

August 9, 2012

To

**The Manager,
Listing Department
Bombay Stock Exchange Limited**
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001.
FAX NO. : 022 2272 2037/39/41/61
Scrip Code : 532755

**The Manager,
Listing Department
National Stock Exchange of India Ltd.**
Exchange Plaza, 5th floor,
Plot No. – C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400051.
FAX NO. : 022 26598237/38
NSE Symbol : TECHM

Dear Sir(s)

Sub: Outcome of Board Meeting held on 9th August 2012

Pursuant to the provisions of the Listing Agreement, we wish to inform following decisions taken at the meeting of the Board of Directors of the Company held today:

1. Audited financial results of Tech Mahindra Limited and consolidated financial results of the Company and its subsidiaries for the first quarter ended on 30th June 2012 were taken on record.

In this regard, please find enclosed:

1. Audited financial results of Tech Mahindra Limited and consolidated financial results of the Company and its subsidiaries for the first quarter ended on 30th June 2012 together with Auditors Report thereon.
2. Press Release regarding results.
3. Fact Sheet giving certain operational financial parameters which will be put up on the Company website.

This is for your information and record.

Thanking you,
For Tech Mahindra Limited


Anil Khatri
Company Secretary & Compliance Officer





Tech Mahindra Limited
Audited Financial Results for the Quarter ended June 30th, 2012

PART I					PART II : Selected Information for the Quarter ended June 30, 2012				
Rs. In Lakhs					Rs. In Lakhs				
Particulars	Quarter ended		Year ended		Particulars	Quarter ended		Year ended	
	June 30, 2012	March 31, 2012	June 30, 2011	31st March 2012		June 30, 2012	March 31, 2012	June 30, 2011	31st March 2012
1 Income from Operations	149,500	136,042	123,436	524,302	A. PARTICULARS OF SHAREHOLDING				
2 Expenses					1. Public Shareholding -				
a) Employee benefits expense	57,460	55,665	52,119	225,368	- Number of shares	37,268,840	37,202,640	36,703,840	37,202,640
b) Travelling Expenses	9,214	8,544	7,525	29,658	- Percentage of shareholding	29.22%	29.18%	28.90%	29.18%
c) Services rendered by Business Associates & Others	37,364	34,254	28,239	125,276	2. Promoters and promoter group Shareholding				
d) Depreciation and amortization expense	3,702	3,523	3,146	15,053	a) Pledged/encumbered				
e) Other expenses	14,272	14,390	13,936	60,912	- Number of shares	-	-	-	-
Total Expenses	122,012	116,376	104,965	456,267	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-
3 Profit from operations before other income, finance costs and exceptional items (1-2)	27,488	19,666	18,471	68,035	- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-
4 Other Income					b) Non-encumbered				
Miscellaneous income	582	1,167	621	3,048	- Number of shares	90,283,901	90,283,901	90,283,901	90,283,901
Exchange gain / (loss)	(3,763)	(2,533)	3,802	3,725	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100%	100%	100%	100%
Total	(3,181)	(1,366)	4,423	6,773	- Percentage of shares (as a % of the total share capital of the company)	70.78%	70.82%	71.10%	70.82%
5 Profit before finance costs and exceptional items (3+4)	24,307	18,300	22,894	74,808	B. INVESTORS COMPLAINTS				
6 Finance costs					Pending at the beginning of the quarter			0	
Interest cost on borrowing	1,950	1,918	1,906	7,743	Received during the quarter			25	
Currency translation loss / (gain) on Foreign Currency Loan	452	(622)	320	2,501	Disposed of during the quarter			25	
Total	2,402	1,296	2,226	10,244	Remaining unresolved at the end of the quarter			0	
7 Profit after finance costs but before exceptional items and tax (5-6)	21,905	17,004	20,668	64,564	Segment wise Revenue, Results and Capital Employed				
8 Exceptional items	-	(6,787)	-	(6,787)	Particulars	Quarter ended	Year ended		
9 Profit before tax (7+8)	21,905	10,217	20,668	57,777		June 30, 2012	March 31, 2012	June 30, 2011	31st March 2012
10 Tax expense	5,155	2,185	4,449	11,721	Segment Revenue				
11 Net Profit after tax (9-10)	16,750	8,032	16,219	46,056	a) Telecom Service Provider	120,859	111,448	102,627	427,526
12 Paid-up Equity Share Capital (Face Value of Share Rs. 10)	12,755	12,749	12,699	12,749	b) Telecom Equipment Manufacturer	10,378	8,630	7,440	33,417
13 Loan Funds - Listed Debentures	60,000	60,000	60,000	60,000	c) BPO	14,620	12,311	11,316	48,070
14 Reserves excluding revaluation reserve	-	-	-	327,031	d) Others	3,643	3,653	2,053	15,289
15 Debenture Redemption Reserve	-	-	-	39,895	Total	149,500	136,042	123,436	524,302
16 Earnings Per Share (Rs.); (Not Annualized) (Before exceptional items)					Less: Inter Segment Revenue	-	-	-	-
- Basic	13.14	11.87	12.84	41.81	Net Sales / Income from operations	149,500	136,042	123,436	524,302
- Diluted	12.63	11.22	12.29	40.00	Segment Profit before tax, interest and depreciation				
17 Earnings Per Share (Rs.); (Not Annualized) (After exceptional items)					a) Telecom Service Provider	41,785	35,998	31,805	132,521
- Basic	13.14	6.32	12.84	36.27	b) Telecom Equipment Manufacturer	3,312	2,057	1,724	7,836
- Diluted	12.63	6.08	12.29	34.86	c) BPO	6,687	4,318	5,076	18,123
18 Ratios					d) Others	211	574	264	1,395
- Debt Equity Ratio	-	-	-	0.34	Total	51,995	42,947	38,869	159,875
- Debt Service Coverage Ratio (DSCR)	-	-	-	0.28	Less:				
- Interest Service Coverage Ratio (ISCR)	-	-	-	6.65	(i) Finance costs	2,402	1,296	2,226	10,244
					(ii) Other un-allocable expenditure Net off un-allocable income	27,688	24,647	15,975	85,067

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

Notes :

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 9th August 2012. 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 Venturbay Consultants Private Limited (Venturbay), Satyam Computer Services Limited (MSAT), C&S System Technologies Private Limited (C&S), Mahindra Logisoft Business Solutions Limited (Logisoft) and CanvasM Technologies Limited (CanvasM) 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.

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.

The Bombay Stock Exchange and the National Stock Exchange have conveyed to the Company, their no-objection under Clause 24(f) of the Listing Agreement to the said Scheme. TechM has also 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. A separate Special Resolution was also passed at the above mentioned meeting of the equity shareholders of TechM held on 7th June 2012, whereat the requisite majority of the equity shareholders approved the reduction of its securities premium account.

Thereafter, TechM, Venturbay, C&S, Logisoft and CanvasM had filed Petitions on 25th June 2012 respectively with the Hon'ble Bombay High Court seeking approval of the proposed Scheme. The Petitions have been admitted by the Hon'ble Bombay High Court on 20th July 2012 and the said Petitions have been fixed for final hearing and disposal before the Hon'ble Bombay High Court on 24th August 2012. Similarly, MSAT had filed its Petition on 27th June 2012 with the Hon'ble High Court of Andhra Pradesh, and the said petition was admitted on 9th July 2012 and has been fixed for hearing before the Hon'ble High Court of Andhra Pradesh on 14th August 2012.

The proposed Scheme is subject to the approvals of the Hon'ble Bombay High Court, Hon'ble High Court of Andhra Pradesh and other authorities. Accordingly the effect of the above mentioned scheme is not reflected in these accounts.

3. The Hon'ble Supreme Court vide its order dated 2nd February 2012 cancelled 2G 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 8787 Lakhs as doubtful debts during the quarter and year ended March 31, 2012.

4. Provision for taxation for the year ended 31st March 2012 includes reversal of excess 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.

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

Notes for Segmental Information:

Primary Segments

The Primary Segment of the Company is business segment by category of customers in the Telecom Service Provider, Telecom Equipment Manufacturer sectors, Business Process Outsourcing and Others.

Segmental 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 between segments. Accordingly no disclosure relating to Segmental assets and liabilities has been made.

Date : 9th August, 2012
Place : Mumbai

Vineet Nayyar
Vice Chairman & Managing Director





Revenue for the quarter at Rs.15,434 Mn, up 9% sequentially and 19% over previous year

Profit from operations for the quarter at Rs. 2,881 Mn, up 38% sequentially and 44% over previous year

Consolidated Audited Financial Results for the Quarter ended June 30th, 2012

PART I

Rs. In Lakhs

Particulars	Quarter ended			Year ended 31st March 2012
	June 30, 2012	March 31, 2012	June 30, 2011	
1 Income from Operations	154342	141905	129248	548969
2 Expenses				
a) Employee benefits expense	75980	73332	65991	268931
b) Travelling Expenses	11404	10646	8970	35478
c) Services rendered by Business Associates & Others	15613	15035	13652	58024
d) Depreciation and amortisation expense	4213	3825	3344	16133
e) Other expenses	18322	19089	16467	76722
Total Expenses	125532	121927	108424	473288
3 Profit from operations before other income, finance costs and exceptional items (1-2)	28810	19978	20824	75681
4 Other Income				
Miscellaneous income	686	1351	711	3877
Exchange gain / (loss)	(2420)	(3465)	3898	5940
Total	(1734)	(2114)	4609	9817
5 Profit before finance costs and exceptional items (3+4)	27076	17864	25433	85498
6 Finance costs				
Interest Cost on Borrowing	1950	1927	1906	7757
Currency Translation Loss / (Gain) on Foreign Currency Loan	452	(621)	320	2501
Total	2402	1306	2226	10258
7 Profit after finance costs but before exceptional items and tax (5-6)	24674	16558	23207	75240
8 Exceptional items	-	(6787)	-	(6787)
9 Profit before tax (7+8)	24674	9771	23207	68453
10 Tax expense	5847	2302	5081	14245
11 Profit after tax but before share of profit / (loss) in Associate and minority interest (9-10)	18827	7469	18126	54208
12 Share of profit/(loss) in Associate				
Profit after Tax and minority interest (excluding exceptional items)	15023	18116	9604	51034
Exceptional items	-	4665	-	4665
13 Profit after tax and share of profit / (loss) in Associate but before minority interest (11+12)	33850	30250	27730	109907
14 Minority Interest	-	-	(75)	(362)
15 Net Profit for the period (13-14)	33850	30250	27655	109545
16 Paid-up Equity Share Capital (Face Value of Share Rs. 10)	12755	12749	12699	12749
17 Loan Funds - Listed Debentures	60000	60000	60000	60000
18 Reserves excluding revaluation reserve	-	-	-	386747
19 Debenture Redemption Reserve	-	-	-	39895
20 Earnings Per Share (Rs.) (Not Annualized) (Before exceptional items)				
- Basic	26.54	29.16	21.89	91.60
- Diluted	25.51	28.03	20.95	88.05
21 Earnings Per Share (Rs.) (Not Annualized) (After exceptional items)				
- Basic	26.54	23.82	21.89	86.25
- Diluted	25.51	22.89	20.95	82.91
22 Ratios				
- Debt Equity Ratio	-	-	-	0.29
- Debt Service Coverage Ratio (DSCR)	-	-	-	0.29
- Interest Service Coverage Ratio (ISCR)	-	-	-	7.39

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 ended June 30, 2012

Rs. In Lakhs

Particulars	Quarter ended			Year ended 31st March 2012
	June 30, 2012	March 31, 2012	June 30, 2011	
A PARTICULARS OF SHAREHOLDING				
1 Public Shareholding				
- Number of shares	37268840	37202640	36703840	37202640
- Percentage of shareholding	29.22%	29.18%	28.90%	29.18%
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	90283901	90283901	90283901	90283901
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%
- Percentage of shares (as a % of the total share capital of the company)	70.78%	70.82%	71.10%	70.82%

PART II : Selected Information for the Quarter ended June 30, 2012

Particulars	3 months ended 30-June-2012			
B. INVESTORS COMPLAINTS				
Pending at the beginning of the quarter				0
Received during the quarter				25
Disposed of during the quarter				25
Remaining unresolved at the end of the quarter				0

Stand-Alone Information (Audited)

Rs. In Lakhs

Particulars	Quarter ended			Year ended 31st March 2012
	June 30, 2012	March 31, 2012	June 30, 2011	
Income from Operations	149500	136042	123436	524302
Profit before exceptional items and tax	21905	17004	20668	64564
Profit before tax	21905	10217	20668	57777
Profit after tax	16750	8032	16219	46056

Segment wise Revenue, Results and Capital Employed

Rs. In Lakhs

Particulars	Quarter ended			Year ended 31st March 2012
	June 30, 2012	March 31, 2012	June 30, 2011	
Segment Revenue				
a) Telecom Service Provider	124090	114262	106465	442897
b) Telecom Equipment Manufacturer	10444	9035	8287	35994
c) BPO	15535	14725	12211	53220
d) Others	4273	3883	2285	16858
Total	154342	141905	129248	548969
Less: Inter Segment Revenue	-	-	-	-
Net Sales / Income from operations	154342	141905	129248	548969
Segment Profit before tax, interest and depreciation				
a) Telecom Service Provider	46443	39813	36079	150144
b) Telecom Equipment Manufacturer	3710	2512	2308	9422
c) BPO	6527	5895	5027	19386
d) Others	844	708	375	2233
Total	57524	48928	43789	181185
Less:				
(i) Finance costs	2402	1306	2226	10258
(ii) Other un-allocable expenditure Net off un-allocable income	30448	31064	18356	95687
Profit before exceptional items and tax	24674	16558	23207	75240
Exceptional items	-	(6787)	-	(6787)
Profit before tax	24674	9771	23207	68453

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 9th August 2012.
- As required by AS 23 'Accounting for Investments in associates in Consolidated Financial Statements', the Company has followed equity method of accounting and results for the quarter ended 30th June 2012 include its share of profit in Satyam Computer Services Limited (SCSL) for the quarter ended 30th June 2012. The auditors of SCSL have qualified their consolidated limited review report for the quarter ended 30th June 2012 expressing their inability to ascertain the impact and the consequential effects, if any, thereof, which are not quantifiable on a number of items, including ongoing investigations and legal proceedings by various regulatory authorities / investigating agencies in respect of financial irregularities under the previous management of SCSL, certain lawsuits (the 'Aberdeen(UK) Complaint') filed by certain investors in the United Kingdom, and adequacy or otherwise of the provision for taxation pertaining to prior years, etc. on the financial statements of SCSL. Due to the above, the auditors of Tech Mahindra have also qualified their consolidated auditor's report in respect of its cumulative post acquisition share of profit of SCSL, the amount of goodwill in the investment value, investment in SCSL and reserves and surplus in the consolidated financial statements of Tech Mahindra Limited.
- 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 Venturbyte Consultants Private Limited (Venturbyte), Satyam Computer Services Limited (MSAT), C&S System Technologies Private Limited (C&S), Mahindra Logisoft Business Solutions Limited (Logisoft) and CanvasM Technologies Limited (CanvasM) 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.
- 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.
- The Bombay Stock Exchange and the National Stock Exchange have conveyed to the Company, their no-objection under Clause 24(f) of the Listing Agreement to the said Scheme. TechM has also 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. A separate Special Resolution was also passed at the above mentioned meeting of the equity shareholders of TechM held on 7th June 2012, whereat the requisite majority of the equity shareholders approved the reduction of its securities premium account.
- Thereafter, TechM, Venturbyte, C&S, Logisoft and CanvasM had filed Petitions on 25th June 2012 respectively with the Hon'ble Bombay High Court seeking approval of the proposed Scheme. The Petitions have been admitted by the Hon'ble Bombay High Court on 20th July 2012 and the said Petitions have been fixed for hearing and disposal before the Hon'ble Bombay High Court on 24th August 2012. Similarly, MSAT had filed its Petition on 27th June 2012 with the Hon'ble High Court of Andhra Pradesh, and the said petition was admitted on 9th July 2012 and has been fixed for hearing before the Hon'ble High Court of Andhra Pradesh on 14th August 2012.
- The proposed Scheme is subject to the approvals of the Hon'ble Bombay High Court, Hon'ble High Court of Andhra Pradesh and other authorities. Accordingly the effect of the above mentioned scheme is not reflected in these accounts.
- The Hon'ble Supreme Court vide its order dated 2nd February 2012 cancelled 2G 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.
- Provision for taxation for the year ended 31st March 2012 includes reversal of excess 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.
- Previous period figures have been regrouped/rearranged wherever necessary.
- 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 website www.techmahindra.com.

Notes for Segmental Information:

Primary Segments

The Primary Segment of the Company is business segment by category of customers in the Telecom Service Provider, Telecom Equipment Manufacturer sectors, Business Process Outsourcing and Others.

Segmental 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 between segments. Accordingly no disclosure relating to Segmental assets and liabilities has been made.

Date: 9th August, 2012

Place : Mumbai



Vineet Nayyar
Vice Chairman & Managing Director