# Revenue for the quarter at Rs.54,879 Mn, up 7% over previous quarter

Profit after tax for the quarter at Rs.7,196 Mn, up 14% over previous quarter

## Tech Mahindra Limited 01. Website : techmahindra.com. Email : inves

Registered Office : Gateway Building, Apollo Bunder, Mumbai 400 001. Website : techmahi	indra.com. Email : investor.relations@techmahindra.com. CIN : L64200MH1986PLCO41370
Consolidated Audited Financial Results for the	Quarter and half year ended September 30, 2014
Bs. in Lakhs	

PARTI		Conson	uated Au	anteur Filla	noiai nesu	Rs. in Lakhs	Quarter and half year ended September 30, 2014
Particulars		Quarter ended		Half yea	r ended	Year ended	As per the assessment of the Management, based on the forensic investigation and the information available up to this stage, all identified/required adjustments/disclosures arisir
Particulars	September 30, 2014	June 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013	March 31, 2014	from the identified financial irregularities, had been made in the financial statements of erstwhile Satyam as at March 31, 2009. Considerable time has elapsed after the initiation of investigation by various agencies and erstwhile Satyam had not received any further information as a result of the various ongoin
					,		Considerable time has elapsed after the initiation of investigation by various agencies and erstwille Satyam had not received any further information as a result of the various ongoin investigations against erstwille Satyam which required adjustments to the financial statements.
1 Income from Operations	548,790	512,150	477,149	1,060,940	887,472	1,883,138	Further, in the opinion of the management, no new claims have been made when the Andhra Pradesh High Court considered and approved the merger, which need any furth evaluation/adjustment/disclosure in the books, and all existing claims have been appropriately dealt with/recorded/disclosed in the books based on their current status.
2 Expenses a) Employee benefits expense	288,008	273,232	243.736	561.240	464.271	973,550	
b) Travelling Expenses	19,998	25,566	19,433	45,564	37,522	79,807	Considering the above, notwithstanding the pendency of the various investigations/ proceedings, the Management is of the view that the above investigations/proceedings would n
<ul> <li>c) Services rendered by Business Associates &amp; Others</li> </ul>	69,643	58,860	37,802	128,503	68,778	171,142	result in any additional material provisions/ write-offs/adjustments (other than those already provided for, written-off or disclosed) in the financial statements of the Company.
d) Depreciation and amortisation expense	14,247	14,921	12,219	29,168	23,962	52,218	3.2 Forensic investigation and nature of financial irregularities
e) Other expenses	61,408	61,651	65,069	123,059	119,344	240,265	Consequent to the aforesaid letter, the Government nominated Board of Directors of erstwhile Satyam appointed an independent counsel ("Counsel") to conduct an investigation
Total Expenses	453,304	434,230	378,259	887,534	713,877	1,516,982	the financial irregularities. The Counsel appointed forensic accountants to assist in the investigation (referred to as "forensic investigation") and preparation of the financial statemen of erstwhile Satvam
3 Profit from operations before other income and finance costs (1-2)	95,486	77,920	98,890	173,406	173,595	366,156	The forensic investigation conducted by the forensic accountants investigated accounting records to identify the extent of financial irregularities and mainly focused on the period fro April 1, 2002 to September 30, 2008, being the last date up to which erstwhile Satyam published its financial results prior to the date of the letter. In certain instances, the forens accountains conducted investigation procedures outside this period.
4 Other Income Miscellaneous income	10,341	7,740	6,414	18,081	13,765	31,378	accountaries conducted investigation procedures outside this period. The forensic investigation had originally indicated possible diversion aggregating USD 41 Million from the proceeds of the American Depositary Shares (ADS) relating to erstwhi
Exchange (loss) (net)	(4,585)	1,187	(2.606)	(3.398)	10,773	(20,074)	The intersity investigation had originary indicated possible diversion aggregancy of + million non the proceeds or the American Depository Shates (ADS) relating to ensiming Satyam. The amount was revised to USD 19 Million based on the further details of utilisation of ADS proceeds obtained by ensibling Satyam.
Total	5,756	8.927	3.808	14.683	24,538	11,304	The overall impact of the foldious entries and unrecorded transactions arising out of the forensic investigation, to the extent determined was accounted in the financial statements fi
				,		-	the financial year ended March 31, 2009 of erstwhile Satyam.
5 Profit before finance costs (3+4) 6 Finance costs	101,242	86,847	102,698	188,089	198,133	377,460	Based on the forensic investigation, an aggregate amount of Rs. 113932 Lakks (net debit) was identified in the financial statements of enstwhile Satyam as at March 31, 2009 und "Unexplained differences suspense account (net)" comprising of ficitious assets, unrecorded loans or where complete information is not available. On grounds of prudence, thes amounts had been provided for by enstwhile Satyam in the financial year ended March 31, 2009 and since there is no further information available with the Management even after the
Interest Cost on Borrowing	410	412	2,349	822	3,669	7.010	another had been provided to by ensumine outpaint in the matchary get a reader fund on the contrast to a new time in the matchary end and the matchary end and the set of the contrast of the
Currency Translation Loss / (Gain) on Foreign Currency Loan	410	412	2,349	822	3,669	7,013 975	
Total	410	412	2,415	822	4,645	7,988	
							The forensic investigation was unable to identify the nature of certain alleged transactions aggregating Rs. 123040 lakhs (net receipt) against which erstwhile Satyam had receiv legal notices from 37 companies claiming repayment of this amount which was allegedly given as temporary advances. Refer Note 3.3 below.
7 Profit after finance costs but before exceptional item and tax (5-6)	100,832	86,435	100,283	187,267	193,488	369,472	
8 Exceptional item - Income	-			-	-	12,000	3.3 Alleged Advances Consequent to the letter of the erstwhile Chairman, on January 8, 2009, the erstwhile Satyam received letters from thirty seven companies requesting confirmation by way
						-	acknowledgement for receipt of certain alleged amounts referred to as "alleged advances". These letters were followed by legal notices from these companies dated August 4/5, 200
9 Profit before tax (7+8)	100,832	86,435	100,283	187,267	193,488	381,472	claiming repayment of Rs. 123040 Lakhs allegedly given as temporary advances. The legal notices also claim damages/ compensation @18% per annum from date of advance date of repayment. The erstwhile Satyam has not acknowledged any liability to any of the thirty seven companies and has replied to the legal notices stating that the claims are lega unternahe
10 Tax expense a) Current Tax & Deferred Tax	28,066	23,078	28,401	51,144	51,679	97,894	unerauxe. The 37 companies had filed petitions / suits for recovery against the erstwhile Satyam before the City Civil Court, Secunderabad ("Court"), with a prayer that these companies is
b) Earlier years excess provision written back (refer note 3.4)	-	-	-	-	-	(22,660)	declared as indigent persons for seeking exemption from payment of requisite court fees.
11 Profit after tax but before minority interest (9-10)	72,766	63,357	71,882	136,123	141,809	306,238	One petition where court fees have been paid and the pauper petition converted into a suit which is pending disposal and petitions filed by remaining 36 companies are before the Court, at various stages of rejection of pauperism/ trial of pauperism/ inquiry in condone delay applications.
TT From alter tax but before minority interest (5-10)	/2,/00	63,357	/1,882	130,123	141,809	306,238	Court, at values stages or rejection or parpensing man or parpensing many in concorre every applications. The remaining petitions are at a preliminary stage before the Court, for considering condonation of delay in re-submission of parper petitions. In one petition, the delay had be
12 Minority Interest	(802)	(285)	(39)	(1,087)	(1,335)	(3,357)	condendby the Court and the Company has obtained an interim stay order from the Honorable High Court of Andrira Pradesh.
	. ,	. ,		,		,	The erstwhile Satyam had received legal notices from nearly all of the above companies, calling for payment of the amounts allegedly advanced by them (including interest a
13 Net Profit for the period (11+12)	71,964	63,072	71,843	135,036	140,474	302,881	damages), failing which they would be constrained to file a petition for winding up the affairs of Satyam. In pursuance thereof, one of the aforesaid companies filed a winding up petit that was dismissed by the High Court. Against the said order of dismissal, the aforementioned company has filed an appeal before the Division Bench of High Court of And Pradesh which is pending hearing.
14 Paid-up Equity Share Capital (Face Value of Share Rs. 10)	23,545	23,439	23,239	23,545	23,239	23,347	Furthermore, even in connection with the merger proceedings, the erstwhile Satyam had received letters from the aforesaid companies claiming themselves to be "creditors". They had
							pleaded inter-alia before the High Court (hearing the merger petition of the erstwhile Satyam with the Company) that the mandatory provisions governing the scheme under the
15 Loan Funds - Listed Debentures	-	-	30,000	-	30,000	30,000	Companies Act, 1956 have not been complied with in so far as convening a meeting of the creditors is concerned. They contended that without convening a meeting of the credit and hearing their objections, the merger scheme could not be proceeded with.
16 Reserves excluding revaluation reserve	-	-	-	-	-	918,070	To address these and other related objections, the High Court directed the Official Liquidator, with the assistance of a firm of Chartered Accountants ("the firm"), to scrutinise
17 Debenture Redemption Reserve						29,721	books of the erstwhile Satyam and submit a report on the allegations aforesaid including the accounting system adopted by it with respect to the alleged advances. The firm, in the report, inter-alia, stated that the erstwhile Satyam under its new management, was justified in not treating these amounts as creditors and in classifying these alleged advances.
17 Debenture Redemption Reserve	-		-	-	-	29,721	report, intervale, stated that the ensume satisfant under its new management, was justified in not realing mese anounts as deducts and in classifying mese aneged advances. "Amounts pending investigation suspense account (nef)".
18 Earnings Per Equity Share (Rs) (Before exceptional item) (not							The High Court after considering the report of the firm and other contentions of the erstwhile Satyam, held inter-alia, in its order approving the merger of the erstwhile Satyam with
annualised)							The right occursion are considering the report of the rinn and other contraintions of the expansion metal and an insolved approving the ringer of the expansion of the state approximate the report of the transmission of the state approximate the transmission of the state approximate the report of the transmission of the state approximate t
- Basic	30.71	26.98	30.96	57.63	60.53	125.09	of the objecting creditors can be considered only if the genuineness of the debt is proved beyond doubt which is not so in this case.
- Diluted	29.81	26.15	30.27	55.94	59.18	121.76	The High Court in its order, further held that in the absence of Board resolutions and documents evidencing acceptance of unsecured loans by the former management of
19 Earnings Per Equity Share (Rs) (After exceptional item) (not							erstwhile Satyam, the new management of the erstwhile Satyam is justified in not crediting the amounts received in their names and not showing them as creditors and furt
annualised)	1	1					reflecting such amounts as Amounts pending investigation suspense account (net).
- Basic	30.71	26.98	30.96	57.63	60.53	130.25	
- Diluted	29.81	26.15	30.27	55.94	59.18	126.78	The Directorate of Enforcement (ED) is investigating the matter under the Prevention of Money Laundering Act, 2002 ("PMLA") and directed the erstwhile Satyam to furnish deta
20 Ratios	1	1					with regard to the alleged advances and has also directed it not to return the alleged advances until further instructions from the ED. In furtherance to the investigation by the ED,
- Debt Equity Ratio	-	-	-	-	0.04	0.04	erstwhile Satyam was served with a provisional attachment order dated October 18, 2012 issued by the Joint Director, Directorate of Enforcement, Hyderabad under Section 5(1) the PMLA ("the Order"), attaching certain Fixed Deposit accounts of the Company then aggregating to Rs. 82200 Lakhs for a period of 150 days. This attachment was initia
Debt Service Coverage Ratio (DSCR)	-	-	-	-	1.01	2.08	the PMLA (the order), attacting certain road beposit accounts on the company timering aggregating to his occurs and investigation conducted by the CBI lagarist the erstwhile promoters of erstwhile Satyam and others and investigation conducted by the CBI lagarist the erstwhile promoters of erstwhile Satyam and others and investigation conducted by the CBI lagarist the erstwhile promoters of erstwhile Satyam and others and investigation conducted by the CBI lagarist the erstwhile agree of erstwhile Satyam and others and investigation conducted by the CBI lagarist the erstwhile agree of erstwhile Satyam and others and investigation conducted by the CBI lagarist the erstwhile agree of erstwhile Satyam and others and investigation conducted by the CBI lagarist the erstwhile agree of erstwhile Satyam and others and investigation conducted by the CBI lagarist the erstwhile promoters of erstwhile Satyam and others and investigation conducted by the CBI lagarist the erstwhile promoters of erstwhile Satyam and others and investigation conducted by the CBI lagarist the erstwhile agree of erstwhile Satyam and others and investigation conducted by the CBI lagarist the erstwhile agree of erstwhile Satyam and others and investigation conducted by the CBI lagarist the erstwhile agree of erstwhile Satyam and others and investigation conducted by the CBI lagarist the erstwhile agree of erstwhile Satyam and others and investigation conducted by the CBI lagarist the erstwhile agree of erstwhile Satyam and others and investigation conducted by the CBI lagarist the erstwhile agree of erstwhile Satyam and others and investigation conducted by the CBI lagarist the erstwhile agree of erstwhile Satyam and others and investigation conducted by the CBI lagarist the erstwhile agree of erstwhile Satyam and others and investigation conducted by the CBI lagarist the erstwhile agree of erstwhile Satyam and others and investigation conducted by the CBI lagarist the erstwhile agree of erstwhile agree of erstwhile agree of erstwhile agree of erst
<ul> <li>Interest Service Coverage Ratio (ISCR)</li> </ul>	-	-	-	-	37.37	45.84	the Order, the investigations of the ED revealed that Rs. 82200 Lakhs constitutes "proceeds of crime" as defined in the PMLA. The erstwhile Satyam had challenged the Order in
lote: Suggested definition for Coverage Ratios:		-					Honorable High Court of Andhra Pradesh ("the Writ"). The Honorable High Court of Andhra Pradesh ("the High Court") has, pending further orders, granted stay of the said Order a
SCR = Earnings before Interest and Tax / Interest Expense.							all proceedings pursuant thereto vide its interim order dated December 11, 2012. The ED has challenged the interim order before the Division Bench of the Honorable High Countering of the Honorable H
DSCR = Earnings before Interest and Tax/ (Interest + Principal Repayment)							Andhra Pradesh which is pending disposal. The ED has filed a petition before the Honorable High Court of Andhra Pradesh on June 3, 2013 to direct the banks with whom aforementioned fixed deposits are held, not to allow the erstwhile Satyam to redeem/pre-close the Fixed Deposits pending disposal of the Writ. The petition is pending hearing.
ee accompanying note to the financial results							and entermined include position are many not to allow the estimate particulation representation of the provided in the write the provided in the write the provided in the write the provided in the period of the p

## Tech Mahindra Limited Registered Office : Gateway Building, Apollo Bunder, Mumbai 400 001. Website : techmahindra.com. Email : investor.relations@techmahindra.com. CIN : L64200MH1986PLCO41370 Consolidated Audited Financial Results for the Quarter and half year ended September 30, 2014

24

Bo in Lakha

Particulars	September				r ended	Year ended
		June 30, 2014		September	September	March 31,
	30, 2014		30, 2013	30, 2014	30, 2013	2014
PARTICULARS OF SHAREHOLDING						1
Public Shareholding						1
- Number of shares	150714549	149651436	147654059	150714549	147654059	148735908
- Percentage of shareholding	64.01%	63.85%	63.54%	64.01%	63.54%	63.71%
Promoters and promoter group Shareholding						
a) Pledged/encumbered						I
<ul> <li>Number of shares</li> </ul>		-	-			-
<ul> <li>Percentage of shares (as a % of the total shareholding of promoter and promoter group)</li> </ul>		-	-			-
- Percentage of shares (as a % of the total share capital of the company)		-	-			-
b) Non-encumbered						1
<ul> <li>Number of shares</li> </ul>	84736978	84736978	84736978	84736978	84736978	84736978
<ul> <li>Percentage of shares (as a % of the total shareholding of promoter and promoter group)</li> </ul>	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
<ul> <li>Percentage of shares (as a % of the total share capital of the company)</li> </ul>	35.99%	36.15%	36.46%	35.99%	36.46%	36.29%
Particulars			_	nded 30-Septe		

Disposed of during the quarter				24		
Remaining unresolved at the end of the quarter				0		
Stand-Alone Information (Audited)						Rs. in Lakhs
· · · · · · · · · · · · · · · · · · ·	1	Quarter ended		Half yea	r ended	Year ended
Particulars	September	June 30, 2014	September	September	September	March 31,
	30, 2014		30, 2013	30, 2014	30, 2013	2014
Income from Operations	480,360	451,241	415,624	931,601	770,912	1,629,513
Profit before tax	79,514	70,612	87,547	150,126	166,550	323,784
Profit after tax	58,947	52,701	63.864	111.648	123,751	268.547

# Profit after tax rimary Segments

Received during the quarter

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

#### ent wise Revenue, Results and Canital Employed

					ns. III Lakiis
	Half yea	Year ended			
September	June 30, 2014	September	September	September	March 31,
30, 2014		30, 2013	30, 2014	30, 2013	2014
502,340	468,147	433,717	970,487	801,991	1,701,390
46,450	44,003	43,432	90,453	85,481	181,748
548,790	512,150	477,149	1,060,940	887,472	1,883,138
-	-	-			-
548,790	512,150	477,149	1,060,940	887,472	1,883,138
135,793	121,547	138,703	257,340	244,228	510,578
15,749	14,386	13,963	30,135	27,144	59,843
151,542	135,933	152,666	287,475	271,372	570,421
410	412	2,415	822	4,645	7,988
50,300	49,086	49,968	99,386	73,239	180,961
100,832	86,435	100,283	187,267	193,488	381,472
	30, 2014 502,340 46,450 548,790 135,793 15,749 151,542 410 50,300	September 30, 2014         June 30, 2014           502,340         468,147           46,50         44,003           548,790         512,150           135,793         121,547           15,749         14,386           151,542         135,933           410         412           500,00         49,886	30, 2014         30, 2013           502,340         468,147         433,717           46,450         44,003         43,432           548,790         512,150         477,149           135,793         121,547         138,703           15,749         14,366         13,963           151,542         135,933         152,666           410         412         2,415           50,300         49,066         49,968	September 30,2014         June 30, 2014         September 30,2013         September 30,2014         September 30,2014           502,340         468,147         43,3717         970,487           46,450         44,003         43,432         90,453           548,790         512,150         477,149         1,060,940           135,793         121,547         138,703         257,340           157,49         14,386         13,963         30,135           151,542         135,933         152,666         287,475           410         412         2,415         822           50,300         49,066         49,968         99,365	September 30, 2014         June 30, 2014         September 30, 2013         September 30, 2014         September 30, 40, 404         September 30, 2014         September 30, 2014         September 30, 40, 404         September 30, 2014         Septem

#### gmental Capital Employed

Segregation of assets, liabilities, depreciation and other non-cash expenses into various primary segments has not been done as the assets are used interchangeably betwee egments. Accordingly no disclosure relating to Segmental assets and liabilities has been made

#### Notes :

The guarterly and half yearly results have been reviewed by the Audit Committee and taken on records by the Board of Directors in its meeting held on 29th October 2014.

## 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, Venturbay Consultants Private Limited ("Venturbay"), CanvasM Technologies Limited "CanvasM") and Mahindra Logisoft Business Solutions Limited ("Logisoft"), the wholly owned subsidiaries of the Company, and Satyam Computer Services Limited ("Satyam") and ssociate of the Company (through Venturbay) and C&S System Technologies Private Limited (C&S) a wholly owned subsidiary of erstwhile Satyam, merged with the Company with affect 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 Satvam. Venturbay, CanvasM. Logisoft and C&S have been transferred to and vested i the Company with effect from April 1, 2011.

n accordance with the Scheme, the investments held in the respective subsidiaries and associate have been cancelled and the Company on July 6, 2013 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 103485396 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 ther xclusively 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. Venturbay, Logisoft, CanvasM 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

hese amalgamations with the Company are non-cash transactions.

Pursuant to the Scheme, the title deeds for the immovable properties pertaining to the amalgamating companies are pending conveyance in the name of the Company. Further, the company has initiated the name change formalities to transfer the title in respect of the other properties, contracts etc.

### 2.1 Appeals against the order sanctioning the Scheme

Appeals against the order by the single judge of the Honorable High Court of Andhra Pradesh approving the Scheme of merger have been filed by 37 companies before the Division Sench of the Honorable High Court of Andhra Pradesh. No interim orders have been passed and the appeals are pending hearing.

#### One of the said company has also appealed against the order of the single judge rejecting the Petition for winding up of erstwhile Satyam. The matter has been combined with the abo ppeals for hearing.

. Matters pertaining to erstwhile Satyam Computer Services Limited (erstwhile Satyam):

#### 3.1 Investigation by authorities in India

In the letter of January 7, 2009 ( the "letter") of Mr. B. Ramalinga Raju, the then Chairman of erstwhile Satyam, admitted that the Balance Sheet of erstwhile Satyam as at September 30, 2008 carried an inflated cash and bank balances, non-existent accrued interest, an understated liability and an overstated debtors position

Consequently, various regulators/ investigating agencies such as the Central Bureau of Investigation (CBI), Serious Fraud Investigation Office (SFIO) / Registrar of Companies (ROC), Directorate of Enforcement (ED), etc., had initiated their investigation on various matters which are yet to be concluded.

On May 22, 2013, the ED has issued a show-cause notice to erstwhile Satyam for contravention of provisions of the Foreign Exchange Management Act, 1999 (FEMA) for alleged no repatriation of ADS proceeds aggregating USD 39.2 Million. The Company has responded to the show-cause notice.

Certain agencies viz., SFIO and ED, pursuant to the matters stated above, had conducted inspections and issued notices calling for information from certain subsidiaries which hav been responded/in the process of being responded to. In furtherance to the investigation of erstwhile Satyam, certain Regulatory Agencies in India sought assistance from Overse Regulators and accordingly, sought information from certain overseas subsidiaries.

The company received summons dated February 26, 2014 from "Honorable, XXI Additional Chief Metropolitan Magistrate, Hyderabad cum Special Sessions Court" in connection with The company received summaries dated tables and your commander and received and the metapolitical index and and a second and the company and the company along with 212 Accused persons. In the company, ED has alleged that the Company has been involved in the offence of money laundering by possessing the proceeds of crime and projecting them as untainted. The Company strongly believes that the said prosecution against the Company is legally untenable. The Company has challenged the above complaint before the Honorable High Court of Hyderabad an also sought for interim stay of all the proceedings before the above court which is pending.

in view of the aforesaid developments and also based on legal opinion, the erstwhile Satyam's management's view, which is also the Company's Management's view, that the claim regarding the repayment of "alleged advances" (including interest thereon) of the 37 companies are not legally tenable has been reinforced. Accordingly in the opinion of the egalaring the reperment of an egal advances (including interest interest) of the Original state for regard relation has been relative. Recountingly, in the Quarter of the Company's more deviced required to repay these company's more deviced required to repay these requi amounts, such an eventuality will not have an adverse bearing on either the Company's profits or its reserves in that period, since the Company has been legally advised that no damages/compensation/interest would be payable even in such an unlikely event.

However, notwithstanding the above, pending the final outcome of the recovery suit filed by the 37 companies in the City Civil Court and the ED matter under the PMLA pending before the High Court, the Company, as a matter of prudence, at this point of time, is continuing to classify the amounts of the alleged advances as "Amounts pending investigatio suspense Account (net)", and the same would be appropriately dealt with/reclassified when the final outcome becomes clearer

## 3.4 Provision for taxation

Erstwhile Satvam was carrving a total amount of Rs. 49892 Lakhs (net of taxes paid) as at March 31, 2013 (before giving effect to its amalgamation with the Company) toward provision for taxation, including for the prior years for which the assessments are under dispute

Subsequent to the amalgamation, duly considering the professional advice obtained in the matter, the Management has re-evaluated the effects of the possible outcomes of the tax matters in dispute relating to erstwhile Satvam and the estimated excess tax provision amounting to Bs. 22660 Lakhs determined based on such evaluation in respect of the prior names in dispute relating to ensumine dargain and the estimated based at provision and minimum to the standard in respect of the prohe prior year disputes relating to erstwhile Satyam is adequate

## 4. Exceptional item

The exceptional item (income) amounting to Rs. 12000 Lakhs represents write back during the previous year ended March 31, 2014 of the excess provision for contingen provided in an earlier year by erstwhile Satyam, based on a re-evaluation of the same by the Management.

The Roard of Directors of the Company in their meeting held on November 29, 2013 have approved the scheme of amalgamation and arrangement (the "Scheme") which provide or the analganation of Mahindra Engineering Services Limited (MESL), under sections of the 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 the Company. The Appointed date of the Scheme is April 1, 2013.

The Board of Directors of the Company have recommended to issue 5 fully paid up Equity Shares of Rs 10 each of the Company for every 12 fully paid Equity Shares of Rs, 2 each of MESL.

The Company has received approval from Competition Commission of India (CCI) on January 7, 2014. Approvals from Bombay Stock Exchange and the National Stock Exchange are received on March 7, 2014

In the Court Convened Meeting of the shareholders of the Company convened pursuant to the Order of the Honorable High Court of Judicature at Bombay, held on June 20th 2014 the shareholders have approved the Scheme in accordance with the provisions of Sections 391 and 394 read with Sections 78, 100 to 104 and other applicable provisions of the Companies Act, 1956.

The Company has filed the Petition for approval of the merger with the Honorable High Court of Judicature at Bombay on 18th July 2014 which is pending.

The merger would be effective once the order is received from Honorable High Court of Bombay and filed with the Registrar of Companies ('ROC').

5. During the guarter ended September 30. 2014, Tech Mahindra GmbH (100% subsidiary of Tech Mahindra Limited) acquired 100% stake in equity of Tech Mahindra Busin Sources GmbH (earlier known as BASF Business Services holding GmbH) w.e.f. July 29, 2014 for Euro 8, 180,288 (equivalent Bs. 6600 Lakhs)

7. Current tax expense for the quarter and half year ended September 30, 2014 is net of excess provision of Rs. 1655 Lakhs and Rs. 1700 lakhs respectively (quarter and half year ended 30th September 2013: Rs. 2094 lakhs) of previous periods written back, no longer required.

8. Current tax for the previous year ended March 31, 2014 includes provision of Rs. 2398 lakhs of earlier years written back. no longer required as the company has received the refund on finalisation of assessment

9. Previous period figures have been regrouped/rearranged wherever necessary.

10. The standalone financial results have been made available to the Stock Exchanges where the company's securities are listed and are posted on the company's websit www.techmahindra.com

11. The qualification in the Auditors' Report for the quarter and half year ended September 30, 2014 and Management response thereon;

The Auditor has qualified their report on the following ground;

With respect to the matters described in Note 3.3 above, in the absence of complete / required information, and since the matter is sub-judice, their inability t comment on the accounting treatment/adjustments/disclosures relating to the aforesaid alleged advances amounting to Rs. 123040 Lakhs (net) and the related claim for damages/compensation/interest, which may become necessary as a result of the ongoing legal proceedings and the consequential impact, if any, on these financial results. However, in the eventuality of any payment upto Rs 123040 lakhs, against the aforesaid claims for the principal amounts of the alleged advances there will be no impact on the profits/losses or reserves of the Company.

With regard to the auditors' qualification in note above, refer to the details in note 3.3.

articulars		As at 30th September 2014	As at 31st March 2014
EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital		23,545	23,347
(b) Reserves and Surplus		1,064,289	894,689
2. Share application money pending	allotment	86	149
3. Minority Interest		15,370	14,382
4. Non Current Liabilities			
(a) Long-Term Borrowings		1,449	1,904
(b) Other Long-Term Liabilities		25,098	37,574
(c) Long-Term Provisions		39,944	41,380
5. Current Liabilities			
(a) Short-Term Borrowings		3,815	3,341
(b) Trade Payables		171,650	147,223
(c) Other Current Liabilities		128,514	180,241
(d) Short-Term Provisions		97,144	126,685
6. Amount Pending Investigation Sus	pense Account (Net)	123,040	123,040
	TOTAL - EQUITY AND LIABILITIES	1,693,944	1,593,955
ASSETS			
1. Non-Current Assets			
(a) Fixed Assets		249,483	229,655
(b) Non-Current Investments		121,935	121,935
(c) Deferred Tax Asset		40,417	38,300
(d) Long-Term Loans and Advances		92,564	91,372
(e) Other Non-Current Assets		1,153	2,102
<ul> <li>(f) Goodwill on Consolidation</li> <li>2. Current Assets</li> </ul>		60,242	56,403
(a) Current Investments		67.305	25.248
(a) Current investments (b) Inventory		67,305	25,248
(c) Trade Receivables		443.645	434.855
(d) Cash and Bank Balances		274.899	331,494
(e) Short-Term Loans and Advances		170.292	145,442
(f) Other Current Assets		171,499	116,168

#### Date : 29th October 2014 Place : Mumbai

Vineet Nayyar Executive Vice Chairman