

Revenue for the quarter at Rs.50,581 Mn, up 34% over previous year
Profit for operations for the quarter at Rs. 9,289 Mn, up 43% over previous year
Revenue for the year at Rs.188,314 Mn, up 31% over previous year
Profit for operations for the year at Rs. 36,616 Mn, up 37% over previous year

Tech Mahindra Limited
Consolidated Audited Financial Results for the Quarter and year ended March 31, 2014

PART I	Particulars	Rs. in Lakhs				
		Quarter ended			Year ended	
		March 31, 2014	December 31, 2013	March 31, 2013	March 31, 2014	March 31, 2013
		(Refer Note 9 & 15)	(Refer Note 9)	(Refer Note 9 & 15)	(Refer Note 9)	(Refer Note 9)
1	Income from Operations	505,811	489,855	190,717	1,883,138	687,308
2	Expenses					
a)	Employee benefits expense	263,658	245,622	100,924	973,550	367,200
b)	Traveling Expenses	20,615	21,670	8,187	79,807	27,274
c)	Services rendered by Business Associates & Others	51,568	50,704	19,029	171,142	66,145
d)	Depreciation and amortisation expense	14,294	13,962	5,597	52,218	19,996
e)	Other expenses	62,695	58,229	24,569	240,265	84,255
	Total Expenses	412,920	390,187	158,646	1,516,982	564,880
3	Profit from operations before other income and finance costs (1-2)	92,891	99,668	32,071	366,156	122,428
4	Other Income					
	Miscellaneous income	8,039	9,574	1,383	31,378	4,424
	Exchange (loss) (net)	(16,702)	(14,144)	(3,730)	(20,074)	(11,894)
	Total	(8,663)	(4,570)	(2,347)	(11,304)	(7,470)
5	Profit before finance costs (3+4)	84,228	95,098	29,724	377,460	114,958
6	Finance costs					
	Interest Cost on Borrowing	982	2,361	2,437	7,013	8,730
	Currency Translation Loss / (Gain) on Foreign Currency Loan	-	-	558	975	1,574
	Total	982	2,361	2,995	7,988	10,304
7	Profit after finance costs but before exceptional item and tax (5-6)	83,246	92,737	26,729	369,472	104,654
8	Exceptional item - Income	-	12,000	-	12,000	-
9	Profit before tax (7+8)	83,246	104,737	26,729	381,472	104,654
10	Tax expense					
a)	Current Tax & Deferred Tax	20,913	25,305	7,116	97,894	23,554
b)	Earlier years excess provision written back (refer note 4)	-	(22,660)	-	(22,660)	-
11	Profit after tax but before share of profit / (loss) in Associate and minority interest (9-10)	62,333	102,092	19,613	306,238	81,100
12	Share of profit/(loss) in Associate	-	-	13,647	-	56,469
	- Profit after Tax and minority interest (excluding exceptional item)	-	-	5,711	-	(6,826)
	- Exceptional item	-	-	-	-	-
13	Profit after tax and share of profit/(loss) in Associate but before minority interest (11+12)	62,333	102,092	38,971	306,238	130,743
14	Minority Interest	(912)	(1,110)	(1,247)	(3,357)	(1,962)
15	Net Profit for the period (13+14)	61,421	100,982	37,724	302,881	128,781
16	Paid-up Equity Share Capital (Face Value of Share Rs. 10)	23,347	23,315	12,812	23,347	12,812
17	Loan Funds - Listed Debentures	30,000	30,000	60,000	30,000	60,000
18	Reserves excluding revaluation reserve	-	-	-	918,070	500,161
19	Debiture Redemption Reserve	-	-	-	29,721	53,379
20	Earnings Per Equity Share (Rs) (Before exceptional item) (not annualised)					
	- Basic	26.41	38.31	29.54	125.09	100.85
	- Diluted	25.71	37.37	28.32	121.76	96.68
21	Earnings Per Equity Share (Rs) (After exceptional item) (not annualised)					
	- Basic	26.41	43.48	29.54	130.25	100.85
	- Diluted	25.71	42.41	28.32	126.78	96.68
22	Ratios					
	- Debt Equity Ratio	-	-	-	0.04	0.27
	- Debt Service Coverage Ratio (DSCR)	-	-	-	2.08	0.41
	- Interest Service Coverage Ratio (ISCR)	-	-	-	45.84	11.88

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 year ended March 31, 2014

Particulars	Quarter ended			Year ended	
	March 31, 2014	December 31, 2013	March 31, 2013	March 31, 2014	March 31, 2013
A. PARTICULARS OF SHAREHOLDING					
1 Public Shareholding					
- Number of shares	148735908	148415182	67382045	148735908	67382045
- Percentage of shareholding	63.71%	63.66%	52.59%	63.71%	52.59%
2 Promoters and promoter group Shareholding					
a) Pledged/encumbered					
- Number of shares	-	-	-	-	-
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-	-
- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-	-
b) Non-encumbered					
- Number of shares	84736978	84736978	60736978	84736978	60736978
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%	100.00%
- Percentage of shares (as a % of the total share capital of the company)	36.29%	36.34%	47.41%	36.29%	47.41%
B. INVESTORS COMPLAINTS					
Pending at the beginning of the quarter	-	-	0	-	-
Received during the quarter	-	-	45	-	-
Disposed during the quarter	-	-	45	-	-
Remaining unresolved at the end of the quarter	-	-	0	-	-

Stand-Alone Information (Audited)

Particulars	Quarter ended			Year ended	
	March 31, 2014	December 31, 2013	March 31, 2013	March 31, 2014	March 31, 2013
Income from Operations	437,024	421,578	149,650	1,629,513	600,189
Profit before tax	66,419	90,818	17,728	323,794	81,722
Profit after tax	52,334	92,465	13,580	265,547	65,252

Primary Segments
The Company identifies its Primary Business Segments based on the type of services offered, i.e. IT Services & BPO services.

Segment wise Revenue, Results and Capital Employed

Particulars	Quarter ended			Year ended	
	March 31, 2014	December 31, 2013	March 31, 2013	March 31, 2014	March 31, 2013
Segment Revenue					
a) IT	457,995	441,403	156,847	1,701,390	580,571
b) BPO	47,816	48,452	33,870	181,748	106,737
Total	505,811	489,855	190,717	1,883,138	687,308
Less: Inter Segment Revenue	-	-	-	-	-
Net Sales / Income from operations	505,811	489,855	190,717	1,883,138	687,308
Segment Profit before tax, interest and depreciation					
a) IT	159,310	165,962	56,545	629,634	212,111
b) BPO	21,804	21,311	12,977	81,030	41,302
Total	181,114	187,273	69,522	710,664	253,413
Less:					
(i) Finance costs	982	2,361	2,995	7,988	10,304
(ii) Other un-allocable expenditure Net of un-allocable income	96,886	80,175	39,798	321,204	138,455
Profit before tax	83,246	104,737	26,729	381,472	104,654

Notes :

- The quarterly results have been reviewed by the Audit Committee and taken on records by the Board of Directors in its meeting held on 14th May 2014.
- The Board of Directors have recommended a final dividend of Rs.20 per share on par value of Rs.100 (200 %).
- Scheme of Amalgamation and Arrangement:**
Pursuant to the Scheme of Amalgamation and Arrangement (the "Scheme") sanctioned by the Honorable High Court of Andhra Pradesh vide its order dated June 11, 2013 and the Honorable High Court of Judicature at Bombay vide its order dated September 28, 2012, Venturby Consultants Private Limited ("Venturby"), CarvasM Technologies Limited ("CarvasM") and Mahindra Logistics Business Solutions Limited ("Logisoft"), the wholly owned subsidiaries of the Company, and Satyam Computer Services Limited ("Satyam") an associate of the Company (through Venturby) and C&S System Technologies Private Limited (C&S) a wholly owned subsidiary of erstwhile Satyam, merged with the Company with effect from April 1, 2011 (the "appointed date"). The Scheme came into effect on June 24, 2013, the day on which both the orders were delivered to the Registrar of the Companies, and pursuant thereto the entire business and all the assets and liabilities, duties and obligations of Satyam, Venturby, CarvasM, Logisoft and C&S have been transferred to and vested in the Company with effect from April 1, 2011.
- In accordance with the Scheme, the investments held in the respective subsidiaries and associate have been cancelled and the Company has issued 2 equity shares of Rs. 10 each fully paid up in respect of every 17 equity shares of Rs. 2 each in the equity share capital of Satyam, aggregating 1035 Lakhs equity shares.
The Company transferred, out of its total holding in Satyam as on April 1, 2011, 2040 Lakhs equity shares to a Trust, to hold the shares and any additions or accretions thereto exclusively for the benefit of the Company. The balance shares held by the Company in Satyam have been cancelled.
As the other amalgamating companies i.e. Venturby, Logisoft, CarvasM and C&S were wholly owned subsidiaries of the Company / Satyam, as applicable, no equity shares were exchanged to effect the amalgamation in respect thereof.
These amalgamations with the Company are non-cash transactions.
- 3.1 Accounting treatment of the amalgamation**
The amalgamation is accounted under the "pooling of interest" method as per Accounting Standard 14 as notified under Section 211(3C) of the Companies Act, 1956 and as modified under the Scheme as under:
• All assets and liabilities (including contingent liabilities), reserves, benefits under income tax, benefits under and under special economic zone registrations, duties and obligations of Satyam, Venturby, CarvasM, Logisoft and C&S have been recorded in the books of account of the Company at their existing carrying amounts and in the same form.
• The amount of Share Capital of Venturby, CarvasM, Logisoft, Satyam and C&S have been adjusted against the corresponding investment balances held by the Company in the amalgamating companies and the equity shares issued by the Company pursuant to the Scheme and the excess of investments (gross) over the Share Capital, as given below, have been adjusted to reserves ("Amalgamation Reserve").
• Accordingly, the amalgamation has resulted in transfer of assets and liabilities in accordance with the terms of the Scheme at the following summarised values:

Particulars	Amount
Fixed Assets (net)	84,930
Capital Work in Progress	22,518
Non-Current Investments	325,250
Deferred Tax Asset	16,805
Current Investments	169,340
Cash and cash Equivalents	210,040
Other cash and bank balances	64,000
Loans and Advances (long term and short term)	208,190
Liabilities and provisions (long term and short term)	(370,250)
Long-Term and Short-Term Borrowings	(2,143)
Net Assets	729,680

Net difference between Investments and share capital of amalgamating companies (13,570)

Add: Equity shares issued pursuant to the scheme of amalgamation 10,349

Debit balance in statement of profit and loss as of April 01, 2011 28,113

Debit balance in Amalgamation Reserve 24,892

- Further, in accordance with the Scheme, the debit balance in the Amalgamation Reserve as of April 1, 2011, if any, pursuant to the amalgamation have been adjusted against the securities premium account. The application and reduction of the securities premium account is effected as an integral part of the sanctioned Scheme which is also deemed to be in order under Section 102 of the Companies Act, 1956 (the "Act") confirming the reduction. Accordingly, the aforesaid balance in Amalgamation Reserve aggregating Rs. 24,892 Lakhs as of April 1, 2011 has been adjusted against the securities premium account.
- The Board of erstwhile Satyam had proposed a dividend for the year ended March 31, 2013 of Rs. 0.60 per equity share amounting to Rs. 8264 Lakhs (including dividend tax thereon), which was provided for in its financial statements for the year ended March 31, 2013. Since the merger has become effective on June 24, 2013, the dividend could not be approved by the shareholders in the AGM which was scheduled to be held on 2nd August 2013. Erstwhile Satyam shareholders, who have been issued Tech Mahindra Limited (TechM) shares in the ratio of 2 shares in TechM for 17 shares in erstwhile Satyam, became entitled to dividend of Rs 5 per share. As shares of erstwhile Satyam held by Venturby are cancelled on the merger, there is an excess provision of dividend of Rs 2172 Lakhs, relating to the said shares of Venturby that have been cancelled, which has been reversed from the proposed dividend during the quarter ended June 30, 2013.

Statement of Assets and Liabilities (Consolidated - Audited)

Particulars	Rs. in Lakhs	
	As at 31st March 2014	As at 31st March 2013
A. EQUITY AND LIABILITIES		
1. Shareholders' Funds		
(a) Share Capital	23,347	12,812
(b) Reserves and Surplus	894,689	529,721
2. Share application money pending for allotment	149	28
3. Minority Interest	14,382	10,894
4. Non Current Liabilities		
(a) Long-Term Borrowings	1,904	30,000
(b) Other Long-Term Liabilities	37,574	22,548
(c) Long-Term Provisions	41,380	20,628
5. Current Liabilities		
(a) Short-Term Borrowings	3,341	78,040
(b) Trade Payables	147,223	74,143
(c) Other Current Liabilities	180,241	86,850
(d) Short-Term Provisions	126,685	32,779
6. Amount Pending Investigation Suspense Account (Net)	123,040	-
TOTAL - EQUITY AND LIABILITIES	1,593,955	898,443
B. ASSETS		
1. Non-Current Assets		
(a) Fixed Assets	229,655	93,824
(b) Non-Current Investments	121,935	392,417
(c) Deferred Tax Asset	38,300	15,113
(d) Long-Term Loans and Advances	91,372	53,804
(e) Other Non-Current Assets	1,573	100
(f) Goodwill on Consolidation	56,403	34,072
2. Current Assets		
(a) Current Investments	25,248	17,449
(b) Inventory	981	1,102
(c) Trade Receivables	434,855	170,359
(d) Cash and Cash Equivalents	332,023	53,576
(e) Short-Term Loans and Advances	145,442	42,872
(f) Other Current Assets	116,168	23,756
TOTAL - ASSETS	1,593,955	898,443

Date : 14th May, 2014
Place : New York, USA

Vinay Nayyar
Executive Vice Chairman