

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

1. We have audited the accompanying Statement of Consolidated Financial Results of **TATA ELXSI LIMITED** ("the Company") and its subsidiary (the Company and its subsidiary constitute "the Group") for the Quarter ended June 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 consolidated 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 consolidated 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:
 - a. includes the results of the TATA Elxsi (Singapore) Pte Limited;
 - b. is presented in accordance with the requirements of Clause 41 of the Listing Agreements with the Stock Exchanges; and
 - c. 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 Group for the Quarter ended June 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 investor complaints disclosed in Part II - Select Information for the Quarter Ended June 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: July 18, 2014

TATA ELXSI LIMITED

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

STATEMENT OF CONSOLIDATED AUDITED RESULTS FOR THE QUARTER ENDED JUNE 30, 2014

PART I

(Rs.lakhs)

Particulars	Apr 01, 2014 to Jun 30, 2014	Jan 01, 2014 to Mar 31, 2014	Apr 01, 2013 to Jun 30, 2013	Apr 01, 2013 to Mar 31 2014
1 Income from operations				
(a) Net sales/income from operations	19,075.50	21,151.92	17,317.34	77,478.57
(b) Other operating income	-	-	-	-
Total income from operations (net)	19,075.50	21,151.92	17,317.34	77,478.57
2 Expenses				
(a) Purchases	1,595.98	2,363.96	2,506.91	7,493.71
(b) (Increase) / decrease in inventories of stock-in-trade	-	23.31	19.89	31.22
(c) Employees benefits expense	10,603.27	10,508.66	9,382.88	40,295.96
(d) Depreciation and amortisation expense (Refer Note No.2)	896.98	1,167.81	575.80	3,498.66
(e) Other expenses	3,108.44	3,559.29	4,058.02	16,012.07
Total expenses	16,204.67	17,623.03	16,543.50	67,331.62
3 Profit / (Loss) from operations before other income, finance costs and exceptional items (1 - 2)	2,870.83	3,528.89	773.84	10,146.95
4 Other Income (Refer Note No.3)	221.24	24.61	691.74	1,254.33
5 Profit / (Loss) from ordinary activities before finance costs & exceptional items (3 + 4)	3,092.07	3,553.50	1,465.58	11,401.28
6 Finance costs	0.14	3.94	77.45	182.68
7 Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)	3,091.93	3,549.56	1,388.13	11,218.60
8 Exceptional items	-	-	-	-
9 Profit / (Loss) from Ordinary Activities before tax (7 + 8)	3,091.93	3,549.56	1,388.13	11,218.60
10 Tax expense	1,012.70	1,364.63	495.56	3,992.41
11 Net Profit / (Loss) from ordinary activities after tax (9 - 10)	2,079.23	2,184.93	892.57	7,226.19
12 Share of loss from associate Company	-	-	-	-
13 Net Profit / (Loss) for the period / year (11 - 12)	2,079.23	2,184.93	892.57	7,226.19
14 Paid-up equity share capital (equity shares of Rs.10/- each)	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	-	-	-	20,457.27
16 Earnings per share (not annualised)				
- Basic/ diluted EPS before extraordinary items	6.68	7.02	2.87	23.21
- Basic/ diluted EPS after extraordinary items	6.68	7.02	2.87	23.21

SELECT INFORMATION FOR THE QUARTER ENDED JUNE 30, 2014

PART II

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

Particulars	3 months ended June 30, 2014
B INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	3
Received during the quarter	1
Disposed of during the quarter	3
Remaining unresolved at the end of the quarter	1



TATA ELXSI LIMITED

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STATEMENT OF CONSOLIDATED AUDITED RESULTS FOR THE QUARTER ENDED JUNE 30, 2014

SEGMENT RESULTS

Particulars	(Rs. lakhs)			
	Apr 01, 2014 to Jun 30, 2014	Jan 01, 2014 to Mar 31, 2014	Apr 01, 2013 to Jun 30, 2013	Apr 01, 2013 to Mar 31, 2014
1 Segment Revenue				
a System Integration & Support Services	1,388.75	2,657.79	3,079.33	9,208.35
b Software Development & Services	17,686.75	18,494.13	14,238.01	68,270.22
Net income from Sales/Services	19,075.50	21,151.92	17,317.34	77,478.57
2 Segment Results				
a System Integration & Support Services	38.08	251.75	246.55	842.56
b Software Development & Services	3,524.07	4,276.95	1,819.76	13,790.44
Total	3,562.15	4,528.70	2,066.31	14,633.00
Less: Interest & Finance Charges	0.14	3.94	77.45	182.68
Unallocable Expenditure (net of unallocable income)	470.08	975.20	600.73	3,231.72
Profit before Tax	3,091.93	3,549.56	1,388.13	11,218.60
3 Capital Employed				
a System Integration & Support Services	398.53	809.01	2,253.25	809.01
b Software Development & Services	18,827.65	15,750.94	11,254.76	15,750.94
	19,226.18	16,559.95	13,508.01	16,559.95
Add: Unallocable Capital Employed	4,994.16	5,561.68	8,650.90	5,561.68
Total	24,220.34	22,121.63	22,158.91	22,121.63

Notes:

- The above figures have been reviewed by the Audit Committee and approved by the Board of Directors on July 18, 2014.
- As per the requirement of the provisions of Schedule II 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.289.69 lakhs has been recognised 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 of 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.

Other income includes:	(Rs. lakhs)			
	Quarter ended Jun 30, 2014	Quarter ended Mar 31, 2014	Quarter ended Jun 30, 2013	Year ended Mar 31, 2014
Exchange gain / (loss)	100.22	(112.66)	653.45	978.95

- Previous period's / year's figures have been re-grouped wherever necessary.

- The following are the particulars of the Company on a stand-alone basis

	Quarter ended Jun 30, 2014	Quarter ended Mar 31, 2014	Quarter ended Jun 30, 2013	Year ended Mar 31, 2014
Turnover Rs. lakhs	19,075.50	21,151.19	17,220.12	77,209.76
Profit before tax Rs. lakhs	3,095.50	3,729.94	1,528.95	11,498.54
Profit after tax Rs. lakhs	2,082.80	2,367.19	1,035.20	7,510.74

- The detailed standalone results of the Company are available on the Company's website - www.tataelxsi.com

Bangalore, July 18, 2014

By Order of the Board
for TATA ELXSI LIMITED

Madhukar Dey
Managing Director

