted that Citi FCNR(B) Term Facility availed by the company in March 2013, is secured by way of First Pari Passu Charge on Movable fixed assets of the company while Indian Overseas Bank and LIC of India have First Pari Passu Charge on movable and immovable fixed assets of the company. Accordingly, the immovable assets have not been excluded from above calculation. It is to be further noted that Citi facility is fully hedged @54.20 and liability amount is consequently restricted to INR 650.4 MN. However for accounting purposes, the period end restatement of loan balances may occur as per the prevailing accounting standards and generally accepted accounting practices.

I, Rajesh Arora, Company Secretary of NIIT Limited, do hereby certify that the above information and details are true and correct.

Date: May 26, 2014
Place: Gurgaon

Rajesh Arora
Rajesh Arora
Company Secretary

