

**Tech Mahindra Limited**  
**Audited Financial Results for the Quarter and nine months ended December 31st, 2012**

**PART I**

Particulars	Rs. In Lakhs					
	Quarter ended			Nine Months ended		Year ended
	December 31, 2012	September 30, 2012	December 31, 2011	December 31, 2012	December 31, 2011	31st March 2012
1 Income from Operations	150,252	150,787	138,097	450,539	388,250	524,302
2 Expenses						
a) Employee benefits expense	61,957	64,578	59,116	189,246	170,353	226,245
b) Travelling Expenses	4,996	4,670	7,504	13,849	21,115	29,658
c) Services rendered by Business Associates & Others	38,275	37,450	33,572	113,089	91,021	125,276
d) Depreciation and amortization expense	3,661	4,138	3,634	11,501	11,530	15,053
e) Other expenses	15,359	14,877	17,115	44,985	45,866	60,935
<b>Total Expenses</b>	<b>124,245</b>	<b>125,513</b>	<b>121,361</b>	<b>371,770</b>	<b>339,865</b>	<b>456,267</b>
3 Profit from operations before other income, finance costs and exceptional items (1-2)	26,007	25,274	16,736	78,769	48,375	68,035
4 Other Income						
Miscellaneous income	1,650	401	552	2,633	1,880	3,048
Exchange gain / (loss)	(9)	(5,947)	(1,150)	(9,715)	6,258	3,725
<b>Total</b>	<b>1,645</b>	<b>(5,546)</b>	<b>(590)</b>	<b>(7,082)</b>	<b>8,138</b>	<b>6,773</b>
5 Profit before finance costs and exceptional items (3-4)	27,652	19,728	16,156	71,687	56,513	74,808
6 Finance costs						
Interest cost on borrowing	2,763	1,964	1,936	6,677	5,826	7,743
Currency translation loss / (gain) on Foreign Currency Loan	226	338	1,443	1,018	3,122	2,501
<b>Total</b>	<b>2,989</b>	<b>2,302</b>	<b>3,379</b>	<b>7,693</b>	<b>8,948</b>	<b>10,244</b>
7 Profit after finance costs but before exceptional items and tax (5-6)	24,663	17,426	12,777	63,994	47,565	64,564
8 Exceptional items	-	-	-	-	-	(6,787)
9 Profit before tax (7-8)	24,663	17,426	12,777	63,994	47,565	57,777
10 Tax expense	5,754	1,413	1,891	12,322	9,542	11,721
11 Net Profit after tax (9-10)	18,909	16,013	10,886	51,672	38,023	46,056
12 Paid-up Equity Share Capital (Face Value of Share Rs. 10)	12,783	12,764	12,735	12,783	12,735	12,749
13 Loan Funds - Listed Debentures	60,000	60,000	60,000	60,000	60,000	60,000
14 Reserves excluding revaluation reserve	-	-	-	-	-	327,031
15 Debenture Redemption Reserve	-	-	-	-	-	39,895
16 Earnings Per Share (Rs.) (Not Annualized) (After exceptional items)						
- Basic	14.82	12.56	8.58	40.49	29.97	41.61
- Diluted	14.21	12.06	8.25	38.84	28.90	40.00
17 Earnings Per Share (Rs.) (Not Annualized) (After exceptional items)						
- Basic	14.82	12.56	8.58	40.49	29.97	36.27
- Diluted	14.21	12.06	8.25	38.84	28.90	34.86
18 Ratios						
- Debt Equity Ratio	-	-	-	0.39	0.41	0.34
- Debt Service Coverage Ratio (DSCR)	-	-	-	0.38	0.26	0.25
- Interest Service Coverage Ratio (ISCR)	-	-	-	10.24	5.41	6.05

Note: Suggested definition for Coverage Ratios:

ISCR = Earnings before Interest and Tax / Interest Expense.

DSCR = Earnings before Interest and Tax / Interest + Principal Repayment

See accompanying note to the financial results

**PART II : Selected Information for the Quarter and nine months ended December 31, 2012**

Particulars	Rs. In Lakhs					
	Quarter ended			Nine Months ended		Year ended
	December 31, 2012	September 30, 2012	December 31, 2011	December 31, 2012	December 31, 2011	31st March 2012
<b>A. PARTICULARS OF SHAREHOLDING</b>						
1. Public Shareholding						
- Number of shares	67,091,187	55,292,764	37,063,660	67,091,187	37,063,660	37,202,640
- Percentage of shareholding	52.49%	43.32%	29.10%	52.49%	29.10%	29.18%
2. Promoters and promoter group						
a) Pledged/unencumbered						
- Number of shares	-	-	-	-	-	-
- Percentage of shares (as a % of the total shareholding of promoter and)	-	-	-	-	-	-
- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-	-	-
b) Non-encumbered						
- Number of shares	60,736,978	72,348,417	90,283,901	60,736,978	90,283,901	90,283,901
- Percentage of shares (as a % of the total shareholding of promoter and)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
- Percentage of shares (as a % of the total share capital of the company)	47.51%	56.68%	70.90%	47.51%	70.90%	70.82%
<b>B. INVESTORS COMPLAINTS</b>						
Pending at the beginning of the quarter						0
Received during the quarter						7
Disposed of during the quarter						7
Remaining unresolved at the end of the quarter						0
<b>Notes :</b>						
1. The quarterly results have been reviewed by the Audit Committee and taken on records by the Board of Directors in its meeting held on 6th February 2013. There is no qualification in the Auditors' reports for these periods.						
2. The Board of Directors of Tech Mahindra Limited in their meeting held on March 21, 2012 have approved the scheme of amalgamation and arrangement (the "Scheme") which provides for the amalgamation of Venturay Consultants Private Limited (Venturay), Sanyam Computer Services Limited (MSat), CS3 System Technologies Private Limited (CS3), Mahindra Logsoft Business Solutions Limited (Logsoft) and CanvaM Technologies Limited (CanvaM) with Tech Mahindra Limited (TechM) under sections 391 to 394 read with sections 78, 100 to 104 and other applicable provisions of the Companies Act, 1956. The Scheme also provides for the consequent reorganization of the securities premium of TechM. The Appointed date of the Scheme is April 1, 2011.						
3. The Board of Directors of TechM has recommended issue of 2 fully paid up Equity Shares of Rs 10 each of TechM for every 17 fully paid Equity Shares of Rs 2 each of MSat. As the other amalgamating companies are wholly owned by the Company / MSat, no shares would be issued to shareholders of these companies.						
4. TechM has received approval of Competition Commission of India for the said Scheme. The Scheme was approved by the requisite majority of the equity shareholders of TechM and MSat in the court convened meetings held on 7th June 2012 and 8th June 2012 respectively.						
5. The Honorable Bombay High Court has approved the Scheme of Amalgamation and passed an order to that effect on 28th September 2012. MSat had filed its Petition on 27th June 2012 with the Honorable High Court of Andhra Pradesh, and the said petition was admitted on 09 July 2012. On 13th December 2012, the Honorable Supreme Court vide its order dated 2nd February, 2012 cancelled 25 licenses issued to Telecom Operators in India in 2008. As a result of the cancellation, the business of Company's two customers has become unviable and one of the customers has started winding up proceedings of the Indian operations. The Company as a matter of abundant precaution has provided dues of Rs 6787 Lakhs as doubtful debts during the quarter and year ended March 31, 2012.						
6. Current tax for the nine months ended December 31, 2012 includes excise provision of Rs. 2,590 lakhs (quarter and nine months ended 31st March December 2011 Rs. 1,410 lakhs and Rs. 2,180 lakhs respectively) of earlier years written back, no longer required as the company has received the refund on finalisation of assessment.						
7. Provision for taxation for the year ended 31st March 2012 includes reversal of provision of Rs. 2415 Lakhs of earlier years written back, no longer required as the Company has received the refund on finalization of the Assessment.						
8. Previous period figures have been regrouped/rearranged wherever necessary.						

Date : 6th February, 2013  
Place : Mumbai

Vineet Nayyar  
Executive Vice Chairman