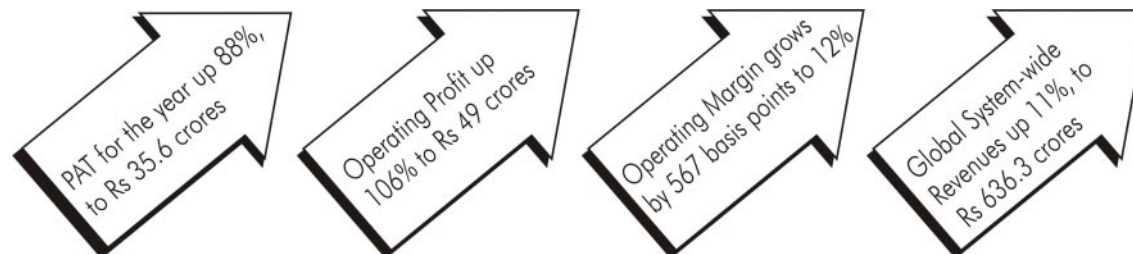




**NIIT Limited**

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**Audited Financial Results for the Year Ended 31st March 2005**

(Rs. Lacs)

Particulars	Independent Financials					Consolidated Financials	
	9 Months Ended 31st December, 2004	Quarter Ended 31st March, 2005	Quarter Ended 31st March, 2004	Year Ended 31st March, 2005 (Audited)	18 Months Period Ended 31st March, 2004 (Audited)	Year Ended 31st March, 2005 (Audited)	18 Months Period Ended 31st March, 2004 (Audited)
1. Income from Operations	<b>20,400</b>	<b>7,874</b>	<b>6,990</b>	<b>28,274</b>	<b>43,763</b>	<b>39,837</b>	<b>70,765</b>
2. Other Income							
- Interest	152	50	86	202	497	86	491
- Others	724	(283)	1,302	441	2,298	876	1,999
3. Total Expenditure	<b>18,396</b>	<b>6,652</b>	<b>6,179</b>	<b>25,048</b>	<b>37,839</b>	<b>34,946</b>	<b>65,936</b>
a) (Increase)/Decrease in stock	(128)	121	(298)	(7)	35	(18)	432
b) Personnel Cost	5,031	1,855	931	6,886	9,870	10,911	24,998
c) Development, Production & Execution	8,093	2,692	3,445	10,785	15,657	13,955	22,230
d) Others	5,400	1,984	2,101	7,384	12,277	10,098	18,276
4. Interest Expenses	135	102	100	237	578	232	795
5. Depreciation	1,389	562	(1,350)	1,951	4,169	3,451	6,478
6. Profit before Taxes	<b>1,356</b>	<b>325</b>	<b>3,449</b>	<b>1,681</b>	<b>3,972</b>	<b>2,170</b>	<b>46</b>
7. Provision for Taxation/ Deferred Tax	<b>83</b>	<b>2</b>	<b>205</b>	<b>85</b>	<b>(603)</b>	<b>100</b>	<b>(431)</b>
- Current Tax	83	2	205	85	205	100	375
- Deferred Tax Charge (+)/benefit (-)	-	-	-	-	(618)	-	(616)
- Provision for Tax written back	-	-	-	-	(190)	-	(190)
8. Profit / (Loss) before share of Associates' Profit	<b>1,273</b>	<b>323</b>	<b>3,244</b>	<b>1,596</b>	<b>4,575</b>	<b>2,070</b>	<b>477</b>
9. Profit / (Loss) of Associates						1,493	245
10. Profit / (Loss) after Tax after share of Associates' Profit	<b>1,273</b>	<b>323</b>	<b>3,244</b>	<b>1,596</b>	<b>4,575</b>	<b>3,563</b>	<b>722</b>
11. Provision for dividend on Cumulative Preference Shares of subsidiary and tax thereon						(81)	(55)
12. Net Profit / (Loss) attributable to minority						-	(29)
13. Income attributable to Consolidated Group						<b>3,482</b>	<b>638</b>
14. Paid up Equity Share Capital (Face Value of Rs. 10 each)	1,932	1,932	1,932	1,932	1,932	1,932	1,932
15. Reserves				<b>25,374</b>	<b>24,992</b>	<b>21,240</b>	<b>18,972</b>
16. Basic and diluted EPS for the period and for the previous periods (in Rs.) (not to be annualised)	<b>6.59</b>	<b>1.67</b>	<b>16.79</b>	<b>8.26</b>	<b>17.76</b>	<b>18.02</b>	<b>2.47</b>
17. Aggregate of Non-Promoter Shareholding							
- Number of Shares (As reorganised per Scheme of Arrangement)				12,213,016	13,002,275		
- Percentage of Shareholding				63.20%	67.28%		

**Segment-wise Revenue, Result and Capital Employed in terms of Clause 41 of the listing agreement**

(Rs. Lacs)

Particulars	Independent Financials			Consolidated Financials
	9 months Ended 31st December, 2004	Quarter Ended 31st March, 2005	Year Ended 31st March, 2005 ( Audited )	Year Ended 31st March, 2005 (Audited)
<b>1. SEGMENT REVENUE</b>				
<b>India Business</b>				
Individual Business	6,926	2,743	9,669	9,675
Institutional Business	9,412	3,523	12,935	13,072
<b>International Business</b>	4,062	1,608	5,670	17,090
<b>TOTAL INCOME FROM OPERATIONS</b>	<b>20,400</b>	<b>7,874</b>	<b>28,274</b>	<b>39,837</b>
<b>2. SEGMENT RESULTS</b>				
Profit (+)/Loss (-) before tax and Interest from each Segment				
<b>India Business</b>				
Individual Business	(754)	(136)	(890)	(682)
Institutional Business	1,612	533	2,145	2,057
<b>International Business</b>	186	122	308	809
<b>TOTAL</b>	<b>1,044</b>	<b>519</b>	<b>1,563</b>	<b>2,184</b>
Add:				
Other un-allocable income net of un-allocable expenditure	312	(194)	118	(14)
<b>TOTAL PROFIT/(LOSS) BEFORE TAX</b>	<b>1,356</b>	<b>325</b>	<b>1,681</b>	<b>2,170</b>
<b>3. CAPITAL EMPLOYED</b> (Segment Assets - Segment Liabilities)				
<b>India Business</b>				
Individual Business	2,392	3,461	3,461	3,515
Institutional Business	5,328	6,507	6,507	8,992
<b>International Business</b>	4,789	4,937	4,937	10,985
Others	17,899	17,401	17,401	4,678
<b>TOTAL</b>	<b>30,408</b>	<b>32,306</b>	<b>32,306</b>	<b>28,170</b>

**Notes to Independent and Consolidated Financials:**

- 1) (a) Pursuant to the Scheme of Arrangement ("Scheme") under Sections 391 to 394 of the Companies Act, 1956 approved by Hon'ble High Court of Delhi the Global Solutions Business undertaking (GSB) of the Company was transferred to NIIT Technologies Limited (hereinafter referred to as NTL) from the Appointed date i.e. April 1, 2003. The above transfer of GSB undertaking into NTL became effective on June 4, 2004 (The effective date). In view of certain adjustments in the financial statements for the year ended March 31, 2004 pursuant to the Scheme, the figures of the quarter ended March 31, 2005 are not strictly comparable with that of the corresponding previous quarter. Also, the figures in the audited financial statement for the 18 months period ended March 31, 2004 includes operations of the GSB Undertaking for the 6 months period upto March 31, 2003 and accordingly are not comparable.  
(b) The Shares as reorganised in terms of the Scheme of Arrangement referred to in Para 1(a) above have been issued as of the book closure date July 16, 2004. The aforesaid shares have been relisted at the Stock Exchanges of Ahmedabad, Chennai, Delhi, Kolkata, Mumbai and National Stock Exchange.  
During the year, the shares have been subsequently delisted from Ahmedabad Stock Exchange w.e.f. October 15, 2004, Chennai Stock Exchange w.e.f. October 19, 2004 and Delhi Stock Exchange w.e.f. January 20, 2005 and the company has applied for delisting from Kolkata Stock Exchange.  
(c) A landed property transferred by the Company to NTL in terms of the Scheme, which could not be registered in NTL's name due to certain initial allotment conditions, has been transferred back to the Company at book value, in accordance with the provisions of the Scheme.
- 2) The Statutory Auditors' in their report dated June 28, 2004 on the financial statements for the 18 months period ended March 31, 2004 commented on the following matters affecting the accounts, which has no impact on results of the quarter/ year ended March 31, 2005.  
The matters referred to in Para (a) & (b) below have been removed upon giving effect to the Scheme of Arrangement & the matter referred to in Para (c) below has been removed upon approval by the shareholders in the general meeting held on July 29, 2004.  
(a) The reorganisation of the Reserves and Surplus of the Company as at April 1, 2003 pursuant to the Scheme of Arrangement referred to in Para 1(a) above resulted in reduction in Reserves & Surplus.  
(b) The adjustment to general reserves of the company relating to write down arising out of the fair valuation of assets and restructuring costs in accordance with the Scheme of Arrangement referred to in Para 1 (a) above with consequent impact on the results of the period.  
(c) The Company has paid remuneration to a whole time director pending approval from the shareholders aggregating to Rs. 29 lacs.
- 3) With effect from April 1, 2004 the Company has redefined its business segments into India Individual Business, India Institutional Business and International Business. The Company till March 31, 2004 was viewing its business in terms of Learning and Software business. It is impracticable to reclassify the previous periods as per the redefined business segments.
- 4) During the year, the company and NIIT Technologies Limited (the companies) have granted loans of Rs. 571 lacs each at 6% per annum to NIITian Welfare Trust which has been formed for the purpose of providing welfare benefits to the employees of the companies and their subsidiaries out of surplus generated from investment activities. The Trust is at present entirely financed by the Loans given by the companies which have been primarily invested in the equity shares of the companies. The Trust incurred a loss of Rs. 30 Lacs during the year in relation to interest and other expenses. The Trust expects to realise more than the carrying value of its investments.
- 5) During the year the Company has invested Rs. 4,524 Lacs in the Equity Shares of its wholly owned subsidiary NIIT Antilles NV, Netherlands Antilles.
- 6) During the year the Company has acquired business of NIIT Online Learning Limited on a going concern basis w.e.f. March 22, 2005, a subsidiary of the Company engaged in online e-learning through the use of web-based technologies, internet and other similar technologies. Certain assets and liabilities have been acquired at a consideration, paid in cash, amounting Rs. 648 lacs, calculated based on valuation carried out by an independent valuer.
- 7) Development, Production and Execution expenses include course execution charges for the quarter/year ended March 31, 2005 amounting to Rs. 1,342 lacs and Rs. 4,860 lacs respectively. (Previous 18 months period ended March 31, 2004 - Rs. 7,176 Lacs).
- 8) Deferred tax assets has been recognised only to the extent of deferred tax liabilities on account of prudence.
- 9) The consolidated financial results have been prepared in accordance with applicable Accounting Standards issued by the Institute of Chartered Accountants of India.
- 10) The Board of Directors have recommended a dividend of Rs. 5.50 per equity share (Previous Period: Rs. 5.00 per equity share).
- 11) The Company had no pending investor complaints as on March 31, 2005. During the quarter ended March 31, 2005, 25 complaints were received and were resolved.
- 12) The figures of the previous quarter/ 18 months period, to the extent feasible, have been regrouped/ reclassified to conform to the current quarter/ year's classification.
- 13) The above results have been approved and taken on record by the Board of Directors of the Company at its meeting held on June 10, 2005.

Place: New Delhi  
Date : June 10, 2005

By order of the Board  
For NIIT Limited  
Sd/-  
Vijay K Thadani  
Whole-time Director