

Company In-Depth

9 April 2007 | 11 pages

NIIT (NIIT.BO)

Buy: Pricing Power Returns; Raising Target Price

 Rating change
 Target price change
 Estimate change

- Retail training upswing intact** — The upswing is being driven by the underlying trends in the IT industry: Indian IT companies are recruiting non-engineering resources for new service lines like testing, IMS and maintenance services; and non-IT engineers from tier 2 & 3 colleges are looking at short-term courses to improve their job prospects, driving career segment enrollment for NIIT.
- Pricing power returns** — With campus wages on an upswing, we think there is a case for another fee hike after a 20-25% rise in June 2006. *Our channel checks indicate that NIIT has already implemented an 8-15% hike in CATS (short term re-skilling) courses.* We expect a similar hike in GNIIT and AAE in May-Jun 07.
- Case for re-rating** — We have again raised our estimates for the domestic retail training business. We now expect an EBITDA CAGR of 45%+ over FY06-09 (one of the highest in our IT coverage universe); we believe a re-rating is imminent. We use 12x (up from 10x) as our target EV/EBITDA for the organic training business.
- Near-term correction cannot be ruled out** — While we remain positive on the medium-to-long term prospects for the business, the stock is exposed to the risk of some correction near-term because it has run up 125% in the past 6 months.
- Raising estimates and target price** — We are raising our estimates slightly for the retail training business while largely maintaining our other forecasts. Also, we incorporate new prices for NIIT Tech stake and value the organic learning business at 12x average FY08E-09E EBITDA. Our new sum-of-the-parts values NIIT at Rs870.

Buy/Medium Risk	1M
Price (09 Apr 07)	Rs706.25
Target price	Rs870.00
	<i>from Rs690.00</i>
Expected share price return	23.2%
Expected dividend yield	1.0%
Expected total return	24.2%
Market Cap	Rs13,952M
	US\$327M

Price Performance (RIC: NIIT.BO, BB: NIIT IN)



See Appendix A-1 for Analyst Certification and important disclosures.

Statistical Abstract

Year to	Net Profit	Diluted EPS	EPS growth	P/E	P/B	ROE	Yield
31 Mar	(RsM)	(Rs)	(%)	(x)	(x)	(%)	(%)
2005A	348	17.52	na	40.3	5.8	na	0.8
2006A	414	19.29	10.1	36.6	5.1	16.5	0.8
2007E	526	24.22	25.5	29.2	4.5	18.4	1.0
2008E	958	43.75	80.6	16.1	3.6	27.9	1.1
2009E	1,483	67.45	54.2	10.5	2.7	33.2	1.1

Source: Powered by dataCentral

Hitesh Shah¹

 +91-22-6631-9872
 hitesh.b.shah@citigroup.com

Surendra Goyal, CFA¹

 +91-22-6631-9870
 surendra.goyal@citigroup.com

Citigroup Research is a division of Citigroup Global Markets Inc. (the "Firm"), which does and seeks to do business with companies covered in its research reports. As a result, investors should be aware that the Firm may have a conflict of interest that could affect the objectivity of this report. Investors should consider this report as only a single factor in making their investment decision. Non-US research analysts who have prepared this report are not registered/qualified as research analysts with the NYSE and/or NASD.

Customers of the Firm in the United States can receive independent, third-party research on the company or companies covered in this report, at no cost to them, where such research is available. Customers can access this independent research at <http://www.smithbarney.com> (for retail clients) or <http://www.citigroupgeo.com> (for institutional clients) or can call (866) 836-9542 to request a copy of this research.

¹Citigroup Global Market India Private Limited

<http://deadpresident.blogspot.com>

Fiscal year end 31-Mar	2005	2006	2007E	2008E	2009E
Valuation Ratios					
P/E adjusted (x)	40.3	36.6	29.2	16.1	10.5
EV/EBITDA adjusted (x)	na	19.7	17.7	11.5	7.8
P/BV (x)	5.8	5.1	4.5	3.6	2.7
Dividend yield (%)	0.8	0.8	1.0	1.1	1.1
Per Share Data (Rs)					
EPS adjusted	17.52	19.29	24.22	43.75	67.45
EPS reported	17.52	19.29	24.22	43.75	67.45
BVPS	121.58	138.09	156.45	196.00	261.87
DPS	5.50	6.00	7.00	7.50	8.00
Profit & Loss (RsM)					
Net sales	3,984	4,507	7,567	9,814	11,404
Operating expenses	-3,840	-4,280	-7,268	-9,013	-10,054
EBIT	144	227	299	801	1,350
Net interest expense	0	0	0	0	0
Non-operating/exceptionals	73	38	-81	-140	-91
Pre-tax profit	217	266	218	661	1,259
Tax	-10	-29	3	-99	-252
Extraord./Min.Int./Pref.div.	141	177	305	397	476
Reported net income	348	414	526	958	1,483
Adjusted earnings	348	414	526	958	1,483
Adjusted EBITDA	626	703	827	1,301	1,770
Growth Rates (%)					
Sales	na	13.1	67.9	29.7	16.2
EBIT adjusted	na	57.8	31.7	167.8	68.5
EBITDA adjusted	na	12.4	17.6	57.3	36.0
EPS adjusted	na	10.1	25.5	80.6	54.2
Cash Flow (RsM)					
Operating cash flow	-253	92	1,062	1,264	1,689
Depreciation/amortization	482	476	528	500	420
Net working capital	-876	-562	232	62	171
Investing cash flow	-234	-582	-2,690	-1,009	-1,030
Capital expenditure	-198	-522	-2,372	-550	-550
Acquisitions/disposals	0	0	0	0	0
Financing cash flow	32	585	1,311	-376	-598
Borrowings	153	678	1,522	-200	-400
Dividends paid	-121	-131	-154	-176	-198
Change in cash	-455	95	-317	-122	61
Balance Sheet (RsM)					
Total assets	3,817	5,105	7,469	8,669	10,078
Cash & cash equivalent	545	701	631	896	1,492
Accounts receivable	1,258	1,895	2,073	2,420	2,656
Net fixed assets	441	795	1,192	1,446	1,709
Total liabilities	1,411	2,379	4,429	4,847	4,971
Accounts payable	831	1,132	1,665	2,159	2,509
Total Debt	412	1,090	2,612	2,412	2,012
Shareholders' funds	2,405	2,725	3,041	3,823	5,107
Profitability/Solvency Ratios (%)					
EBITDA margin adjusted	15.7	15.6	10.9	13.3	15.5
ROE adjusted	na	16.5	18.4	27.9	33.2
ROIC adjusted	na	8.3	8.4	15.9	25.2
Net debt to equity	-5.5	14.3	65.1	39.7	10.2
Total debt to capital	14.6	28.6	46.2	38.7	28.3

For further data queries on Citigroup's full coverage universe please contact CIR Data Services Asia Pacific at CitiResearchDataServices@citigroup.com or +852-2501-2791



<http://deadpresident.blogspot.com>

Upswing intact; pricing power returns

The upswing in the retail training industry is driven by some key underlying trends in the IT industry: (a) Indian IT companies recruiting non-engineering resources for new service lines like testing, IMS and standardized maintenance services — this is driving GNIIT enrollment; and (b) non-IT engineers from tier 2 & 3 colleges are looking at short-term courses to improve their job prospects — this is driving ANIIT enrollment.

NIIT, the market leader in the IT training industry, has been the key beneficiary of this trend. NIIT raised its course fees by 20-25% in June 2006 after a gap of a few years. Despite this hike, GNIIT enrollment increased by ~100% yoy during the June-Sept period.

Average realization to keep moving up in FY08E

We expect average realization (revenue per student) for NIIT to continue to increase in FY08 and FY09 due to a combination of three factors: a) more students coming at higher price points and students from earlier courses moving out of the system after completing their courses; b) changes in the enrollment profile — a higher share of career segment enrollment; and c) another likely fee hike in the May-June period.

Case for another fee hike? Campus wages on an upswing bodes well for NIIT

Campus salaries for fresh graduates have been on an upswing. After a 10-15% hike this year, Indian IT majors are expected to give another campus level fresher a salary hike of 10% next year. Clearly, this has reduced the pay-back period for a student enrolling for the career segment IT courses.

We see a good possibility of fee hikes in the coming few months as the training industry sees seasonal uptick with the back-to-school period around May-Sept. Our channel checks indicate that NIIT has already introduced fee hikes of 8-15% for short-term re-skilling courses (*erstwhile CATS courses*). We expect NIIT to take similar hikes for its flagship course GNIIT (3-year career program) and AAE (4 months full-time program for engineering graduates).

New innovative products – Network Labs, ANIIT should fuel growth

NIIT has launched new courses to cater to increasing demand from the industry for specialized skill-set. Over the past few months, the company has launched two key offerings — NetworkLABS and IAE (Integrated ANIIT for Engineers).

NIIT NetworkLABS is one year industry-endorsed course covering networking and infrastructure management technologies. The curriculum has been designed in partnership with global technology leaders such as 3Com, CompTIA, Intel and Microsoft, and is mapped to job profiles as per industry requirements for the IMS service line. NIIT has placement partnerships with a few major IT companies ready to absorb through relevant career openings. This program also has options of pursuing certification programmes such as A+, Network+, MCDST (Microsoft Certified Desktop Support Technician), MCSE (Microsoft Certified Systems Engineer), and CCNA (Cisco Certified Network Associate). This course has been initially launched in Chennai and Delhi, and would be gradually rolled out to other locations.

<http://deadpresident.blogspot.com>

IAE (Integrated ANIIT for Engineers) is a newer version of AAE (Accelerate ANIIT for Engineers). It is a five-semester-long dual-qualification program to be pursued alongside engineering studies. This course has been launched in Chennai, Hyderabad, Bangalore, Pune and Delhi. IAE has widened the target market for the ANIIT curriculum, as earlier it was only available to graduate engineers after completing their graduation.

Figure 1. NIIT — Breakdown by Business

	FY06	FY07E	Change	FY08E	Change	FY09E	Change
Individual business							
Net revenue	1,670	2,465	47.6%	3,384	37.3%	4,116	21.6%
Operating profit	128	421	228.9%	776	84.3%	1,008	29.9%
Operating margin	7.7%	17.1%	941bp	22.9%	585bp	24.5%	156bp
Institutional business							
Net revenue	1,175	812	-30.9%	688	-15.4%	704	2.4%
Operating profit	214	96	-55.0%	89	-7.2%	106	18.1%
Operating margin	18.2%	11.9%	-636bp	13.0%	114bp	15.0%	200bp
Corporate business							
Net revenue	1,661	1,931	16.3%	2,307	19.5%	2,768	20.0%
Operating profit	260	290	11.5%	345	19.0%	429	24.4%
Operating margin	15.7%	15.0%	-64bp	15.0%	-6bp	15.5%	55bp
Existing NIIT businesses							
Net revenue	4,506	5,208	15.6%	6,378	22.5%	7,587	19.0%
Operating profit	602	807	34.1%	1,210	49.9%	1,543	27.5%
Operating margin	13.4%	15.5%	214bp	19.0%	348bp	20.3%	136bp
New business - IFBI and Imperia							
Net revenue		69		150	117.4%	225	50.0%
Operating profit		-104		-69	NM	0	NM
Operating margin		-150.4%		-46.0%	10436bp	0.0%	4600bp
ElementK							
Net revenue		2,289		3,286	43.6%	3,591	9.3%
Operating profit		66		150	127.8%	287	91.6%
Operating margin		2.9%		4.6%	169bp	8.0%	344bp
NIIT consolidated							
Net revenue	4,506	7,566	67.9%	9,814	29.7%	11,404	16.2%
Operating profit	602	769	27.8%	1,291	67.8%	1,830	41.7%
Operating margin	13.4%	10.2%	-319bp	13.2%	299bp	16.0%	289bp

Source: Company Reports and Citigroup Investment Research estimates

US corporate business – consolidation to drive pricing power

The US corporate business continues to consolidate. SkillsSoft now expects to close NETg acquisition by May/June 2007. We expect pricing power to return to learning platform vendors after a series of consolidation in the US corporate training market. (Refer our NIIT initiation report *“Initiating at Buy: Structural Upturn, Play the Leader in IT Training”*, 29 November 2006 for a detailed discussion of industry consolidation.) We have maintained our estimates for this business.

Institutional business – Status quo

We have maintained our estimates for this business, which is reducing as a percentage of overall revenue as the retail business accelerates and ElementK gives scale to the corporate business. We expect this business to further decline in FY08 by 15% after a ~31% decline in FY07E.

<http://deadpresident.blogspot.com>

IFBI, Imperia – prospects look good but still not valuing them

IFBI (Institute of Finance, Banking and Insurance), has seen decent enrollment post its launch. A very good long-term growth driver, in our view, we believe it is still in its infancy. Imperia – distance executive management education – in partnership with Indian Institute of Management (IIMs) has also had a decent response, though we would wait to see how well NIIT can scale it up. We do not ascribe any value to both IFBI and Imperia.

Case for re-rating

We have raised our estimates marginally for the retail training business, incorporating better realization — primarily on the back of enrollment profile changes and more students coming at higher price points. Our overall EPS estimates for FY08-09 rise around 3%. We also factor in modest fee hikes for career segment courses. This has already happened for the CATS, and we expect it to flow to GNIIT and AAE courses over the next 2-3 months.

We now estimate a 35% revenue CAGR and a 99% EBITDA CAGR for the retail training business (individual business). We maintain our forecasts for other businesses. Overall, we estimate a 36% revenue CAGR, a 45% EBITDA CAGR and a 52% diluted EPS CAGR over the FY06-09 period.

On strong enrollment growth, pricing power returning, higher visibility, and operating leverage, we now use 12x to value the organic training business of NIIT (up from 10x earlier). We believe 12x is a fair EV/EBITDA multiple for a 45% EBITDA CAGR. It is at a small premium to the IT mid-cap valuation average, justified in our view by NIIT's growth prospects.

Figure 2. NIIT Sum-of-Parts Valuation — Highlighting Changes

	Previous	New	Comments
Core training business			EBITDA upgrade + Target multiple
EV/EBITDA (x)	10	12	Target multiple raised
EBITDA (FY08/FY08-09 avg) (Rs mn)	1,278	1,342	EBITDA upgraded by ~5%
EV (Rs mn)	12,783	16,103	
Net debt (Rs mn)	269	269	
Value for equity (Rs mn)	12,514	15,834	
ElementK			No change
Enterprise Value (US\$ mn)	40	40	ElementK valued at acquisition cost
Debt (US\$ mn)	35	35	
Value for equity (US\$ mn)	5	5	
Value for equity (Rs mn)	225	225	
New Business - IFBI and Imperia			No change
Equity valuation	0	0	We do not ascribe any value to this due to its nascent stage
NIIT Tech Stake valuation			Update NIIT Tech price
Average share price (Rs.)	353	440	Average price for last three weeks
No of shares (in mn)	9.66	9.66	
Value at current prices (Rs mn)	3,411	4,249	
Holding company discount	25%	25%	Holding company discount of 25%
Stake valuation (Rs mn)	2,558	3,187	
Consolidated valuation			
Total Equity Valuation (Rs mn)	15,297	19,246	
Fully diluted shares	22.14	22.14	
Fair value of a share (Rs.)	690	870	

Source: Citigroup Investment Research estimates

Figure 3. Indian IT Coverage Universe — Valuation Comparison Table

Company	RIC Code	Rating	Mkt cap (US\$m)	Price# (Rs.)	TP (Rs.)	P/E (x)		EV/EBITDA (x)		Div. Yield (%)	
						FY07E	FY08E	FY07E	FY08E	FY07E	FY08E
Infosys	INFY.BO	1L	26,722	2,044	2,660	31.2	24.1	24.9	19.0	0.6%	0.7%
TCS	TCS.BO	1L	27,902	1,217	1,560	28.7	22.5	23.3	18.1	0.8%	1.0%
Wipro	WIPR.BO	1L	19,204	562	730	28.8	22.4	22.8	17.6	1.4%	1.8%
Satyam	SATY.BO	1M	7,218	462	582	22.6	18.3	17.9	14.0	1.3%	1.7%
HCL Tech	HCLT.BO	1M	4,567	294	385	19.2	16.1	13.9	11.2	2.7%	2.7%
Patni*	PTNI.BO	1M	1,347	410	463	21.5	13.9	9.3	8.1	0.7%	0.9%
I-Flex	IFLX.BO	3M	4,145	2,127	1,850	53.4	40.4	41.1	28.8	0.1%	0.1%
Hexaware*	HEXT.BO	1M	529	170	214	18.9	15.1	16.2	10.1	0.9%	1.2%
NIIT	NIIT.BO	1M	327	706	870	29.2	16.1	17.3	12.2	1.0%	1.1%
Sasken	SKCT.BO	1M	341	510	653	29.5	16.3	16.3	11.3	0.6%	1.0%
KPIT	KPIT.BO	1M	232	133	173	24.6	14.9	13.8	10.5	0.4%	0.4%

Source: Citigroup Investment Research estimates; #As of 9 April 2007; *Using CY06E and CY07E for these companies (31-Dec year-ending).

NIIT

Company description

NIIT, an acknowledged leader in IT and IT-assisted training, provides learning and knowledge solutions in more than 30 countries. IDC brackets NIIT among the top 20 global IT training market leaders. NIIT's Knowledge Solutions Practice (SEI CMM Level 5 assessed) is a leading offshore vendor in knowledge management and eLearning. NIIT offers integrated learning solutions ranging from strategy and design to development, implementation and administration.

Investment thesis

We rate NIIT as Buy/Medium Risk (1M) with a target price of Rs870. As India's largest and most experienced IT training institute, NIIT looks well positioned to benefit from growing concerns over the supply of talent. In this context, we expect strong business momentum in the retail training business in India. India's retail IT training business is undergoing structural changes, which are being driven by 2 factors: (1) IT companies are looking for cheaper non-engineering talent; and (2) new non-IT engineers from less known universities are enrolling in IT training institutes to improve their job prospects. NIIT's corporate business is on a steady growth path with healthy new orders. The acquisition of ElementK should help NIIT build up its position in the US.

Valuation

We value NIIT using a sum-of-the-parts analysis, as we believe the organic training business and NIIT Tech services have different industry dynamics. Our target price of Rs870 is the sum of: (1) the core organic training business (based on EV/EBITDA, a widely used valuation tool for the business); (2) ElementK; and (3) holding in NIIT Technologies. We do not ascribe any value to the two new business initiatives as they are still in their infancy. We forecast EBITDA for the organic training business will post a 45% CAGR over FY06-09. At 12x average FY08-09E EBITDA, we value the organic training business at Rs16.1bn. We believe 12x is a fair EV/EBITDA multiple for a 45% EBITDA CAGR expectation. It is at a small premium to the average valuation for IT mid-caps, which in our view is justified by NIIT's growth prospects. After deducting net

<http://deadpresident.blogspot.com>

debt of Rs269m from the enterprise value, we get an equity valuation of Rs15.83bn. We have conservatively valued ElementK at the acquisition cost of US\$40m, net of debt (US\$35m). We are therefore factoring in only acquisition cost as enterprise value for ElementK. We estimate an equity contribution to NIIT of Rs225m. For NIIT Tech; we use a 25% discount to the average traded price of NIIT Tech for the last three trading weeks. The average traded price of NIIT Tech over the past three weeks has been Rs440, giving a value of Rs4.25bn. Using a 25% holding-company discount, we value NIIT's equity stake in NIIT Tech at Rs3.2bn for NIIT.

Risks

Although our quantitative risk-rating system — which tracks 260-day historical share-price volatility — suggests Low Risk, we rate NIIT as Medium Risk in keeping with our risk ratings for other mid-sized IT companies. The key downside risks to our target price include: (1) lower-than-expected enrollment in IT courses; (2) lower price realization in the domestic retail training business; (3) higher-than-expected inflation in fixed costs; (4) slower-than-expected fresh orders in the institutional business; (5) weaker-than-expected fresh orders in the corporate business; (6) integration risks from the acquisition of ElementK; and (7) receivables turning bad.

Appendix A-1

Analyst Certification

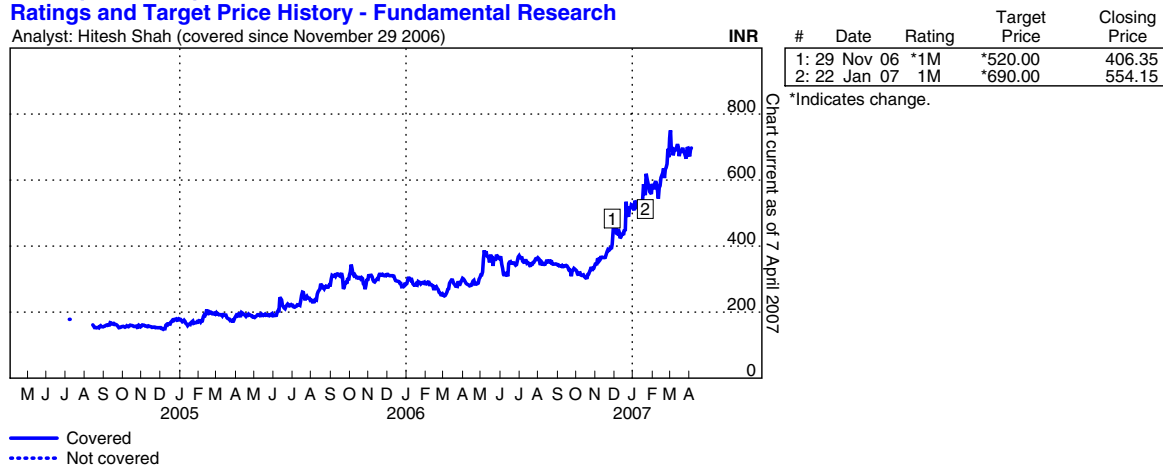
We, Hitesh Shah and Surendra Goyal, CFA, research analysts and the authors of this report, hereby certify that all of the views expressed in this research report accurately reflect our personal views about any and all of the subject issuer(s) or securities. We also certify that no part of our compensation was, is, or will be directly or indirectly related to the specific recommendation(s) or view(s) in this report.

IMPORTANT DISCLOSURES

NIIT (NIIT.BO)

Ratings and Target Price History - Fundamental Research

Analyst: Hitesh Shah (covered since November 29 2006)



Customers of the Firm in the United States can receive independent, third-party research on the company or companies covered in this report, at no cost to them, where such research is available. Customers can access this independent research at <http://www.smithbarney.com> (for retail clients) or <http://www.citigroupgeo.com> (for institutional clients) or can call (866) 836-9542 to request a copy of this research.

Citigroup Global Markets Inc. or its affiliates beneficially owns 1% or more of any class of common equity securities of Hexaware Technologies, Infosys Technologies, NIIT, Sasken Communication Technologies, Satyam Computers Services and Tata Consultancy Services. This position reflects information available as of the prior business day.

Citigroup Global Markets Inc. or its affiliates has received compensation for investment banking services provided within the past 12 months from Hexaware Technologies, I-Flex Solutions and Tata Consultancy Services.

Citigroup Global Markets Inc. or its affiliates expects to receive or intends to seek, within the next three months, compensation for investment banking services from Tata Consultancy Services.

Citigroup Global Markets Inc. or an affiliate received compensation for products and services other than investment banking services from HCL Technologies, I-Flex Solutions, Infosys Technologies, NIIT, Patni Computer Systems, Sasken Communication Technologies, Satyam Computers Services, Tata Consultancy Services and Wipro in the past 12 months.

Citigroup Global Markets Inc. currently has, or had within the past 12 months, the following company(ies) as investment banking client(s): Hexaware Technologies, I-Flex Solutions and Tata Consultancy Services.

Citigroup Global Markets Inc. currently has, or had within the past 12 months, the following company(ies) as clients, and the services provided were non-investment-banking, securities-related: HCL Technologies, I-Flex Solutions, Infosys Technologies, Sasken Communication Technologies, Satyam Computers Services, Tata Consultancy Services and Wipro.

Citigroup Global Markets Inc. currently has, or had within the past 12 months, the following company(ies) as clients, and the services provided were non-investment-banking, non-securities-related: HCL Technologies, I-Flex Solutions, Infosys Technologies, NIIT, Patni Computer Systems, Sasken Communication Technologies, Satyam Computers Services, Tata Consultancy Services and Wipro.

Analysts' compensation is determined based upon activities and services intended to benefit the investor clients of Citigroup Global Markets Inc. and its affiliates ("the Firm"). Like all Firm employees, analysts receive compensation that is impacted by overall firm profitability, which includes revenues from, among other business units, the Private Client Division, Institutional Sales and Trading, and Investment Banking.

The Firm is a market maker in the publicly traded equity securities of Infosys Technologies, Satyam Computers Services and Wipro.

For important disclosures (including copies of historical disclosures) regarding the companies that are the subject of this Citigroup Investment Research product ("the Product"), please contact Citigroup Investment Research, 388 Greenwich Street, 29th Floor, New York, NY, 10013, Attention: Legal/Compliance. In addition, the same important disclosures, with the exception of the Valuation and Risk assessments and historical disclosures, are contained on the Firm's disclosure website at www.citigroupgeo.com. Private Client Division clients should refer to www.smithbarney.com/research. Valuation and Risk assessments can be found in the text of the most recent research note/report regarding the subject company. Historical disclosures (for up to the past three years) will be provided upon request.

Citigroup Investment Research Ratings Distribution

Data current as of 31 March 2007

	Buy	Hold	Sell
Citigroup Investment Research Global Fundamental Coverage (3215)	45%	40%	15%
% of companies in each rating category that are investment banking clients	45%	42%	32%

<http://deadpresident.blogspot.com>

India -- Asia Pacific (130)	58%	14%	28%
<i>% of companies in each rating category that are investment banking clients</i>	42%	50%	42%

Guide to Fundamental Research Investment Ratings:

Citigroup Investment Research's stock recommendations include a risk rating and an investment rating.

Risk ratings, which take into account both price volatility and fundamental criteria, are: Low (L), Medium (M), High (H), and Speculative (S).

Investment ratings are a function of Citigroup Investment Research's expectation of total return (forecast price appreciation and dividend yield within the next 12 months) and risk rating.

For securities in emerging markets (Asia Pacific, Emerging Europe/Middle East/Africa, and Latin America), investment ratings are: Buy (1) (expected total return of 15% or more for Low-Risk stocks, 20% or more for Medium-Risk stocks, 30% or more for High-Risk stocks, and 40% or more for Speculative stocks); Hold (2) (5%-15% for Low-Risk stocks, 10%-20% for Medium-Risk stocks, 15%-30% for High-Risk stocks, and 20%-40% for Speculative stocks); and Sell (3) (5% or less for Low-Risk stocks, 10% or less for Medium-Risk stocks, 15% or less for High-Risk stocks, and 20% or less for Speculative stocks).

Investment ratings are determined by the ranges described above at the time of initiation of coverage, a change in investment and/or risk rating, or a change in target price (subject to limited management discretion). At other times, the expected total returns may fall outside of these ranges because of market price movements and/or other short-term volatility or trading patterns. Such interim deviations from specified ranges will be permitted but will become subject to review by Research Management. Your decision to buy or sell a security should be based upon your personal investment objectives and should be made only after evaluating the stock's expected performance and risk.

Guide to Corporate Bond Research Credit Opinions and Investment Ratings:

Citigroup Investment Research's corporate bond research issuer publications include a fundamental credit opinion of Improving, Stable or Deteriorating and a complementary risk rating of Low (L), Medium (M), High (H) or Speculative (S) regarding the credit risk of the company featured in the report. The fundamental credit opinion reflects the CIR analyst's opinion of the direction of credit fundamentals of the issuer without respect to securities market vagaries. The fundamental credit opinion is not geared to, but should be viewed in the context of debt ratings issued by major public debt ratings companies such as Moody's Investors Service, Standard and Poor's, and Fitch Ratings.

CBR risk ratings are approximately equivalent to the following matrix:

Low Risk -- Triple A to Low Double A

Low to Medium Risk -- High Single A through High Triple B

Medium to High Risk -- Mid Triple B through High Double B

High to Speculative Risk -- Mid Double B and Below

The risk rating element illustrates the analyst's opinion of the relative likelihood of loss of principal when a fixed-income security issued by a company is held to maturity, based upon both fundamental and market risk factors. Certain reports published by Citigroup Investment Research will also include investment ratings on specific issues of companies under coverage which have been assigned fundamental credit opinions and risk ratings. Investment ratings are a function of Citigroup Investment Research's expectations for total return, relative return (to publicly available Citigroup bond indices performance), and risk rating. These investment ratings are: Buy/Overweight -- the bond is expected to outperform the relevant Citigroup bond market sector index (Broad Investment Grade, High Yield Market or Emerging Market), performances of which are updated monthly and can be viewed at <http://www.sd.ny.ssb.com/> using the "Indexes" tab; Hold/Neutral Weight -- the bond is expected to perform in line with the relevant Citigroup bond market sector index; or Sell/Underweight -- the bond is expected to underperform the relevant sector of the Citigroup indexes.

OTHER DISCLOSURES

The subject company's share price set out on the front page of this Product is quoted as at 09 April 2007 03:42 PM on the issuer's primary market.

Within the past 5 years, Citigroup Global Markets Inc. or its affiliates has acted as manager or co manager of an offering of equity securities of I-Flex Solutions, Infosys Technologies, Patni Computer Systems and Satyam Computers Services.

Citigroup Global Markets Inc. and/or its affiliates has a significant financial interest in relation to Wipro. (For an explanation of the determination of significant financial interest, please refer to the policy for managing conflicts of interest which can be found at www.citigroupgeo.com.)

Citigroup Global Markets Inc. or its affiliates beneficially owns 2% or more of any class of common equity securities of Infosys Technologies, NIIT, Sasken Communication Technologies and Satyam Computers Services.

Citigroup Global Markets Inc. or its affiliates beneficially owns 5% or more of any class of common equity securities of Hexaware Technologies and Tata Consultancy Services.

Citigroup Global Markets Inc. or its affiliates holds a long position in any class of common equity securities of HCL Technologies, I-Flex Solutions, Infosys Technologies, Patni Computer Systems, Sasken Communication Technologies, Satyam Computers Services, Tata Consultancy Services and Wipro.

For securities recommended in the Product in which the Firm is not a market maker, the Firm is a liquidity provider in the issuers' financial instruments and may act as principal in connection with such transactions. The Firm is a regular issuer of traded financial instruments linked to securities that may have been recommended in the Product. The Firm regularly trades in the securities of the subject company(ies) discussed in the Product. The Firm may engage in securities transactions in a manner inconsistent with the Product and, with respect to securities covered by the Product, will buy or sell from customers on a principal basis.

Securities recommended, offered, or sold by the Firm: (i) are not insured by the Federal Deposit Insurance Corporation; (ii) are not deposits or other obligations of any insured depository institution (including Citibank); and (iii) are subject to investment risks, including the possible loss of the principal amount invested. Although information has been obtained from and is based upon sources that the Firm believes to be reliable, we do not guarantee its accuracy and it may be incomplete and condensed. Note, however, that the Firm has taken all reasonable steps to determine the accuracy and completeness of the disclosures made in the Important Disclosures section of the Product. The Firm's research department has received assistance from the subject company(ies) referred to in this Product including, but not limited to, discussions with management of the subject company(ies). Firm policy prohibits research analysts from sending draft research to subject companies. However, it should be presumed that the author of the Product has had discussions with the subject company to ensure factual accuracy prior to publication. All opinions, projections and

<http://deadpresident.blogspot.com>

estimates constitute the judgment of the author as of the date of the Product and these, plus any other information contained in the Product, are subject to change without notice. Prices and availability of financial instruments also are subject to change without notice. Notwithstanding other departments within the Firm advising the companies discussed in this Product, information obtained in such role is not used in the preparation of the Product. Although Citigroup Investment Research does not set a predetermined frequency for publication, if the Product is a fundamental research report, it is the intention of Citigroup Investment Research to provide research coverage of the/those issuer(s) mentioned therein, including in response to news affecting this issuer, subject to applicable quiet periods and capacity constraints. The Product is for informational purposes only and is not intended as an offer or solicitation for the purchase or sale of a security. Any decision to purchase securities mentioned in the Product must take into account existing public information on such security or any registered prospectus.

Investing in non-U.S. securities, including ADRs, may entail certain risks. The securities of non-U.S. issuers may not be registered with, nor be subject to the reporting requirements of the U.S. Securities and Exchange Commission. There may be limited information available on foreign securities. Foreign companies are generally not subject to uniform audit and reporting standards, practices and requirements comparable to those in the U.S. Securities of some foreign companies may be less liquid and their prices more volatile than securities of comparable U.S. companies. In addition, exchange rate movements may have an adverse effect on the value of an investment in a foreign stock and its corresponding dividend payment for U.S. investors. Net dividends to ADR investors are estimated, using withholding tax rates conventions, deemed accurate, but investors are urged to consult their tax advisor for exact dividend computations. Investors who have received the Product from the Firm may be prohibited in certain states or other jurisdictions from purchasing securities mentioned in the Product from the Firm. Please ask your Financial Consultant for additional details. Citigroup Global Markets Inc. takes responsibility for the Product in the United States. Any orders by US investors resulting from the information contained in the Product may be placed only through Citigroup Global Markets Inc.

The Citigroup legal entity that takes responsibility for the production of the Product is the legal entity which the first named author is employed by. The Product is made available in Australia to wholesale clients through Citigroup Global Markets Australia Pty Ltd. (ABN 64 003 114 832 and AFSL No. 240992) and to retail clients through Citigroup Wealth Advisors Pty Ltd. (ABN 19 009 145 555 and AFSL No. 240813), Participants of the ASX Group and regulated by the Australian Securities & Investments Commission. Citigroup Centre, 2 Park Street, Sydney, NSW 2000. The Product is made available in Australia to Private Banking wholesale clients through Citigroup Pty Limited (ABN 88 004 325 080 and AFSL 238098). Citigroup Pty Limited provides all financial product advice to Australian Private Banking wholesale clients through bankers and relationship managers. If there is any doubt about the suitability of investments held in Citigroup Private Bank accounts, investors should contact the Citigroup Private Bank in Australia. Citigroup companies may compensate affiliates and their representatives for providing products and services to clients. If the Product is being made available in certain provinces of Canada by Citigroup Global Markets (Canada) Inc. ("CGM Canada"), CGM Canada has approved the Product. Citigroup Place, 123 Front Street West, Suite 1100, Toronto, Ontario M5J 2M3. The Product may not be distributed to private clients in Germany. The Product is distributed in Germany by Citigroup Global Markets Deutschland AG & Co. KGaA, which is regulated by Bundesanstalt fuer Finanzdienstleistungsaufsicht (BaFin). Frankfurt am Main, Reuterweg 16, 60323 Frankfurt am Main. If the Product is made available in Hong Kong by, or on behalf of, Citigroup Global Markets Asia Ltd., it is attributable to Citigroup Global Markets Asia Ltd., Citibank Tower, Citibank Plaza, 3 Garden Road, Hong Kong. Citigroup Global Markets Asia Ltd. is regulated by Hong Kong Securities and Futures Commission. If the Product is made available in Hong Kong by The Citigroup Private Bank to its clients, it is attributable to Citibank N.A., Citibank Tower, Citibank Plaza, 3 Garden Road, Hong Kong. The Citigroup Private Bank and Citibank N.A. is regulated by the Hong Kong Monetary Authority. The Product is made available in India by Citigroup Global Markets India Private Limited, which is regulated by Securities and Exchange Board of India. Bakhtawar, Nariman Point, Mumbai 400-021. If the Product was prepared by Citigroup Investment Research and distributed in Japan by Nikko Citigroup Ltd., it is being so distributed under license. Nikko Citigroup Limited is regulated by Financial Services Agency, Securities and Exchange Surveillance Commission, Japan Securities Dealers Association, Tokyo Stock Exchange and Osaka Securities Exchange. Akasaka Park Building, 2-20, Akasaka 5-chome, Minato-ku, Tokyo 107-6122. The Product is made available in Korea by Citigroup Global Markets Korea Securities Ltd., which is regulated by Financial Supervisory Commission and the Financial Supervisory Service. Hungkuk Life Insurance Building, 226 Shinmunno 1-GA, Jongno-Gu, Seoul, 110-061. The Product is made available in Malaysia by Citigroup Global Markets Malaysia Sdn Bhd, which is regulated by Malaysia Securities Commission. Menara Citibank, 165 Jalan Ampang, Kuala Lumpur, 50450. The Product is made available in Mexico by Acciones y Valores Banamex, S.A. De C. V., Casa de Bolsa, which is regulated by Comision Nacional Bancaria y de Valores. Reforma 398, Col. Juarez, 06600 Mexico, D.F. In New Zealand the Product is made available through Citigroup Global Markets New Zealand Ltd., a Participant of the New Zealand Exchange Limited and regulated by the New Zealand Securities Commission. Level 19, Mobile on the Park, 157 Lambton Quay, Wellington. The Product is made available in Poland by Dom Maklerski Banku Handlowego SA an indirect subsidiary of Citigroup Inc., which is regulated by Komisja Papierów Wartościowych i Gield. Bank Handlowy w Warszawie S.A. ul. Senatorska 16, 00-923 Warszawa. The Product is made available in the Russian Federation through ZAO Citibank, which is licensed to carry out banking activities in the Russian Federation in accordance with the general banking license issued by the Central Bank of the Russian Federation and brokerage activities in accordance with the license issued by the Federal Service for Financial Markets. Neither the Product nor any information contained in the Product shall be considered as advertising the securities mentioned in this report within the territory of the Russian Federation or outside the Russian Federation. The Product does not constitute an appraisal within the meaning of the Federal Law of the Russian Federation of 29 July 1998 No. 135-FZ (as amended) On Appraisal Activities in the Russian Federation. 8-10 Gasheka Street, 125047 Moscow. The Product is made available in Singapore through Citigroup Global Markets Singapore Pte. Ltd., a Capital Markets Services Licence holder, and regulated by Monetary Authority of Singapore. 1 Temasek Avenue, #39-02 Millenia Tower, Singapore 039192. The Product is made available by The Citigroup Private Bank in Singapore through Citibank, N.A., Singapore branch, a licensed bank in Singapore that is regulated by Monetary Authority of Singapore. Citigroup Global Markets (Pty) Ltd. is incorporated in the Republic of South Africa (company registration number 2000/025866/07) and its registered office is at 145 West Street, Sandton, 2196, Saxonwold. Citigroup Global Markets (Pty) Ltd. is regulated by JSE Securities Exchange South Africa, South African Reserve Bank and the Financial Services Board. The investments and services contained herein are not available to private customers in South Africa. The Product is made available in Taiwan through Citigroup Global Markets Inc. (Taipei Branch), which is regulated by Securities & Futures Bureau. No portion of the report may be reproduced or quoted in Taiwan by the press or any other person. No. 8 Manhattan Building, Hsin Yi Road, Section 5, Taipei 100, Taiwan. The Product is made available in Thailand through Citicorp Securities (Thailand) Ltd., which is regulated by the Securities and Exchange Commission of Thailand. 18/F, 22/F and 29/F, 82 North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand. The Product is made available in United Kingdom by Citigroup Global Markets Limited, which is authorised and regulated by Financial Services Authority. This material may relate to investments or services of a person outside of the UK or to other matters which are not regulated by the FSA and further details as to where this may be the case are available upon request in respect of this material. Citigroup Centre, Canada Square, Canary Wharf, London, E14 5LB. The Product is made available in United States by Citigroup Global Markets Inc, which is regulated by NASD, NYSE and the US Securities and Exchange Commission. 388 Greenwich Street, New York, NY 10013. Unless specified to the contrary, within EU Member States, the Product is made available by Citigroup Global Markets Limited, which is regulated by Financial Services Authority. Many European regulators require that a firm must establish, implement and make available a policy for managing conflicts of interest arising as a result of publication or distribution of investment research. The policy applicable to Citigroup Investment Research's Products can be found at www.citigroupgeo.com. Compensation of equity research analysts is determined by equity research management and Citigroup's senior management and is not linked to specific transactions or recommendations. The Product may have been distributed simultaneously, in multiple formats, to the Firm's worldwide institutional and retail customers. The Product is not to be construed as providing investment services in any jurisdiction where the provision of such services would be illegal. Subject to the nature and contents of the Product, the investments described therein are subject to fluctuations in price and/or value and investors may get back less than originally invested. Certain high-volatility investments can be subject to sudden and large falls in value that could equal or exceed the

<http://deadpresident.blogspot.com>

amount invested. Certain investments contained in the Product may have tax implications for private customers whereby levels and basis of taxation may be subject to change. If in doubt, investors should seek advice from a tax adviser. Advice in the Product has been prepared without taking account of the objectives, financial situation or needs of any particular investor. Accordingly, investors should, before acting on the advice, consider the appropriateness of the advice, having regard to their objectives, financial situation and needs.

© 2007 Citigroup Global Markets Inc. Citigroup Investment Research is a division and service mark of Citigroup Global Markets Inc. and its affiliates and is used and registered throughout the world. Citigroup and the Umbrella Device are trademarks and service marks of Citigroup or its affiliates and are used and registered throughout the world. Nikko is a registered trademark of Nikko Cordial Corporation. All rights reserved. Any unauthorized use, duplication, redistribution or disclosure is prohibited by law and will result in prosecution. The information contained in the Product is intended solely for the recipient and may not be further distributed by the recipient. The Firm accepts no liability whatsoever for the actions of third parties. The Product may provide the addresses of, or contain hyperlinks to, websites. Except to the extent to which the Product refers to website material of the Firm, the Firm has not reviewed the linked site. Equally, except to the extent to which the Product refers to website material of the Firm, the Firm takes no responsibility for, and makes no representations or warranties whatsoever as to, the data and information contained therein. Such address or hyperlink (including addresses or hyperlinks to website material of the Firm) is provided solely for your convenience and information and the content of the linked site does not in anyway form part of this document. Accessing such website or following such link through the Product or the website of the Firm shall be at your own risk and the Firm shall have no liability arising out of, or in connection with, any such referenced website.

ADDITIONAL INFORMATION IS AVAILABLE UPON REQUEST
