

**Unaudited Financial Results for the Quarter ended 30th September 2004**

(Rs. Lacs)

Particulars	Quarter Ended 30th September 2004 (Limited Review)*	6 Months Ended 30th September 2004 (Unaudited)	18 Months Period Ended 31st March 2004 (Audited)
(1)	(2)	(3)	(4)
1. Income from Operations	8,149	14,337	43,763
2. Other Income			
- Interest	53	103	497
- Others	356	735	2,298
3. Total Expenditure	7,154	12,896	37,839
a) (Increase)/Decrease in stock	11	(104)	35
b) Personnel Cost	1,739	3,392	9,870
c) Development, Production & Execution	3,294	5,754	15,657
d) Others	2,110	3,854	12,277
4. Interest Expenses	36	86	578
5. Depreciation	464	925	4,169
6. Profit before Taxes	904	1,268	3,972
7. Provision for Taxation/ Deferred Tax	54	83	(603)
- Current Tax	54	83	205
- Deferred Tax Charge (+)/benefit (-)	-	-	(618)
- Provision for Tax written back	-	-	(190)
8. Net Profit	850	1,185	4,575
9. Paid up Equity Share Capital (Face Value of Rs. 10 each)	1,932	1,932	1,932
10. Reserves			24,992
11. Basic and diluted EPS for the period and for the previous periods (not to be annualised) (in Rs.)	4.40	6.13	17.76
12. Aggregate of Non-Promoter Shareholding			
- Number of Shares (As reorganised per Scheme of Arrangement)		12,171,827	13,002,275
- Percentage of Shareholding		62.99%	67.28%

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

Particulars	Quarter Ended 30th September 2004 (Limited Review)*	Half Year Ended 30th September 2004 (Unaudited)
(1)	(2)	(3)
<b>1. SEGMENT REVENUE</b>		
<b>Domestic Business</b>		
Individual Business	2849	4939
Institutional Business	3729	6758
<b>International Business</b>	1571	2640
<b>TOTAL INCOME FROM OPERATIONS</b>	<b>8149</b>	<b>14337</b>
<b>2. SEGMENT RESULTS</b>		
Profit (+)/Loss (-) before tax and Interest from each Segment		
<b>Domestic Business</b>		
Individual Business	(170)	(513)
Institutional Business	857	1427
<b>International Business</b>	80	125
<b>TOTAL</b>	<b>767</b>	<b>1039</b>
Less :		
Other un-allocable expenditure net of un-allocable income	137	229
<b>TOTAL PROFIT/(LOSS) BEFORE TAX</b>	<b>904</b>	<b>1,268</b>
<b>3. CAPITAL EMPLOYED</b> (Segment Assets - Segment Liabilities)		
<b>Domestic Business</b>		
Individual Business	1962	1962
Institutional Business	5654	5654
<b>International Business</b>	3961	3961
Others	18540	18540
<b>TOTAL</b>	<b>30117</b>	<b>30117</b>

PRICE WATERHOUSE

**\*Notes :-**

1)(a) Pursuant to the Scheme of Arrangement 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). Accordingly, it is impracticable to provide results relating to periods ended 30th September 2003. Also, the figures in the audited financial statement for the 18 months period ended 31st March 2004 in column 4 includes operations of the GSB Undertaking for the 6 months period upto 31st March 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 16th July 2004. The aforesaid shares have been relisted at the Stock Exchanges of Ahmedabad, Chennai, Delhi, Kolkata, Mumbai and National Stock Exchange.

The Company has applied for delisting at the Stock Exchanges at Ahmedabad, Chennai, Delhi and Kolkata. The shares have been delisted from Ahmedabad Stock Exchange w.e.f. October 15, 2004 and Chennai Stock Exchange w.e.f. October 19, 2004.

2) The Statutory Auditors' in their report dated 28th June 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 ended 30th September 2004.

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 1st April 2004 the Company has redefined its business segments into Domestic Individual Business, Domestic Institutional Business and International Business. The Company till 31st March 2004 was viewing its business in terms of Learning and Software business. It is impracticable to reclassify the previous period as per the redefined business segments. Further, the Company from this quarter has allocated corporate expenses pertaining to business support functions to the defined segments on the basis of revenue.

4) During the quarter the Company has invested Rs.458 Lacs in the Equity Shares of its wholly owned subsidiary NIIT Antilles NV, Netherlands Antilles.

5) Development, Production and Execution expenses include course execution charges for the quarter ended September 30, 2004 amounting to Rs.1,271 Lacs. (Previous accounting year ended 31st March 2004-Rs.7,176 Lacs)

6) Certain costs have been shared by the Company with NIIT Technologies Limited. This resulted in the Company incurring Rs 14 lacs (net) which has been included in the expenses.

7) The Company had no pending investor complaints as on September 30, 2004. During the quarter ended September 30, 2004, 40 complaints were received and were resolved immediately.

8) The figures of the previous period have been regrouped/ reclassified to conform to the current quarter's classification.

9) The above results have been approved and taken on record by the Board of Directors of the Company at its meeting held on October 27, 2004.

By order of the Board



Vijay K. Thadani  
Whole-time Director

Place: New Delhi  
Dated: October 27, 2004

PRINCE VENTURE HOUSE