

Name of issuer Company :

Compliance Report for the quarter ended September 30, 2012

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)                                                                                                                                                                                     | 11.25% p.a                                                                                                                                  |
| 6  | Tenor of Issue                                                                                                                                                                                                              | 5 years<br><b>Redemption Details:</b><br><u>17-March-2012 Rs.10 crs</u><br><u>17-March-2013 Rs.20 crs</u><br><u>17-March-2014 Rs.20 crs</u> |
| 7  | Date of Allotment of Debentures                                                                                                                                                                                             | March 18, 2009                                                                                                                              |
| 8  | Date of Issue of Debenture Certificate (Physical) or credit to Demat A/c                                                                                                                                                    | March 20, 2009                                                                                                                              |
| 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 June 30, 2012                                                                                                                                                                      |                                                                                                                                             |
| 12 | Last interest payment date and amount                                                                                                                                                                                       | Rs.40 Crores                                                                                                                                |
| 13 | Next interest payment date and amount                                                                                                                                                                                       | March 16, 2012 (Rs.5.625 Crs)                                                                                                               |
| 14 | Last repayment date and amount                                                                                                                                                                                              | March 17, 2013 (Rs.4.5 crs)                                                                                                                 |
| 15 | Next repayment date and amount                                                                                                                                                                                              | March 16, 2012 (Rs.10 Crs)                                                                                                                  |
| 16 | Whether there has been any default in payment of interest and/or principal amount? If yes the due dates thereof                                                                                                             | March 17, 2013 (Rs.20 Crs)                                                                                                                  |
| 17 | Instrument rated by                                                                                                                                                                                                         | No                                                                                                                                          |
| 18 | Credit rating at the time of issue                                                                                                                                                                                          | Fitch                                                                                                                                       |
| 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.                                              | IND (AA-)<br>IND (AA-)                                                                                                                      |
| 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 at 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 June 30, 2012                                                                                                                                                                                          |                                                                                                                                             |
| 29 | Whether any encumbrances have been created over the Secured Assets during this quarter. If yes, give the details                                                                                                            | 2.46<br>No                                                                                                                                  |



|    |                                                                                                                                                                                                                  |     |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| 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)                                                                     | Indian Overseas Bank, Central Office, Treasury Domestic, 4th Floor, Annexure Building, 763, Anna Salai, Chennai-600002 |
| 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                  | <a href="mailto:rajesh.arora@niit.com">rajesh.arora@niit.com</a>       |
| c) Contact Number                  | 0124-4293360                                                           |
| d) Name and Address of R & T Agent | Alankit Assignments Limited, 2E/21, Jhandewalan Ext., New Delhi-110055 |

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

Date: October 12, 2012  
Place: Gurgaon



*Rajesh Arora*  
Rajesh Arora  
Company Secretary