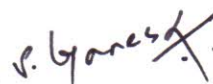


INDEPENDENT AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF TATA ELXSI LIMITED

1. We have audited the accompanying Statement of Standalone Financial Results of **TATA ELXSI LIMITED** ("the Company") for the Quarter and Six Months ended September 30, 2014 ("the Statement"), being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 4 below. This Statement has been prepared on the basis of the related interim financial statements, which is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to express an opinion on the Statement, based on our audit of the related interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS-25) on Interim Financial Reporting specified under the Companies Act, 1956 (which are deemed to be applicable as per Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014) and other accounting principles generally accepted in India.
2. We conducted our audit of the Statement in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the Statement. An audit also includes assessing the accounting principles used and the significant estimates made by the Management, as well as evaluating the overall Statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
 - (i) is presented in accordance with the requirements of Clause 41 of the Listing Agreements with the Stock Exchanges; and
 - (ii) gives a true and fair view in conformity with the accounting principles generally accepted in India of the net profit and other financial information of the Company for the Quarter and Six Months ended September 30, 2014.
4. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged / encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding, in terms of Clause 35 of the Listing Agreements with the Stock Exchanges and the particulars relating to the investor complaints disclosed in Part II - Select Information for the Quarter and Six Months ended September 30, 2014 of the Statement, from the details furnished by the Registrars.

for **Deloitte Haskins & Sells**
Chartered Accountants
Firm Registration No. 008072S



S. Ganesh
Partner

Membership No. 204108

Place: Bangalore
Date: October 29, 2014

TATA ELXSI LIMITED

Regd. Office: ITPB Road, Whitefield, Bangalore - 560 048

STATEMENT OF STANDALONE AUDITED RESULTS FOR THE QUARTER AND SIX MONTHS ENDED 30 SEPTEMBER, 2014

PART I

(Rs. lakhs)

Particulars	01 Jul 2014 to 30 Sep 2014	01 Apr 2014 to 30 Jun 2014	01 Jul 2013 to 30 Sep 2013	01 Apr 2014 to 30 Sep 2014	01 Apr 2013 to 30 Sep 2013	01 Apr 2013 to 31 Mar 2014
1 Income from operations						
(a) Net sales/income from operations	20,588.30	19,075.50	18,978.62	39,663.80	36,198.74	77,209.76
(b) Other operating income	-	-	-	-	-	-
Total income from operations (net)	20,588.30	19,075.50	18,978.62	39,663.80	36,198.74	77,209.76
2 Expenses						
(a) Purchases	1,679.57	1,595.98	1,271.17	3,275.55	3,712.06	7,274.17
(b) Changes in inventories of stock-in-trade	(5.30)	-	(20.00)	(5.30)	(0.11)	31.22
(c) Employee benefits expense	11,397.32	10,603.27	9,968.81	22,000.59	19,351.69	40,295.96
(d) Depreciation and amortisation expense	787.81	896.98	828.56	1,684.79	1,404.36	3,498.66
(e) Other expenses	3,337.11	3,107.54	4,512.43	6,444.65	8,564.42	15,996.97
Total expenses	17,196.51	16,203.77	16,560.97	33,400.28	33,032.42	67,096.98
3 Profit / (Loss) from operations before other income, finance costs and exceptional items (1 - 2)	3,391.79	2,871.73	2,417.65	6,263.52	3,166.32	10,112.78
Other Income (Refer Note No.3)	131.59	223.91	618.61	355.50	1,476.34	1,568.44
5 Profit / (Loss) from ordinary activities before finance costs & exceptional items (3 + 4)	3,523.38	3,095.64	3,036.26	6,619.02	4,642.66	11,681.22
6 Finance costs	-	0.14	60.88	0.14	138.33	182.68
7 Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)	3,523.38	3,095.50	2,975.38	6,618.88	4,504.33	11,498.54
8 Exceptional items	-	-	-	-	-	-
9 Profit / (Loss) from Ordinary Activities before tax (7 + 8)	3,523.38	3,095.50	2,975.38	6,618.88	4,504.33	11,498.54
10 Tax expense	1,159.60	1,012.70	1,014.60	2,172.30	1,508.35	3,987.80
11 Net Profit / (Loss) from ordinary activities after tax (9 - 10)	2,363.78	2,082.80	1,960.78	4,446.58	2,995.98	7,510.74
12 Extraordinary item	-	-	-	-	-	-
13 Net Profit / (Loss) for the period / year (11 - 12)	2,363.78	2,082.80	1,960.78	4,446.58	2,995.98	7,510.74
14 Paid-up equity share capital (equity shares of Rs.10/- each)	3,113.82	3,113.82	3,113.82	3,113.82	3,113.82	3,113.82
15 Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year	-	-	-	-	-	20,367.73
16 Earnings per share (not annualised)						
- Basic / diluted EPS before extraordinary items	7.59	6.69	6.30	14.28	9.62	24.12
- Basic / diluted EPS after extraordinary items	7.59	6.69	6.30	14.28	9.62	24.12

SELECT INFORMATION FOR THE QUARTER AND SIX MONTHS ENDED 30 SEPTEMBER, 2014

PART II

Particulars	01 Jul 2014 to 30 Sep 2014	01 Apr 2014 to 30 Jun 2014	01 Jul 2013 to 30 Sep 2013	01 Apr 2014 to 30 Sep 2014	01 Apr 2013 to 30 Sep 2013	01 Apr 2013 to 31 Mar 2014
A PARTICULARS OF SHAREHOLDING						
1 Public shareholding						
- Number of Shares	17,120,932	17,120,932	17,090,588	17,120,932	17,090,588	17,090,588
- Percentage of shareholding	55%	55%	55%	55%	55%	55%
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	14,017,288	14,017,288	14,047,632	14,017,288	14,047,632	14,047,632
- Percentage of shares (as a % of the total shareholding of Promoter and Promoter Group)	100	100	100	100	100	100
- Percentage of shares (as a % of the total share capital of the Company)	45%	45%	45%	45%	45%	45%

Particulars	3 months ended 30 Sep 2014
B INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	1
Received during the quarter	11
Disposed of during the quarter	5
Remaining unresolved at the end of the quarter	7



TATA ELXSI LIMITED

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STATEMENT OF STANDALONE AUDITED RESULTS FOR THE QUARTER AND SIX MONTHS ENDED 30 SEPTEMBER, 2014

SEGMENT RESULTS

Particulars	(Rs. lakhs)					
	01 Jul 2014 to 30 Sep 2014	01 Apr 2014 to 30 Jun 2014	01 Jul 2013 to 30 Sep 2013	01 Apr 2014 to 30 Sep 2014	01 Apr 2013 to 30 Sep 2013	01 Apr 2013 to 31 Mar 2014
1 Segment Revenue						
a System Integration & Support Services	1,687.32	1,388.75	1,738.97	3,076.07	4,721.08	8,939.54
b Software Development & Services	18,900.98	17,686.75	17,239.65	36,587.73	31,477.66	68,270.22
Net income from Sales / Services	20,588.30	19,075.50	18,978.62	39,663.80	36,198.74	77,209.76
2 Segment Results						
a System Integration & Support Services	188.57	38.98	139.51	227.55	360.90	741.26
b Software Development & Services	4,030.62	3,524.07	3,615.00	7,554.69	5,434.75	13,790.44
Total	4,219.19	3,563.05	3,754.51	7,782.24	5,795.65	14,531.70
Less: Interest & Finance Charges	-	0.14	60.88	0.14	138.33	182.68
Unallocable Expenditure (net of unallocable income)	695.81	467.41	718.25	1,163.22	1,152.99	2,850.48
Profit before Tax	3,523.38	3,095.50	2,975.38	6,618.88	4,504.33	11,498.54
3 Capital Employed.						
a System Integration & Support Services	73.79	283.42	415.34	73.79	415.34	681.96
b Software Development & Services	16,963.14	18,827.65	13,464.95	16,963.14	13,464.95	15,750.94
	17,036.93	19,111.07	13,880.29	17,036.93	13,880.29	16,432.90
Add: Unallocable Capital Employed	9,355.69	4,994.16	9,819.16	9,355.69	9,819.16	5,561.69
Total	26,392.62	24,105.23	23,699.45	26,392.62	23,699.45	21,994.59

STATEMENT OF ASSETS AND LIABILITIES

Particulars	(Rs. lakhs)	
	As at Sep 30, 2014	As at Mar 31, 2014
A EQUITY AND LIABILITIES		
1 Shareholders' funds		
(a) Share capital	3,113.82	3,113.82
(b) Reserves and surplus	24,501.60	20,367.73
Sub-total	27,615.42	23,481.55
2 Non-current liabilities		
(a) Long-term provisions	602.80	511.29
(b) Deferred tax liabilities (Net)	172.97	684.00
Sub-total	775.77	1,195.29
3 Current liabilities		
(a) Trade payables	5,096.65	6,379.73
(b) Other current liabilities	3,476.80	3,520.78
(c) Short-term provisions	1,482.24	4,123.56
Sub-total	10,055.69	14,024.07
TOTAL - EQUITY AND LIABILITIES	38,446.88	38,700.91
B ASSETS		
1 Non-current assets		
(a) Fixed assets		
(i) Tangible assets	5,749.25	7,006.89
(ii) Intangible assets	2,496.63	2,676.20
(iii) Capital work-in-progress	1,525.53	959.75
(iv) Intangible assets under development	113.38	302.41
Sub-total	9,884.79	10,945.25
(b) Non-current Investments	28.67	28.67
(c) Long-term loans and advances	4,146.40	4,067.76
Sub-total	14,059.86	15,041.68
2 Current assets		
(a) Inventories	5.30	-
(b) Trade receivables	13,899.79	15,557.74
(c) Cash and cash equivalents	6,407.75	4,981.52
(d) Short-term loans and advances	1,727.70	1,200.00
(e) Other current assets	2,346.48	1,919.97
	24,387.02	23,659.23
TOTAL ASSETS	38,446.88	38,700.91



TATA ELXSI LIMITED
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STATEMENT OF STANDALONE AUDITED RESULTS FOR THE QUARTER AND SIX MONTHS ENDED 30 SEPTEMBER, 2014

Notes:

- 1 The above figures have been reviewed by the Audit Committee and approved by the Board of Directors on October 29, 2014.
- 2 As per the provisions of the Companies Act, 2013 (the "Act"), the management has decided to adopt the useful lives as suggested in Part C of Schedule II of the Act, with effect from April 1, 2014 for all its fixed assets. Accordingly, an additional depreciation of Rs. 538.81 lakhs has been recognised for the period (Rs 249.12 lakhs for the quarter) in the statement of profit and loss.

In accordance with the transitional provisions under Note 7(b) to part C of Schedule II of the Act, the company has recognised an amount of Rs. 312.71 lakhs (net off of deferred tax as on 30th June, 2014 - Rs.161.02 lakhs) in the opening retained earnings, pertaining to assets whose balance useful life was Nil as at April 1, 2014, pursuant to such adoption.

The management is also reassessing useful life of assets through a technical evaluation. Additional impact, if any, on depreciation would be recognised in the subsequent quarters as per Schedule II of the Act.

(Rs. lakhs)							
3		Quarter ended	Quarter ended	Quarter ended	Period ended	Period ended	Year ended
	Other income includes:	30 Sep 2014	30 Jun 2014	30 Sep 2013	30 Sep 2014	30 Sep 2013	31 Mar 2014
	Exchange gain / (loss)	(142.27)	102.89	561.36	(39.38)	1,214.81	983.61

- 4 Previous period's / year's figures have been regrouped wherever necessary.

By Order of the Board
for TATA ELXSI LIMITED

Manoharan Dev
Managing Director

Bangalore, October 29, 2014

