

NIIT

NIIT Limited

85, Sector 32 Institutional
Gurgaon 122 001
India
Tel: +91 (124) 4293000
Fax: +91 (124) 4293333

Registered Office:
B-234, Okhla Ph-I
New Delhi 110020, India

www.niit.com

October 13, 2011

1. The Manager
Bombay Stock Exchange Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

Fax no : 022-22722082, 22723121

2. The Manager
National Stock Exchange of India Limited
Listing Department
Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

Fax No. : 022-26598237, 26598238

Subject: Shareholding Pattern of the Company as on September 30, 2011

Dear Sir,

Pursuant to the provisions of Clause 35 of the Listing Agreement, please find enclosed herewith the Shareholding Pattern of the Company as on September 30, 2011.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For **NIIT Limited**



Rajesh Arora
Company Secretary

Encl: a/a

(I) (a) Statement showing Shareholding Pattern

| | |
|---|---|
| Name of the Company: NIIT Limited | |
| Address - Registered Office: B-234, Okhla Industrial Area, Phase-1, New Delhi - 110 020 | |
| Scrip Code: | NSE (NIITLTD) & BSE (500304) |
| Name of the Scrip & Class of Security | Equity Shares of F.V. of Rs.2/- each (only one type of shares issued by the Company) |
| Quarter ended: | September 30, 2011 |

| Sr. No. | Partly paid up shares:- | No. of partly paid-up shares | As a % of total no. of partly paid-up shares | As a % of total no. of partly paid-up shares of the company |
|---------|---|-------------------------------|---|--|
| i | Held by promoter/promoter group | NA | | |
| ii | Held by public | NA | | |
| | Total | NA | | |
| Sr. No. | Outstanding convertible securities:- | No. of outstanding securities | As a % of total no. of outstanding convertible securities | As a % of total no. of shares of the company, assuming full conversion of the convertible securities |
| i | Held by promoter/promoter group | NA | | |
| ii | Held by public | NA | | |
| | Total | NA | | |
| Sr. No. | Warrants:- | No. of warrants | As a % of total no. of warrants | As a % of total no. of shares of the company, assuming full conversion of warrants |
| i | Held by promoter/promoter group | NA | | |
| ii | Held by public | NA | | |
| | Total | NA | | |
| Sr. No. | Particulars | No. of shares | Amount in Rs. | |
| i | Total paid-up capital of the company, assuming full conversion of warrants and convertible securities | 165,095,597 | 330,191,194 | |

For NIIT Limited


Rajesh Arora
Company Secretary

Date: October 13, 2011

(I) (a) Statement showing Shareholding Pattern

| Quarter ended: | | September 30, 2011 | | | | | | Shares Pledged or otherwise encumbered | |
|----------------|---|------------------------|------------------------|--|---|----------------------------|------------------|--|--|
| Category Code | Category of Shareholder | Number of shareholders | Total number of Shares | Number of shares held in dematerialized form | Total shareholding as a % of total number of shares | | Number of Shares | As a percentage | |
| (I) | (II) | (III) | (IV) | (V) | As a percentage of (A+B) | As a percentage of (A+B+C) | (VIII) | (IX)=(VIII)/(IV)*100 | |
| (A) | Shareholding of Promoter and Promoter Group | | | | | | | | |
| (1) | Indian | | | | | | | | |
| (a) | Individuals/Hindu undivided Family | 13 | 7,229,369 | 7,229,369 | 4.38 | 4.38 | 0 | - | |
| (b) | Central Government/State Government(s) | | | | | | | | |
| (c) | Bodies Corporate | 5 | 48,843,539 | 48,843,539 | 29.59 | 29.59 | 0 | - | |
| (d) | Financial Institutions/ Banks | | | | | | | | |
| (e) | Any Other (specify) -Persons acting in concert | | | | | | | | |
| | Sub-Total (A)(1) | 18 | 56,072,908 | 56,072,908 | 33.96 | 33.96 | 0 | - | |
| (2) | Foreign | | | | | | | | |
| (a) | Individuals(Non-Resident Individuals/Foreign individuals) | | | | | | | | |
| (b) | Bodies Corporate | | | | | | | | |
| (c) | Institutions | | | | | | | | |
| (d) | Any Other(specify) | | | | | | | | |
| | Sub-Total (A)(2) | | | | | | | | |
| | Total Shareholding of Promoter and Promoter Group (A) =(A)(1) +(A)(2) | 18 | 56,072,908 | 56,072,908 | 33.96 | 33.96 | 0 | - | |
| (B) | Public Shareholding | | | | | | NA | NA | |
| (1) | Institutions | | | | | | | | |
| (a) | Mutual Funds/UTI | 21 | 16,456,126 | 16,450,698 | 9.97 | 9.97 | | | |
| (b) | Financial Institutions/Banks | 13 | 20,466 | 18,216 | 0.01 | 0.01 | | | |
| (c) | Central Government/State Government(s) | | | | | | | | |
| (d) | Venture Capital Funds | | | | | | | | |
| (e) | Insurance Companies | 4 | 617,627 | 617,627 | 0.37 | 0.37 | | | |
| (f) | Foreign Institutional Investors | 66 | 47,024,700 | 47,008,128 | 28.48 | 28.48 | | | |
| (g) | Foreign Venture Capital Investors | | | | | | | | |
| (h) | Any Other (specify) | | | | | | | | |
| | Sub Total (B)(1) | 104 | 64,118,919 | 64,094,669 | 38.84 | 38.84 | NA | NA | |
| (2) | Non-Institutions | | | | | | | | |
| (a) | Bodies Corporate | 1398 | 12,616,129 | 12,594,960 | 7.64 | 7.64 | | | |
| (b) | Individuals- | | | | | | | | |
| | i). Individual shareholders holding nominal share capital upto Rs.1 Lakh | 79,258 | 24,777,733 | 23,663,481 | 15.01 | 15.01 | | | |
| | ii). Individual shareholders holding nominal share capital in excess of Rs.1 Lakh | 25 | 2,811,614 | 2,755,364 | 1.70 | 1.70 | | | |
| (c) | Any Other (specify)- | | | | | | | | |
| | (i) Trusts | 7 | 3,260,836 | 3,260,836 | 1.98 | 1.98 | | | |
| | (ii) Non-Resident Individuals | 953 | 1,414,958 | 1,320,536 | 0.86 | 0.86 | | | |
| | (iii) Overseas Corporate Bodies | 0 | - | - | 0.00 | 0.00 | | | |
| | (iv) Foreign Individuals | 1 | 22,500 | 22,500 | 0.01 | 0.01 | | | |
| | Sub-Total (B)(2) | 81,642 | 44,903,770 | 43,617,677 | 27.20 | 27.20 | NA | NA | |
| | Total Public Shareholding (B)=(B)(1)+(B)(2) | 81,746 | 109,022,689 | 107,712,346 | 66.04 | 66.04 | NA | NA | |
| | TOTAL (A)+(B) | 81,764 | 165,095,597 | 163,785,254 | 100.00 | 100.00 | | | |
| (C) | Shares held by Custodians and against which Depository Receipts have been issued | | | | | | NA | NA | |
| 1 | Promoter and Promoter Group | | | | | | | | |
| 2 | Public | | | | | | | | |
| | Grand Total (A)+(B)+(C) | 81,764 | 165,095,597 | 163,785,254 | 100.00 | 100.00 | - | - | |

NA- Not applicable

For NIIT Limited

Rajesh Arora

Rajesh Arora
Company Secretary

Date: October 13, 2011

**(l)(b) Statement showing Shareholding of persons belonging to the category
"Promoter and Promoter Group"**

| Quarter ended: | | September 30, 2011 | | | | |
|----------------|--|--------------------|-----------------------------------|--|------------------------------------|--|
| Sr. No. | Name of the Shareholder | Total shares held | | Shares pledged or otherwise encumbered | | |
| | | Number | As a % of grand total (A)+(B)+(C) | Number | As a percentage (VI)=(V)/(III)*100 | As a % of grand total (A)+(B)+(C) of sub-clause (l)(a) |
| (i) | (ii) | (iii) | (iv) | (v) | (vi) | (vii) |
| A 1(a) | Indian Individuals/HUFs & Relatives | | | | | |
| 1 | R S PAWAR & NEETI PAWAR | 155,000 | 0.09 | - | - | - |
| 2 | NEETI PAWAR & RAJENDRA S PAWAR | 2,289,934 | 1.39 | - | - | - |
| 3 | R.S.PAWAR KARTA | 2,527 | 0.00 | - | - | - |
| 4 | URVASHI PAWAR | 56,250 | 0.03 | - | - | - |
| 5 | UNNATI PAWAR | 56,242 | 0.03 | - | - | - |
| 6 | UDAI PAWAR | 7,500 | 0.00 | - | - | - |
| 7 | RENUKA VIJAY THADANI & VIJAY KUMAR THADANI | 3,386,493 | 2.05 | - | - | - |
| 8 | VIJAY KUMAR THADANI & RENUKA VIJAY THADANI | 155,000 | 0.09 | - | - | - |
| 9 | V.K.THADANI KARTA | 2,527 | 0.00 | - | - | - |
| 10 | SUDHA RAJENDRAN & PARAPPIL RAJENDRAN | 1,117 | 0.00 | - | - | - |
| 11 | P RAJENDRAN & SUDHA RAJENDRAN | 7,537 | 0.00 | - | - | - |
| 12 | PARAPPIL RAJENDRAN | 450,000 | 0.27 | - | - | - |
| 13 | ARVIND THAKUR | 659,242 | 0.40 | - | - | - |
| | SUB TOTAL | 7,229,369 | 4.38 | 0 | 0.00 | 0.00 |
| A 1(c) | Indian Corporate Bodies/ Trusts/ Partnerships | | | | | |
| 1 | PACE SERVICES LIMITED | 22,557,547 | 13.66 | - | - | - |
| 2 | GLOBAL SOLUTIONS PRIVATE LIMITED* | 21,580,980 | 13.07 | - | - | - |
| 3 | A K M SYSTEMS PRIVATE LIMITED | 3,668,362 | 2.22 | - | - | - |
| 4 | PACE EDUCATION PRIVATE LIMITED | 1,036,650 | 0.63 | - | - | - |
| | SUB TOTAL | 48,843,539 | 29.59 | - | - | - |
| | GRAND TOTAL OF A | 56,072,908 | 33.96 | 0 | 0.00 | 0.00 |

* Having more than one account

(I)(c) Statement showing Shareholding of persons belonging to the Category "Public and holding more than 1% of the total number of shares"

| Quarter ended: | | September 30, 2011 | |
|----------------|--|-----------------------|--|
| Sl.No. | Name of the Shareholders | Number of Shares held | Shares as a percentage of total No. of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above) |
| 1 | FID Funds (Mauritius) Limited | 10,139,408 | 6.14 |
| 2 | RBC Global Asset Management Inc A/c Phillips Hager and North Overseas Equity Fund | 6,510,555 | 3.94 |
| 3 | Birla Sun Life Insurance Company Limited | 6,090,106 | 3.69 |
| 4 | Government Pension Fund Global JPMorgan Chase Bank N.A. India Sub Custody | 4,893,491 | 2.96 |
| 5 | RBC Global Asset Management Inc A/c Phillips Hager and North Overseas Equity Pension Trust | 4,471,099 | 2.71 |
| 6 | FIL Trustee Company Private Limited A/c Fidelity Equity Fund | 4,223,469 | 2.56 |
| 7 | Swiftcurrent Offshore Global Limited | 4,067,436 | 2.46 |
| 8 | DSP Blackrock Equity Fund | 3,355,580 | 2.03 |
| 9 | IL & FS Trust Company Limited C/o NIITians Welfare Trust | 3,245,499 | 1.97 |
| 10 | DSP Blackrock Small & Mid Cap Fund | 3,123,831 | 1.89 |
| 11 | The Master Trust Bank of Japan Ltd As Trustee of Blackrock India Equity Fund | 3,084,508 | 1.87 |
| 12 | Fidelity Funds-Pacific Fund | 2,415,277 | 1.46 |
| 13 | Fidelity Investment Trust - Fidelity Pacificbasin Fund | 2,270,534 | 1.38 |
| 14 | Swiftcurrent Partners Global Limited | 2,163,945 | 1.31 |
| TOTAL | | 60,054,738 | 36.38 |

(I)(d) Statement showing details of locked-in shares

| Sl.No. | Name of Shareholder | Number of locked-in Shares | Locked-in shares as a percentage of total number of shares (i.e. Grand Total(A)+(B)+(C) indicated in Statement at para(1) (a) above) |
|--------------|---------------------|----------------------------|--|
| 1 | | NIL | |
| 2 | | | |
| TOTAL | | NIL | |

(II)(a) Statement showing details of Depository Receipts (DRs)

| Sl. No. | Type of outstanding DR(ADDRs, GDRs,SDR, etc.) | Number of outstanding DRs | Number of shares underlying outstanding DRs | Shares underlying outstanding DRs as a percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above) |
|--------------|---|---------------------------|---|--|
| 1 | | NIL | NIL | |
| 2 | | | | |
| TOTAL | | NIL | NIL | |

(II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by 'promoter/promoter group' are in excess of 1% of the total number of shares

| Sl.No. | Name of the DR Holder | Number of shares underlying outstanding DRs | Shares underlying outstanding DRs as a percentage of total number of shares (i.e. Grand Total(A)+(B)+(C) indicated in statement at para (I)(a) above) |
|--------------|-----------------------|---|---|
| 1 | | NIL | |
| 2 | | | |
| TOTAL | | NIL | |

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(III)(a) Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issuer (Company) *

Description of voting rights for each class of security:

Class X:

Class Y:

Not applicable

Class Z:

| Quarter ended: | | Sep-11 | | | | | |
|-----------------------|----------------------------------|---|--------------|--------------|---------------------------------------|-------------------------------------|------------------------------|
| Category | Category of shareholder/s | Number of voting Rights held in each class of securities | | | Total Voting Rights (III+IV+V) | Total Voting Rights i.e.(VI) | |
| (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) | (VIII) |
| | | Class | Class | Class | | As a % age of (A+B) | As a % age of (A+B+C) |
| A | | | | | | | |
| B | | | | | | | |
| C | | | | | | | |
| | TOTAL | | | | | | |

* the company has issued only one class of shares as such above statement is not applicable

