

M A Y R P H S I S

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NIP

“METAMOREPHOSIS”

When two pebbles drop in a serene pond, the ripples they create move towards each other.

And when they meet, they create a beautiful new form.

In NIIT, this unique happening occurs when the many synergies of its interlinked businesses produce new paradigms in business. The way the synergy between Training and Software creates Educational Multimedia

elevating Value Addition into a new paradigm - Value Multiplication.

A phenomenon we like to call *Metamorphosis*.

Board of Directors

Shiv Nadar

Chairman

Rajendra S Pawar

Vice Chairman

Vijay K Thadani

President & Chief Executive Officer

P Rajendran

Chief Operating Officer

Arvind Thakur

Senior Vice President

Gopal D Chakravarthy

Senior Vice President

Auditors

Price Waterhouse

Financial Institutions / Bankers

ANZ Grindlays Bank

Citibank NA

Export Import Bank of India

Housing Development Finance Corp.

ICICI Banking Corporation

Indian Overseas Bank

Industrial Credit & Investment Corp.
of India

Lloyds Bank

Sakura Bank

Wachovia Bank of Georgia

EVA Consultants

Stern Stewart & Co.

Registered Office & Investor Services Cell

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New Delhi 110 020 India

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Website : <http://www.niit.com>

NIIT NetVarsity : <http://www.niitnetvarsity.com>

At various places in the report we have used terms that we use for NIIT employees and NIIT students. They are: employees are *NIIT-ians*, family members of *NIIT-ians* are *AffiniIT-ians*, students of NIIT are *Student NIIT-ians*.

All Trademarks Acknowledged

Investors' Handbook

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NIIT

Dear Shareowner,

We, at NIIT, have been constantly looking at enhancing the quality of our investor services. With initiatives ranging from ensuring a zero-defect norm of 15 days for processing all share transfers to dematerialisation of its shares, investor services and protection has assumed a new dimension at NIIT. This focus and the need to constantly upgrade the quality of its investor services has seen NIIT take several steps including creating ISO 9000 compliant processes for investor servicing, upgradation of share accounting hardware and software and 24 hour response to investor queries through e-mail.

Based on our experience over the years, we have compiled this Handbook with suggested guidelines to enable us to serve you better and eliminate avoidable delays in our investor services.

TRANSFER OF SHARES

- Please buy and sell your shares only through recognised share brokers duly registered with stock exchanges and SEBI
- Kindly ensure that the broker's stamp along with his SEBI registration/ code number is affixed on the reverse of the Transfer Deed .
- Your specimen signature(s) as appearing on the Transfer Deed and taken on record by us are the only identification record with us and we suggest you keep a copy of the same with you so as to maintain uniformity in the future.
- Kindly ensure that any change in your specimen signatures should be intimated to us immediately along with your revised signature, duly attested by your banker, with an affidavit duly sworn and attested in the presence of a notary public/magistrate/gazetted officer.
- Please ensure all relevant columns in the Transfer Deed are filled in complete detail and are legible.
- Please affix share transfer stamps @ 0.5% (rounded off to the nearest rupee) of the market value of shares on the date of execution of the Transfer Deed.
- Kindly ensure that the Transfer Deed is lodged with the Company within one year of the date of the Transfer Deed or the date of the immediately following book closure of the Company, whichever is later. Date of Transfer Deed is the date stamped on the top of the Transfer Deed under the signature of the authorised officer of the Central Government.

- In case the transferee intends signing through a constituted attorney, please ensure that a certified true copy of the relevant Power of Attorney is furnished.
- In case the transferor has signed through a constituted attorney and the said Power of Attorney is already registered with the Company, the concerned registration number allotted by the Company for the same should be clearly written on the back of the Transfer Deed at the appropriate place.
- In case of Non Resident Indians and Overseas Corporate Bodies, certified true copy of the concerned RBI permission for investment in Indian companies should be furnished. In addition, Power of Attorney/Custodial Agreements, bank mandate details and local address for the purpose of despatch of corporate information, benefits and statutory notices, should also be furnished.
- In the case of registered companies, kindly ensure that a certified true copy of Memorandum (containing investments in shares as one of the objects of the Company) and Articles of Association, Board Resolution and other relevant papers with regard to authorised signatories and investment powers are furnished.
- For Foreign Institutional Investors, please ensure that copies of requisite RBI and SEBI permissions, Custodial Agreements/Power of Attorney and other applicable documents are furnished.
- For Institutional Investors/Banks, please ensure that copies of requisite Custodial Agreements/Power of Attorney, SEBI registration certificate, Board Resolution and other applicable documents should be furnished.
- Please ensure addresses are complete (including PIN code) and written legibly. Incorrect/ incomplete address may lead to non-delivery of your share certificates, dividend warrants and other corporate benefits or any other communication from the Company.
- Kindly mention your telephone/fax/e-mail nos. in the forwarding letter to enable us to contact you in case required.
- We advise that you retain copies of all documents forwarded to the Company as well as the concerned postal registration slip or hand delivery receipt. This will facilitate expeditious disposal of any future query you may have in the matter.

- In case you are an existing shareholder and already having a folio with the Company, kindly quote your existing folio number in the Transfer Deed as well as in the forwarding letter to enable us to register the shares in the same folio.
- As per current statutes, NIIT equity shares can not be transferred in the name of a trust.

As mentioned above, we follow a zero-defect norm of processing all transfer requests within 15 days from the day of receipt for transfer of shares, provided all the formalities are complete and there are no discrepancies. If you do not receive a response from us within 30 days of lodging your transfer request, please contact us with details of documents so that necessary action can be initiated to protect your interests.

CONVERSION OF SINGLE HOLDINGS INTO JOINT HOLDINGS OR VICE-VERSA

- Requests for conversion, including transfers within the family, amount to a transfer as these lead to a change in the ownership of shares. Kindly ensure that such requests are accompanied by a Transfer Deed, duly executed and stamped, along with original Share Certificates.

TRANSMISSION OF SHARES

- In case the shareholding is in joint names, kindly furnish a certified true copy of the death certificate (duly certified by notary public/magistrate/gazetted officer) along with the relevant Share Certificates so that the name of the deceased can be deleted from our records and the concerned certificates.
- In case the shares are held in the single name, please furnish the share certificates along with the concerned Succession Certificate/ Letter of Probate/ Will of deceased/ Letters of Administration.

TRANSPPOSITION

- Transposition of shares involves change in the order of names as appearing on the Share Certificates and in the concerned records of the Company. All requests for transposition may kindly be signed by all joint holders in respect of the entire holding and original share certificates should be submitted to us. Transposition does not involve any stamp duty.

CHANGE IN THE NAMES OF SHAREHOLDERS

- o In case of an Individual, a copy of the concerned notification in the Official Gazette or an affidavit duly sworn on a stamp paper of appropriate value and certified by notary public/magistrate/gazetted officer, may kindly be furnished to us. In addition, your banker should duly attest the new specimen signature.
- o In case of Companies, a certified copy of the fresh Certificate of Incorporation issued by the Registrar of Companies consequent to the change in the name may be furnished .

CHANGE OF ADDRESS

- o In case of change in address, please ensure that a written request signed by all holders is sent to us quoting the relevant folio number. Kindly ensure that the signature/s appearing in such requests should be the same as the specimen signature/s recorded with us.

LOSS OF SHARE CERTIFICATES

- o Please lodge an FIR with the local police immediately.
- o Inform the Company simultaneously, giving the details of the concerned share certificate/s along with a certified true copy of the FIR. Kindly note that in the absence of a certified copy of the FIR or a Court Order to the effect, we will not be able to put any "Stop Transfer" on the Shares.
- o Upon receipt of such intimation, we will advise you on the procedure to be followed for obtaining duplicate share certificates.

CONSOLIDATION OF FOLIOS

- o Do let us know in case you have more than one folio in the same name or in the same order of names (in case of joint holdings). We strongly recommend that you consolidate your holding in one folio. Such consolidation would avoid multiple communications including dividend warrants from the Company.

DIVIDENDS

- o In order to protect against any fraudulent interception and encashment of your dividend warrants, we strongly recommend that you provide us the name of your bank, branch and account number, to enable us to incorporate the same in your dividend warrants.

- In case of non-receipt of any dividend warrants, you may kindly intimate the Company.
- We would like to bring to your attention that, in view of the amendments made in the Income Tax Act, 1961 by the Finance Bill 1997, no tax is now required to be deducted at source from the dividend payout. Therefore, you are no longer required to submit Form 15G for exemption from deduction of tax at source.
- Please note that unclaimed dividends are required to be transferred by the Company to the General Revenue Account of Central Government after the expiry of three years. Such dividends can, thereafter, be claimed from the Registrar of Companies, NCT of Delhi & Haryana, Paryavaran Bhavan, CGO Complex, New Delhi 110 003.
- The unclaimed dividend for the financial year 1992-93 has already been transferred to the Central Government treasury and the same for the year 1993-94 will be transferred by 10th May, 1998. Any shareholder whose dividend for the year 1992-93 is unclaimed may claim the same from the Registrar of Companies, NCT of Delhi & Haryana at the address mentioned above by submitting the prescribed Form No. II.
- Shareholders whose dividend for the year 1993-94 is still unpaid are kindly advised to deposit the said revalidated dividend warrants with their bank immediately.

DEMATERIALISATION OF SHARES

Dematerialisation refers to the conversion of physical shares into electronic shares. It involves the surrender of physical share certificates by the shareholder to the Depository Participant (financial intermediaries who will be the interface between the Depository, Investor and the Company), the cancellation of these certificates by the Company and, on receipt of such advice from the Company, their conversion into electronic entries by the Depository in its database. The Company gets the list of shareholders (in electronic form) as on a record date from the Depository and distributes any dividend, bonus/rights shares etc. directly to the concerned shareholders.

The process for dematerialisation is as follows :

- The shareholder opens an account with any Depository Participant. A list of such participants is available from the Company on request.
- The shareholder fills up the Dematerialisation Request Form (available with the Depository Participant) and deposits the Share Certificates, after cancelling the same, along with this Form to the Depository Participant.

- o The Depository Participant intimates NSDL (National Securities Depository Ltd. - the Depository) of the request and submits the concerned certificates to the Company for the purpose.
- o Based on its acceptance of the dematerialisation, the Shares are then converted into electronics shares by the Company, which updates its records accordingly and informs NSDL of the completion of dematerialization.
- o NSDL, in turn, updates its records and informs the Depository Participant of such dematerialisation.
- o The Depository Participant updates its records and informs the shareholder accordingly in the form of a statement of balance.

The concerned shares now stand dematerialised and can be bought and sold in the stock market in the same manner as physical shares. Dematerialised shares can be reconverted into physical share certificates through the process of rematerialisation which needs to be initiated through the Depository Participant.

We do hope that you will find this booklet useful. We welcome your feedback and suggestions to improve our investor services.

Yours cordially,



Sunil Nagpal
Company Secretary

For further details please contact:

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