

PART I

Particulars	Quarter ended				Half year ended				Year ended				Rs. in Lakhs
	September 30, 2014	June 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013	March 31, 2014	
1 Income from Operations	460,360	451,241	415,624	931,601	770,912	1,659,513							
2 Expenses													
a) Employee benefits expense	180,389	168,444	184,188	349,833	351,980	689,145							
b) Travelling Expenses	12,552	15,188	15,048	27,740	28,611	61,598							
c) Depreciation and amortization	159,529	147,401	67,855	306,930	125,518	431,324							
d) Development and distribution expenses	40,239	40,239	40,239	80,478	80,478	160,956							
e) Other expenses	41,410	383,149	327,166	793,119	616,955	1,316,076							
Total Expenses	421,917	388,149	327,166	793,119	616,955	1,316,076							
3 Profit from operations before other income and finance costs (1-2)	75,930	63,092	88,458	138,482	153,957	313,437							
4 Other Income													
Miscellaneous income	9,869	7,152	6,318	17,121	13,311	31,303							
Exchange gain / (loss) (net)	(5,991)	660	(4,882)	4,254	(24,273)	(24,273)							
Total	4,787	7,812	1,436	17,565	7,038	7,038							
5 Profit before finance costs (3+4)	79,768	70,904	89,894	156,072	171,522	320,467							
6 Finance costs													
Interest Cost on Borrowing	254	292	2,282	546	3,997	7,708							
Currency Translation Loss / (Gain) on Foreign Currency Loan	-	-	65	-	975	975							
Total	254	292	2,347	546	4,972	8,683							
7 Profit after finance costs but before exceptional item and tax (5-6)	79,514	70,612	87,547	150,126	166,550	311,784							
8 Exceptional item - Income	-	-	-	-	-	-							
9 Profit before tax (7+8)	79,514	70,612	87,547	150,126	166,550	311,784							
10 Tax expense	20,567	17,911	23,663	38,378	42,799	77,897							
a) Current Tax & Deferred Tax	-	-	-	-	-	(22,890)							
b) Earlier tax excess provision within back (refer note 3.4)	-	-	-	-	-	-							
11 Net Profit for the period (9-10)	59,947	52,701	63,884	111,648	123,751	289,547							
12 Paid-up Equity Share Capital (Face Value of Share Rs. 10)	23,545	23,439	23,239	23,545	23,239	23,347							
13 Loan Funds - Listed Debentures	-	-	30,000	-	30,000	30,000							
14 Reserves excluding revaluation reserve	-	-	-	-	-	861,698							
15 Debt Redemption Reserve	-	-	-	-	-	29,721							
16 Earnings Per Equity Share (Rs) (Before exceptional item) (not annualised)													
a) Basic	25.16	22.95	27.52	47.65	53.32	110.33							
b) Diluted	24.42	21.85	26.90	46.25	52.13	107.39							
17 Earnings Per Equity Share (Rs) (After exceptional item) (not annualised)													
a) Basic	25.16	22.95	27.52	47.65	53.32	115.49							
b) Diluted	24.42	21.85	26.90	46.25	52.13	112.41							
18 Debt													
Debt Equity Ratio	-	-	-	-	-	0.04							
Debt Service Coverage Ratio (DSCR)	-	-	-	-	-	0.90							
Interest Service Coverage Ratio (ISCR)	-	-	-	-	-	1.64							
Debt to Capitalization Ratio (DCR)	-	-	-	-	-	30.97							

Note: Suggested definition for Coverage Ratios:

Debt Service Coverage Ratio (DSCR) = Earnings before Interest and Tax (EBIT) / Interest Expense

Interest Service Coverage Ratio (ISCR) = Earnings before Interest and Tax (EBIT) / Interest Expense

Debt to Capitalization Ratio (DCR) = Debt / (Debt + Equity)

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Debt Service Coverage Ratio (D

ANNEX 1 - Selected information for the Quarter and half year ended September 30, 2014						
Particulars		Quarter ended September 30, 2014	Quarter ended June 30, 2014	September 30, 2013	Half year ended September 30, 2013	Year ended March 31, 2014
A	PARTICULARS OF SHAREHOLDING					
1	Number of shares outstanding	150714549	149051436	147654659	150714549	148735908
	- Promoter group	64.01%	63.03%	63.34%	64.01%	63.71%
	- Percentage of shareholding					
2	Promoter and promoter group Shareholding					
	a) Pledged/unpledged	-	-	-	-	-
	- 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). Number of shares	84736978	84736978	84736978	84736978	84736978
	- 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)	35.89%	36.15%	36.46%	35.89%	36.29%
INVESTORS COMPLAINTS		3 months ended 30-September-2014				
Pending at the beginning of the quarter					0	
Received during the quarter					24	
Disposed of during the quarter					0	
Remaining unresolved at the end of the quarter					0	
Particulars						

Scheme of Arrangement and Arrangement:

The Scheme of Arrangement 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, Ventruby Consultants Private Limited ("Ventruby"), Ventruby Technologies Limited ("Ventruby Technologies") and Ventruby Consultants (India) Private Limited ("Ventruby Consultants India") (collectively, "Ventruby") and Sanyam Capital Services Limited ("Sanyam") entered into a Scheme of Arrangement with Ventruby Consultants Private Limited ("Ventruby Consultants Private"), Ventruby Technologies Private Limited ("Ventruby Technologies Private") and Ventruby Consultants (India) Private Limited ("Ventruby Consultants India") (collectively, "Ventruby Companies") to effect a Scheme of Arrangement (the "Scheme") to restructure the business and all the assets and liabilities, duties and obligations of Sanyam, Ventruby, Ventruby Consultants, Ventruby Consultants India and Ventruby Companies 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 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 Sanyam, aggregating 10485036 equity shares.

The Company transferred out of its total holding of 17 equity shares of Rs. 2 each, 10485036 equity shares to a Trust, to hold the shares and any additional accretions thereto exclusively for the benefit of the shareholders of the Company.

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



As the other amalgamating companies i.e. Venturebay, Logisoft, CinvasM and C&S were wholly owned subsidiaries of the Company / Sayam, as applicable, no equity shares were exchanged to effect the amalgamation in respect thereof.

These amalgamations with the Company are non-cash transactions. In the event of any dispute relating to the amalgamating companies, the 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 Bench 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 Sayam. The matter has been combined with the above appeals for hearing.

3. Matters pertaining to erstwhile Sayam Computer Services Limited (erstwhile Sayam):

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 Sayam, admitted that the Balance Sheet of erstwhile Sayam as at September 30, 2008 carried an inflated cash and bank balances, non-existent accrued interest, an understated liability and an overstated debtor 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 Sayam for contravention of provisions of the Foreign Exchange Management Act, 1999 (FEMA) for alleged non-response to the show-cause notice issued by the ED dated May 15, 2013. The said notice has been responded to by erstwhile Sayam on May 29, 2013.

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 have been responded in the process of being responded to. In furtherance to the investigation of erstwhile Sayam, certain Regulatory Agencies in India sought assistance from Overseas Regulators and accordingly, sought information from certain overseas subsidiaries.

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 arising from the identified financial irregularities, had been made in the financial statements of erstwhile Sayam as at March 31, 2009.

Considerable time has elapsed after the initiation of investigation by various agencies and erstwhile Sayam had not received any further information as a result of the various ongoing investigations against erstwhile Sayam which required adjustments to the financial statements.

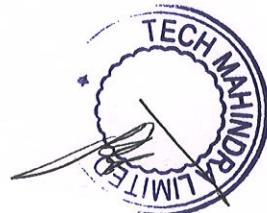
Further, in the opinion of the management, no new claims have been made when the Andhra Pradesh High Court considered and approved the merger, which need any further evaluation/adjustment/disclosure in the books, and all existing claims have been appropriately dealt with/recovered/disclosed in the books based on their current status.

Considering the above, notwithstanding the pendency of the various investigations/ proceedings, the Management is of the view that the above investigations/proceedings would not result in any additional material provisions/ write-offs/adjustments (other than those already provided for, within- or out-of) in the financial statements of the Company.

3.2 Forensic investigation and nature of financial irregularities

Consequent to the aforesaid letter, the Government nominated Board of Directors of erstwhile Sayam appointed an independent counsel ("Counsel") to conduct an investigation of the financial irregularities. The Counsel appointed forensic accountants to assist in the investigation (referred to as "forensic investigation") and preparation of the financial statements of erstwhile Sayam.

Date : 29th October, 2014
 Place : Mumbai
 Vineet Nayar
 Executive Vice Chairman



Particulars	As at 30th September 2014	As at 31st March 2014
A. EQUITY AND LIABILITIES		
1. Shareholders' Funds		
(a) Share Capital	23,545	23,347
(b) Reserves and Surplus	981,708	835,514
2. Share application money pending allotment	86	149
3. Non Current Liabilities		
(a) Long-Term Borrowings	315	495
(b) Other Long-Term Liabilities	24,806	37,412
(c) Other Long-Term Provisions	28,754	32,031
4. Current Liabilities		
(a) Trade Payables	164,203	143,192
(b) Other Current Liabilities	117,467	169,789
(c) Short-Term Provisions	77,776	108,941
5. Amount Pending Investigation Suspense Account	123,040	123,040
TOTAL - EQUITY AND LIABILITIES	1,541,700	1,473,920
B. ASSETS		
1. Non-Current Assets		
(a) Fixed Assets	228,381	208,795
(b) Non-Current Investments	232,344	229,400
(c) Deferred Tax Asset	30,887	31,087
(d) Long-Term Loans and Advances	83,355	94,093
2. Current Assets		
(a) Current Investments	34,007	-
(b) Trade Receivables	40,734	392,778
(c) Cash and Bank Balances	12,524	13,514
(d) Short-Term Loans and Advances	14,525	134,535
(e) Other Current Assets	148,788	97,834
TOTAL - ASSETS	1,541,700	1,473,920