

Patni Computer Systems LTD  
Form 6-K  
July 30, 2009  
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 6-K**

**REPORT OF FOREIGN ISSUER**

**Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

For July 30, 2009

**PATNI COMPUTER SYSTEMS LIMITED**

**Akruti Softech Park , MIDC Cross Road No 21,  
Andheri (E) , Mumbai - 400 093, India**

(Exact name of registrant and address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

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Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If  Yes is marked, indicate below the file under assigned to the registrant in connection with Rule 12g3-2(b):

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FAX TO SE

Registered Office : S-1A Irani Market Compound, Yerawada , Pune - 411 006, India.

Corporate Office : Akruiti , MIDC Cross Road No 21, Andheri (E) , Mumbai - 400 093, India.

**Summary of Consolidated financial results of Patni Computer Systems Limited and its subsidiaries for the quarter and six months ended 30 June 2009, prepared as per US GAAP**

US \$ in lakhs except share data

|  | Quarter ended 30 June |                     | Six months ended 30 June |                     | Year ended 31                 |
|--|-----------------------|---------------------|--------------------------|---------------------|-------------------------------|
|  | 2009<br>(Unaudited)   | 2008<br>(Unaudited) | 2009<br>(Unaudited)      | 2008<br>(Unaudited) | December<br>2008<br>(Audited) |
| Net Revenues   | 1,619                 | 1,826               | 3,186                    | 3,590               | 7,189                         |
| Cost of revenues   | 1,057                 | 1,272               | 2,106                    | 2,530               | 4,913                         |
| <b>Gross profit</b>  | <b>562</b>            | <b>554</b>          | <b>1,080</b>             | <b>1,060</b>        | <b>2,276</b>                  |
| Selling, general and administrative expenses   | 278                   | 339                 | 572                      | 650                 | 1,327                         |
| Foreign exchange loss, net   | 41                    | 47                  | 106                      | 69                  | 183                           |
| <b>Operating income</b>  | <b>243</b>            | <b>168</b>          | <b>402</b>               | <b>341</b>          | <b>766</b>                    |
| Interest and dividend income   | 26                    | 27                  | 53                       | 62                  | 130                           |
| Interest expense   | (4)                   | (8)                 | (11)                     | (16)                | (18)                          |
| Interest expense reversed  |                       |                     |                          |                     | 65                            |
| Gain on sale of investments, net   | 84                    | 93                  | 86                       | 95                  | 97                            |
| Other income, net  | 6                     | 1                   | 10                       | 9                   | 26                            |
| <b>Income before income taxes</b>  | <b>355</b>            | <b>281</b>          | <b>540</b>               | <b>491</b>          | <b>1,066</b>                  |
| Income taxes   | 68                    | 39                  | 104                      | 68                  | 52                            |
| <b>Net Income</b>  | <b>287</b>            | <b>242</b>          | <b>436</b>               | <b>423</b>          | <b>1,014</b>                  |
| <b>Earnings per share</b>  |                       |                     |                          |                     |                               |
| - Basic  | \$ 0.22               | \$ 0.17             | \$ 0.34                  | \$ 0.30             | \$ 0.75                       |
| - Diluted  | \$ 0.22               | \$ 0.17             | \$ 0.34                  | \$ 0.30             | \$ 0.75                       |
| <b>Weighted average number of common shares used in computing earnings per share</b> |                       |                     |                          |                     |                               |
| - Basic  | 128,105,795           | 139,061,109         | 128,105,403              | 139,045,585         | 135,590,677                   |
| - Diluted  | 128,704,643           | 139,295,007         | 128,471,603              | 139,287,340         | 135,760,422                   |
| Total assets   | 8,084                 | 8,543               | 8,084                    | 8,543               | 7,653                         |
| Cash and cash equivalents  | 571                   | 551                 | 571                      | 551                 | 601                           |
| Investments  | 2,934                 | 2,919               | 2,934                    | 2,919               | 2,483                         |

**Notes:**

1 The consolidated financial statements of Patni Computer Systems Limited and its subsidiaries have been prepared in accordance with the accounting principles generally accepted in the United States ( US GAAP ). All inter-company transactions have been eliminated on consolidation.

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During the three months ended 30 June 2009, due to adverse market conditions, the Company reviewed the recoverability of the carrying amount of Intellectual Property Rights ( IPR ) in accordance with FAS 144 Accounting for the Impairment or Disposal of Long-Lived Assets ( FAS 144 ). The expected future undiscounted cash flows from use of this intangible exceeds the carrying amount as at 30 June 2009. Accordingly, no impairment charge has been recorded.

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In December 2008, the Company received a Demand of approximately Rs. 4,587 for the Assessment Year 2003-04 including an interest demand of Rs. 2,586 (\$ 96 including an interest demand of approximately \$ 54) and another Demand in January 2009 of approximately Rs. 11,318 for the Assessment Year 2005-06 including an interest demand of approximately Rs. 4,220 (\$ 236 including an interest demand of approximately \$ 88). These new demands concern the same issue of disallowance of tax benefits under Section 10A as per earlier assessments. The Company has filed an appeal with the tax authorities and a stay of demand has been granted until 30 June 2009 or settlement of appeal whichever is earlier.

As per stay of demand order till June 2009 the Company has paid sum of Rs. 660 (\$ 14) for the Assessment Year 2003-04 and Rs. 1,430 (\$ 30) for the Assessment year 2005-06 as such the matter under appeal. Subsequently in June 2009 the Company has filed an extension for stay of demand and the same has been granted till August 2009 or settlement of appeal whichever is earlier. Management considers these demands as not tenable against the Company and, therefore, no provision for this tax contingency has been established.

The tax department had earlier rejected our claim under section 10A and raised a demand of approximately Rs. 6,302 (\$ 132 including an interest demand of approximately \$ 39) for AY 2004-05 and Rs. 2,617 million (\$ 55 including an interest demand of approximately \$ 29) for AY 2002-03 in December 2006 and December 2007 respectively. However on appeal, in 2008 the CIT (Appeals) had allowed the claim under section 10A of the Income Tax Act, 1961. The Indian Income tax department has appealed against the CIT (Appeals ) orders in respect of assessment year 2002-03 and 2004-05 in the tribunal. Management considers these demands as not tenable against the Company and, therefore, no provision for this tax contingency has been established.

Certain other income tax related legal proceedings are pending against the Company. Potential liabilities, if any, have been adequately provided for, and the Company does not currently estimate any incremental liability in respect of these proceedings. Additionally, the Company is also involved in lawsuits and claims which arise in ordinary course of business. There are no such matters pending that the Company expects to be material in relation to its business.

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Previous period s figures have been appropriately reclassified to conform to the current period s presentations.

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The above summary of consolidated financial results were taken on record by the Board of Directors at its adjourned meeting held on 30 July 2009.

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### Patni Computer Systems Limited

FAX TO SE

Registered Office : S-1A Irani Market Compound, Yerawada , Pune - 411 006, India.

Corporate Office : Akruti , MIDC Cross Road No 21, Andheri (E) , Mumbai - 400 093, India.

### Summary of financial statements prepared as per US GAAP - Convenience translation (Unaudited)

Rs. in lakhs except share data

|  | Quarter ended 30 June |               | Six months ended 30 June |               | Year ended 31  |
|--|-----------------------|---------------|--------------------------|---------------|----------------|
|  | 2009                  | 2008          | 2009                     | 2008          | December 2008  |
| Exchange Rate (Rs.)                          | 47.74                 | 42.93         | 47.74                    | 42.93         | 48.58          |
| Net Revenues                                 | 77,291                | 78,371        | 152,078                  | 154,118       | 349,234        |
| Cost of revenues                             | 50,446                | 54,595        | 100,509                  | 108,624       | 238,657        |
| <b>Gross profit</b>                          | <b>26,845</b>         | <b>23,776</b> | <b>51,569</b>            | <b>45,494</b> | <b>110,577</b> |
| Selling, general and administrative expenses | 13,290                | 14,552        | 27,286                   | 27,878        | 64,457         |
| Foreign exchange loss, net                   | 1,972                 | 2,016         | 5,076                    | 2,971         | 8,919          |
| <b>Operating income</b>                      | <b>11,583</b>         | <b>7,208</b>  | <b>19,207</b>            | <b>14,645</b> | <b>37,201</b>  |
| Interest and dividend income                 | 1,239                 | 1,136         | 2,539                    | 2,666         | 6,316          |
| Interest expense                             | (194)                 | (331)         | (525)                    | (698)         | (847)          |
| Interest expense reversed                    |                       |               |                          |               | 3,156          |
| Gain on sale of investments, net             | 4,002                 | 3,996         | 4,071                    | 4,101         | 4,728          |
| Other income, net                            | 312                   | 61            | 481                      | 384           | 1,244          |
| <b>Income before income taxes</b>            | <b>16,942</b>         | <b>12,070</b> | <b>25,773</b>            | <b>21,098</b> | <b>51,798</b>  |
| Income taxes                                 | 3,258                 | 1,697         | 4,948                    | 2,955         | 2,528          |
| <b>Net Income</b>                            | <b>13,684</b>         | <b>10,373</b> | <b>20,825</b>            | <b>18,143</b> | <b>49,270</b>  |
| <b>Earnings per share</b>                    |                       |               |                          |               |                |
| - Basic                                      | 10.68                 | 7.46          | 16.26                    | 13.05         | 36.44          |
| - Diluted                                    | 10.63                 | 7.45          | 16.21                    | 13.03         | 36.44          |
| Total assets                                 | 385,925               | 366,739       | 385,925                  | 366,739       | 371,803        |
| Cash and cash equivalents                    | 27,253                | 23,659        | 27,253                   | 23,659        | 29,215         |
| Investments                                  | 140,077               | 125,316       | 140,077                  | 125,316       | 120,624        |

#### Disclaimer:

We have translated the financial data derived from our consolidated financial statements prepared in accordance with US GAAP for each period at the noon buying rate in the City of New York on the last business day of such period for cable transfers in Rupees as certified for customs purposes by the Federal Reserve Bank of New York. The translations should not be considered as a representation that such US Dollar amounts have been, could have been or could be converted into Rupees at any particular rate, the rate stated above, or at all. Investors are cautioned not to rely on such translated amounts.

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**By Order of the Board  
for Patni Computer Systems Limited**

**Mumbai  
30 July 2009**

**Jeya Kumar**  
*Chief Executive Officer*

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**Patni Computer Systems Limited**

FAX TO SE

Registered Office : S-1A Irani Market Compound, Yerawada , Pune - 411 006, India.

Corporate Office : Akruti , MIDC Cross Road No 21, Andheri (E) , Mumbai - 400 093, India.

**Audited consolidated financial results of Patni Computer Systems Limited and its subsidiaries for the quarter and six months ended 30 June 2009, as per Indian GAAP.**

Rs. in lakhs except share data

|   | Quarter ended 30 June |                   | Six months ended 30 June |                   | Year ended 31                 |
|---|-----------------------|-------------------|--------------------------|-------------------|-------------------------------|
|   | 2009<br>(Audited)     | 2008<br>(Audited) | 2009<br>(Audited)        | 2008<br>(Audited) | December<br>2008<br>(Audited) |
| <b>Income</b>   |                       |                   |                          |                   |                               |
| Sales and service income  | 77,965                | 76,731            | 155,609                  | 146,066           | 311,727                       |
| Other operating income  | 453                   | 182               | 1,121                    | 777               | 4,034                         |
|   | <b>78,418</b>         | <b>76,913</b>     | <b>156,730</b>           | <b>146,843</b>    | <b>315,761</b>                |
| <b>Expenditure</b>  |                       |                   |                          |                   |                               |
| Personnel costs   | 44,403                | 44,888            | 91,197                   | 85,615            | 183,287                       |
| Selling, general and administration costs   | 17,422                | 21,176            | 37,480                   | 39,148            | 81,425                        |
| Depreciation (net of transfer from revaluation reserves)                          | 5,408                 | 2,798             | 8,289                    | 5,578             | 11,414                        |
|   | <b>67,233</b>         | <b>68,862</b>     | <b>136,966</b>           | <b>130,341</b>    | <b>276,126</b>                |
| <b>Profit from Operations before Other Income, Interest and Exceptional Items</b> | <b>11,185</b>         | <b>8,051</b>      | <b>19,764</b>            | <b>16,502</b>     | <b>39,635</b>                 |
| Other income  | 5,381                 | 4,750             | 6,666                    | 5,958             | 9,000                         |
| <b>Profit Before Interest and Exceptional Items</b>                               | <b>16,566</b>         | <b>12,801</b>     | <b>26,430</b>            | <b>22,460</b>     | <b>48,635</b>                 |
| Interest  | 197                   | 324               | 588                      | 664               | 790                           |
| <b>Profit After Interest for the period/year</b>                                  | <b>16,369</b>         | <b>12,477</b>     | <b>25,842</b>            | <b>21,796</b>     | <b>47,845</b>                 |
| Provision for taxation  | 2,749                 | 1,653             | 5,081                    | 3,322             | 7,027                         |
| MAT credit entitlement  | (78)                  | (1,175)           | (729)                    | (1,659)           | (3,477)                       |
| Provision for taxation - Fringe benefits  | 101                   | 86                | 241                      | 209               | 494                           |
| <b>Net profit for the period/year</b>   | <b>13,597</b>         | <b>11,913</b>     | <b>21,249</b>            | <b>19,924</b>     | <b>43,801</b>                 |
| Paid up equity share capital (Face value per equity share of Rs. 2 each)          | 2,562                 | 2,781             | 2,562                    | 2,781             | 2,562                         |
| Reserves excluding revaluation reserves   |                       |                   |                          |                   | <b>281,420</b>                |
| <b>Earnings per equity share of Rs.2 each</b>                                     |                       |                   |                          |                   |                               |
| - Basic   | 10.61                 | 8.57              | 16.59                    | 14.33             | 32.30                         |
| - Diluted   | 10.49                 | 8.55              | 16.48                    | 14.30             | 32.25                         |
| <b>Dividend per share (Face value per equity share of Rs. 2 each)</b>             |                       |                   |                          |                   | <b>3.00</b>                   |

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### Notes:

- 1 The consolidated financial statements of Patni Computer Systems Limited and its subsidiaries have been prepared in accordance with the principles and procedures as set out in the Accounting Standard on Consolidated Financial Statements mandated by Rule 3 of the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 1956, and guidelines issued by the Securities and Exchange Board of India. The financial statements of Patni Computer Systems Limited and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances/transactions and resulting unrealized profits in full. Unrealized losses resulting from intra-group transactions have also been eliminated unless cost cannot be recovered. The amounts shown in respect of accumulated reserves comprises the amount of the relevant reserves as per the balance sheet of the Parent Company and its share in the post acqui
- 2 The subsidiaries considered in the consolidated financial statements as at 30 June 2009 are wholly owned subsidiaries, namely Patni Americas, Inc., Patni Computer Systems (UK) Limited, Patni Computer Systems GmbH, Patni Telecom Solutions Inc., Patni Telecom Solutions Private Limited, Patni Telecom Solutions (UK) Limited, Patni Life Sciences Inc., Patni Computer Systems Brasil Ltda, Patni Computer Systems (Czech) s.r.o. and PCS Computer Systems Mexico SA de CV. In June 2009, the Company has set up a subsidiary in Singapore named Patni (Singapore) Pte. Ltd.
- 3 Investor complaints for the quarter ended 30 June 2009:

| Pending as on 1 April 2009 | Received during the quarter | Disposed off during the quarter | Unresolved at the end of the quarter |
|----------------------------|-----------------------------|---------------------------------|--------------------------------------|
|                            | 9                           | 9                               |                                      |

#### 4 Statement of Utilisation of ADS Funds as of 30 June 2009:

|  | No of shares | Price | Amount        |
|--|--------------|-------|---------------|
| Amount raised through ADS (6,156,250 ADSs @ \$20.34 per ADS) | 12,312,500   | 466   | 57,393        |
| Share issue expenses   |              |       | 3,694         |
| <b>Net proceeds</b>  |              |       | <b>53,699</b> |
| <b>Deployment :</b>  |              |       |               |
| 1 Held as short term investments                             |              |       | 10,895        |
| 2 Utilised for Capital expenditure for office facilities     |              |       | 41,596        |
| 3 Exchange loss  |              |       | 1,208         |
| <b>Total</b>   |              |       | <b>53,699</b> |

#### 5 Total Public Shareholding\*

|                              | 2009              | As of 30 June 2008 | As of 31 December 2008 |
|------------------------------|-------------------|--------------------|------------------------|
| - Number of Shares           | <b>30,021,007</b> | 43,266,221         | 31,086,629             |
| - Percentage of Shareholding | <b>23.43%</b>     | 31.11%             | 24.27%                 |

\* Total Public Shareholding as defined under Clause 40A of the Listing Agreement (excludes shares held by founders and American Depository Receipt shareholders).





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Corporate Office : Akruiti , MIDC Cross Road No 21, Andheri (E) , Mumbai - 400 093, India.

| <b>As of 30 June 2009</b>   |            |
|---|------------|
| <b>Promoters and Promoter group Shareholding</b>  |            |
| <b>a) Pledge/Encumbered</b>   |            |
| - Number of shares  | Nil        |
| - Percentage of shares (as a % of the total shareholding of promoters and promoter group) | Nil        |
| - Percentage of shares (as a % of the total share capital of the Company)                 | Nil        |
| <b>B) Non-encumbered</b>  |            |
| - Number of shares  | 61,974,202 |
| - Percentage of shares (as a % of the total shareholding of promoters and promoter group) | 100%       |
| - Percentage of shares (as a % of the total share capital of the Company)                 | 48.38%     |

- 6 Due to adverse market conditions, during the three months ended 30 June 2009 the Company reviewed the recoverability of the carrying amount of the Intellectual Property Rights ( IPR ). The expected discounted cashflows from the use of this IPR is lower than the carrying amount and accordingly, an impairment charge of Rs. 2,376 has been recorded and included under depreciation in the condensed consolidated profit and loss account. The new cost basis for this IPR as of 30 June 2009 is Rs. 5,674.
- 7 In December 2008, the Company received a Demand of approximately Rs. 4,587 for the Assessment Year 2003-04 including an interest demand of Rs. 2,586 and another Demand in January 2009 of approximately Rs. 11,318 for the Assessment Year 2005-06 including an interest demand of approximately Rs. 4,220. These new demands concern the same issue of disallowance of tax benefits under Section 10A as per earlier assessments. The Company has filed an appeal with the tax authorities and stay of demand has been granted till 30 June 2009 or settlement of appeal whichever is earlier. As per stay of demand order till June 2009, the company has paid a sum of Rs. 660 for the Assessment Year 2003-04 and Rs.1,430 for the Assessment year 2005-06. Subsequently in June 2009 the Company has filed an extension for stay of demand and the same has been granted till August 2009 or settlement of appeal whichever is earlier. Management considers these demands as not tenable against the Company and, therefore, no provision for this tax co

The Tax department had earlier rejected our claim under section 10A and raised a demand of Rs. 6,302 for AY 2004-05 and Rs. 2,617 for AY 2002-03 in December 2006 and December 2007 respectively. However on appeal in 2008, the CIT (Appeals) had allowed the claim under section 10A of the Income Tax Act, 1961. The Indian Income tax department has appealed against the CIT (Appeals ) orders in respect of assessment years 2002-03 and 2004-05 in the tribunal. Management considers these demands as not tenable against the Company and, therefore, no provision for this tax contingency has been established.

Certain other income tax related legal proceedings are pending against the Company. Potential liabilities, if any, have been adequately provided for and the Company does not currently estimate any incremental liability in respect of these proceedings. Additionally, the Company is also involved in lawsuits and claims which arise in ordinary course of business. There are no such matters pending that the Company expects to be material in relation to its business.

- 8 Mr. Jeya Kumar has been appointed as Chief Executive Officer ( CEO ) of the company with effect from 20 February 2009. The appointment is subject to the approval of the statutory authorities including the Central Government under Section 269 of the Indian Companies Act, and other applicable provisions. The Shareholders approval has been received at the Annual General Meeting held on 25 June 2009.

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**9 Segment Information:**

| Particulars                                       | Financial services | Insurance | Manufacturing, Retail & Distribution | Communications, Media & Utilities | Product Engineering | Total   |
|---|--------------------|-----------|--------------------------------------|-----------------------------------|---------------------|---------|
| <b>For the three months ended 30 June 2009</b>    |                    |           |                                      |                                   |                     |         |
| Sales and service income                          | 10,790             | 23,332    | 21,460                               | 10,624                            | 11,759              | 77,965  |
| <b>For the six months ended 30 June 2009</b>      |                    |           |                                      |                                   |                     |         |
| Sales and service income                          | 21,484             | 44,709    | 43,875                               | 21,808                            | 23,733              | 155,609 |
| <b>Balances as at 30 June 2009</b>                |                    |           |                                      |                                   |                     |         |
| Sundry debtors                                    | 6,612              | 11,028    | 15,534                               | 9,039                             | 5,999               | 48,212  |
| Unbilled revenue                                  | 2,658              | 2,224     | 4,599                                | 4,734                             | 2,456               | 16,671  |
| Billings in excess of cost and estimated earnings | (28)               | (339)     | (762)                                | (246)                             | (736)               | (2,111) |
| Advance from customers                            | (99)               | (34)      | (156)                                | (51)                              | (172)               | (512)   |

| Particulars                                       | Financial services | Insurance | Manufacturing, Retail & Distribution | Communications, Media & Utilities | Product Engineering | Total   |
|---|--------------------|-----------|--------------------------------------|-----------------------------------|---------------------|---------|
| <b>For the three months ended 30 June 2008</b>    |                    |           |                                      |                                   |                     |         |
| Sales and service income                          | 9,886              | 18,008    | 21,739                               | 15,003                            | 12,095              | 76,731  |
| <b>For the six months ended 30 June 2008</b>      |                    |           |                                      |                                   |                     |         |
| Sales and service income                          | 18,946             | 34,256    | 40,988                               | 28,331                            | 23,545              | 146,066 |
| <b>Balances as at 31 December 2008</b>            |                    |           |                                      |                                   |                     |         |
| Sundry debtors                                    | 7,190              | 12,389    | 16,129                               | 11,046                            | 7,755               | 54,509  |
| Unbilled revenue                                  | 1,333              | 1,054     | 3,962                                | 6,380                             | 2,219               | 14,948  |
| Billings in excess of cost and estimated earnings | (509)              | (109)     | (990)                                | (492)                             | (825)               | (2,925) |
| Advance from customers                            | (42)               | (24)      | (222)                                | (29)                              | (334)               | (651)   |

The Group evaluates segment performance and allocates resources based on revenue growth. Revenue in relation to segments is categorized based on items that are individually identifiable to that segment. Costs are not specifically allocable to individual segments as the underlying resources and services are used interchangeably. Fixed assets used in Group's business or liabilities contracted have not been identified to any of the reportable segments, as the fixed assets and services are used interchangeably between segments.

From January 1, 2009, retail, logistics and transportation segment (previously included under Others in the Company's segment information disclosures) has been merged with the manufacturing industry practice (now renamed as Manufacturing, Retail and Distribution). This integration of industry practices is mainly due to similar service offerings, as both require large Enterprise Resource Planning (ERP) implementation with significant work towards supply chain management. Further, Energy and utilities segment (previously included under Others in the Company's segment information disclosures) has been merged with the Communications, Media and Entertainment industry practice (now renamed as Communications, Media and Utilities) as the Business Support Systems (BSS) platform is commonly used in case of these industry practices. With effect from 1 January 2009 Costs and estimated earnings in excess of billings on uncompleted contracts has been disclosed as Unbilled revenue.

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- 10 Previous period's figures have been appropriately reclassified/regrouped to conform to the current period's presentations.
- 11 The above statement of financial results were reviewed by the Audit Committee and approved by the Board of Directors at its adjourned meeting held on 30 July 2009.

**By Order of the Board  
for Patni Computer Systems Limited**

**Mumbai  
30 July 2009**

**Jeya Kumar**  
*Chief Executive Officer*

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Corporate Office : Akruti , MIDC Cross Road No 21, Andheri (E) , Mumbai - 400 093, India.

**Reconciliation of significant differences between Consolidated Net Income determined in accordance with Indian Generally Accepted Accounting Principles ( Indian GAAP ) and Consolidated Net Income determined in accordance with US Generally Accepted Accounting Principles ( US GAAP ) (Unaudited)**

|  | Quarter Ended 30 June |                | Six months ended 30 June |                | Year ended 31 |
|--|-----------------------|----------------|--------------------------|----------------|---------------|
|  | 2009                  | 2008           | 2009                     | 2008           | December      |
|  |                       |                |                          |                | 2008          |
| Consolidated net income as per Indian GAAP | 13,597                | 11,913         | 21,249                   | 19,924         | 43,801        |
| Income taxes                               | 332                   | (1,168)        | 236                      | (1,154)        | 603           |
| Foreign currency differences               | 59                    | 29             | 488                      | 29             | 731           |
| Employee retirement benefits               | (342)                 | (151)          | (962)                    | (412)          | 179           |
| ESOP related Compensation Cost             | (310)                 | (409)          | (58)                     | (846)          | (1,658)       |
| Impairment of Intangibles                  | 1,396                 |                | 1,396                    |                |               |
| Business acquisition                       | (197)                 | (167)          | (389)                    | (327)          | (711)         |
| Others                                     | 54                    | 9              | 63                       | 42             | (27)          |
| <b>Total</b>                               | <b>992</b>            | <b>(1,857)</b> | <b>774</b>               | <b>(2,668)</b> | <b>(883)</b>  |
| Consolidated net income as per US GAAP     | 14,589                | 10,056         | 22,023                   | 17,256         | 42,918        |

**Note:**

The consolidated net income as per USGAAP shown in the table above differs from the consolidated net income shown under Summary of financial statements prepared as per USGAAP - Convenience Translation for reasons explained below the same table.

Table of Contents**Patni Computer Systems Limited**

FAX TO SE

Registered Office : S-1A Irani Market Compound, Yerawada , Pune - 411 006, India.

Corporate Office : Akruti , MIDC Cross Road No 21, Andheri (E) , Mumbai - 400 093, India.

**Audited financial results of Patni Computer Systems Limited for the quarter and six months ended 30 June 2009, as per Indian GAAP (Standalone)**

Rs. in Lakhs except share data

|  | Quarter ended 30 June |           | Six months ended 30 June |           | Year ended 31 |
|--|-----------------------|-----------|--------------------------|-----------|---------------|
|  | 2009                  | 2008      | 2009                     | 2008      | December      |
|  | (Audited)             | (Audited) | (Audited)                | (Audited) | 2008          |
|  |                       |           |                          |           | (Audited)     |
| <b>Income</b>  |                       |           |                          |           |               |
| Sales and service income   | 42,749                | 36,669    | 83,701                   | 69,218    | 154,102       |
| Other operating income   | 385                   | 81        | 950                      | 545       | 943           |
|  | <b>43,134</b>         | 36,750    | <b>84,651</b>            | 69,763    | 155,045       |
| <b>Expenditure</b>   |                       |           |                          |           |               |
| Personnel costs  | 19,664                | 18,760    | 38,610                   | 34,578    | 74,254        |
| Selling, general and administration costs                                | 9,170                 | 10,792    | 20,001                   | 18,439    | 39,972        |
| Depreciation (net of transfer from revaluation reserves)                 | 2,332                 | 2,146     | 4,530                    | 4,312     | 8,783         |
|  | <b>31,166</b>         | 31,698    | <b>63,141</b>            | 57,329    | 123,009       |
| <b>Profit from operations before Other</b>                               |                       |           |                          |           |               |
| <b>Income, Interest and Prior period items</b>                           | 11,968                | 5,052     | 21,510                   | 12,434    | 32,036        |
| Other income   | 5,321                 | 4,717     | 6,547                    | 5,888     | 9,942         |
| <b>Profit before interest and prior period items</b>                     | 17,289                | 9,769     | 28,057                   | 18,322    | 41,978        |
| Interest costs   | 118                   | 167       | 403                      | 335       | 648           |
| <b>Profit After Interest but before prior period items</b>               | 17,171                | 9,602     | 27,654                   | 17,987    | 41,330        |
| Prior period items   |                       |           |                          |           |               |
| <b>Profit from Ordinary Activities before tax</b>                        | 17,171                | 9,602     | 27,654                   | 17,987    | 41,330        |
| Provision for taxation   | 2,491                 | 959       | 4,919                    | 2,496     | 5,145         |
| MAT credit entitlement   | (78)                  | (1,033)   | (680)                    | (1,461)   | (3,204)       |
| Provision for taxation - Fringe benefits                                 | 92                    | 81        | 213                      | 198       | 474           |
| <b>Profit after taxation</b>   | 14,666                | 9,595     | 23,202                   | 16,754    | 38,915        |
| Paid up equity share capital (Face value per equity share of Rs. 2 each) | 2,562                 | 2,781     | 2,562                    | 2,781     | 2,562         |
| Reserves excluding revaluation reserves                                  |                       |           |                          |           | 249,542       |
| Earnings per equity share of Rs. 2 each                                  |                       |           |                          |           |               |
| - Basic  | 11.45                 | 6.90      | 18.11                    | 12.05     | 28.70         |
| - Diluted  | 11.30                 | 6.89      | 17.94                    | 12.03     | 28.65         |
| <b>Dividend per share (Face value per equity share of Rs. 2 each)</b>    |                       |           |                          |           | 3.00          |

Notes :

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1 Investor complaints for the quarter ended 30 June 2009:

| Pending as<br>on<br>1 April 2009 | Received<br>during<br>the quarter | Disposed of<br>during the<br>quarter | Unresolved at<br>the<br>end of the<br>quarter |
|----------------------------------|-----------------------------------|--------------------------------------|---|
|                                  | 9                                 | 9                                    |   |

2 Statement of Utilisation of ADS Funds as of 30 June 2009

|   | No of shares | Price | Amount        |
|---|--------------|-------|---------------|
| Amount raised through ADS (6,156,250 ADSs @ \$ 20.34 per ADS) | 12,312,500   | 466   | 57,393        |
| Share issue expenses  |              |       | 3,694         |
| <b>Net proceeds</b>   |              |       | <b>53,699</b> |
| <b>Deployment :</b>   |              |       |               |
| 1 Held as short term investments                              |              |       | 10,895        |
| 2 Utilised for Capital expenditure for office facilities      |              |       | 41,596        |
| 3 Exchange loss   |              |       | 1,208         |
| <b>Total</b>  |              |       | <b>53,699</b> |

Table of Contents**Patni Computer Systems Limited**

FAX TO SE

Registered Office : S-1A Irani Market Compound, Yerawada , Pune - 411 006, India.

Corporate Office : Akruti , MIDC Cross Road No 21, Andheri (E) , Mumbai - 400 093, India.

**Audited financial results of Patni Computer Systems Limited for the quarter and six months ended 30 June 2009, as per Indian GAAP (Standalone) (Contd.)**

## 3 Total Public Shareholding \*

|                              | 2009       | As of 30 June<br>2008 | As of<br>31 December<br>2008 |
|------------------------------|------------|-----------------------|------------------------------|
| - Number of Shares           | 30,021,007 | 43,266,221            | 31,086,629                   |
| - Percentage of Shareholding | 23.43%     | 31.11%                | 24.27%                       |

\* Total Public Shareholding as defined under Clause 40A of the Listing Agreement ( excludes shares held by founders and American Depository Receipt shareholders ).

## 4 Promoters and Promoter group Shareholding

|   | As of<br>30 June 2009 |
|---|-----------------------|
| a) Pledge/Encumbered  |                       |
| - Number of shares  | Nil                   |
| - Percentage of shares (as a % of the total shareholding of promoter group)               | Nil                   |
| - Percentage of shares (as a % of the total share capital of the Company)                 | Nil                   |
| B) Non-encumbered   |                       |
| - Number of shares  | 61,974,202            |
| - Percentage of shares (as a % of the total shareholding of promoters and promoter group) | 100%                  |
| - Percentage of shares (as a % of the total share capital of the Company)                 | 48.38%                |

5 In December 2008 the Company received a Demand of approximately Rs. 4,587 for the Assessment Year 2003-04 including an interest demand of Rs. 2,587 and another Demand in January 2009 of approximately Rs. 11,318 for the Assessment Year 2005-06 including an interest demand of approximately Rs. 4,220. These new demands concern the same issue of disallowance of tax benefits under Section 10A as per the earlier assessments. The Company has filed an appeal with the tax authorities and stay of demand has been granted till 30 June 2009 or settlement of appeal whichever is earlier. As per stay of demand order till June 2009 the company has paid sum of Rs. 660 for the Assessment Year 2003-04 and Rs.1,430 for the Assessment year 2005-06. Subsequently in June 2009 the Company has filed an extension for stay of demand and the same has been granted till August 2009 or settlement of appeal whichever is earlier. Management considers these demands as not tenable against the Company and, therefore, no provision for this tax contingency has been established.



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The Tax department had earlier rejected our claim under section 10A and raised a demand of Rs. 6,302 for AY 2004-05 and Rs. 2,617 for AY 2002-03 in December 2006 and December 2007 respectively. However on appeal in 2008, the CIT (Appeal) had allowed the claim under section 10A of the Income Tax Act, 1961. The Income tax department has appealed against the CIT (Appeals ) orders in respect of assessment year 2002-03 and 2004-05 in the tribunal. Management considers these demands as not tenable against the Company and, therefore, no provision for this tax contingency has been established.

Certain other income tax related legal proceedings are pending against the Company. Potential liabilities, if any, have been adequately provided for, and the Company does not currently estimate any incremental liability in respect of these proceedings. Additionally, the Company is also involved in lawsuits and claims which arise in the ordinary course of business. Such pending matters, in the opinion of management, are not expected to be material in relation to the Company's business.

6 Mr. Jeya Kumar has been appointed as Chief Executive Officer ( CEO ) of the company with effect from 20 February 2009. The appointment is subject to the approval of the statutory authorities including the Central Government under Section 269 of the Indian Companies Act, and other applicable provisions. The Shareholders' approval has been received at the Annual General Meeting held on 25 June 2009.

7 Previous period figures have been appropriately reclassified/regrouped to conform to the current period's presentations.

8 The above statement of financial results were reviewed by the Audit Committee and approved by the Board of Directors at its adjourned meeting held on 30 July 2009.

**By Order of the Board  
for Patni Computer Systems Limited**

**Mumbai  
30 July 2009**

**Mr. Jeya Kumar**  
*Chief Executive Officer*

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**Press Release**

**Patni Q2 Revenues up 3.3% at \$161.9 million**

**Net Income up 91.7% QoQ & 18.7% YoY**

**Mumbai, India, July 30, 2009:** Patni Computer Systems Limited (**Patni**) today announced its financial results for the second quarter ended 30th June 2009.

**Performance Highlights for the quarter ended June 30,2009**

- **Revenues for the quarter at US\$ 161.9 million (Rs.7,729.1 million)**
- Up 3.3% QoQ from US\$ 156.7 million (Rs.7,969.1 million)
- Down 11.3 % YoY from US\$ 182.6 million (Rs. 7,837.1 million)
- Contribution from top customer remained unchanged as compared to previous quarter and was at 12.3% for the quarter.
  
- **Operating Income for the quarter at US\$ 24.3 million (Rs.1,158.3 million)**
- Up 51.9% QoQ from US\$ 16.0 million (Rs.812.4 million)
- Up 44.5% YoY from US\$ 16.8 million (Rs.720.7 million)
  
- **Net Income for the quarter at US\$ 28.7 million (Rs. 1,368.5 million)**
- Up 91.7% QoQ from US\$15.0 million (Rs. 760.7 million)
- Up 18.7% YoY from US\$ 24.2 million (Rs.1,037.2 million)

- **EPS for the quarter at US\$ 0.22 per share (US\$ 0.45 per ADS).**
- **Future Outlook:**
  - Q3 CY2009 Revenues are expected to be at US\$ 163 million to US\$ 165 million and Net Income (Excluding the hedging Gain/Loss) is expected to be in the range of US\$ 22.5 million to US\$ 23.5 million
  - *This guidance is based on constant Rupee -USD rate of Rs.48.5 and constant GBP USD rate of 1.55, EURO-USD rate of 1.38.*
  - *Mark to Market foreign exchange loss during Q3 2009 is expected to be in the range of US\$ 4.0 million based on current estimates. This may change depending on further currency movements during the quarter and will impact our Net Earnings accordingly.*

[www.patni.com](http://www.patni.com)

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**Management Comments**

*Mr. Jeya Kumar, Chief Executive Officer, said, We are pleased with overall operating performance which is ahead of our estimates in this challenging business environment. While growth visibility is shallow in short run, we are working aggressively to realign our overall operations and leverage the changing times to build sustainable competitive advantage in our business. We will continue to invest ahead to create growth beachheads and diversify our business portfolio. We remain bullish on long terms prospects and are investing in extending and deepening the management and overall talent pool of the Company.*

*Speaking on the occasion, Mr. Surjeet Singh, Chief Financial Officer, said, Sustained efforts on realignment of cost structures and enhanced focus on operating discipline coupled with positive currency movements helped operating margins during the quarter. We also managed our cash flows well and have a good cash position. Protecting bottom line and simultaneously investing in growth levers in newer segments, markets and service lines is our top priority in addition to acquisitive growth.*

**Corporate Developments**

- **Appointment of Executive Vice President and Chief of Operations,**

Patni appointed Manish Soman as Executive Vice President and Chief of Operations to its Executive Leadership Team. Manish, formerly a part of Genpact's management team brings over 18 years of experience in the IT Services and BPO Industries.

- **Patni opened its new EMEA headquarters,** based at Heathrow in London. The investment in a new regional headquarters with dedicated operational facilities enables Patni to place an increased focus on helping businesses across Europe and the Middle East to achieve both operational efficiencies and continue to innovate in new products and services.

- **Patni's Asset Management Practice Introduces Outsourced Operational Fund Accounting Service**

Patni announced an Operational Fund Accounting Service designed to alleviate the challenges of back office operations that buy-side firms face on a daily basis. As asset management firms continue to look for ways to reduce costs while staying focused on areas of core expertise, Patni has developed a service to manage these critical back-office functions that ensure data consistency, accurate financial reporting, customer data

security and privacy; essentially freeing customers to build their businesses.

- **Patni launches Claims as a Service™ (CaaS) for Healthcare Payers**

Patni recently announced Claims as a Service™ (CaaS), an innovative solution specifically designed for the healthcare payer market. Available for immediate delivery, CaaS is a hosted solution powered by TriZetto's QNXT core administration platform that combines their market leading software technology with Patni's world-class IT and BPO services.

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- **Patni iCAPA Solution for Life Sciences Certified as Powered by SAP NetWeaver**

Patni announced that its iCAPA Solution 2.0 for Life Sciences has achieved SAP certification as powered by the SAP NetWeaver® technology platform. The solution has been proven to integrate with SAP® solutions, providing customers with access to a Corrective and Preventive Action (CAPA) platform to meet regulatory compliance requirements for Quality Systems and drive new levels of product quality and operational efficiency.

- **Patni Launches Inventory Liability & Risk Management Dashboard**

Patni announced the launch of an Inventory Liability and Risk Management Dashboard in collaboration with SAP. The solution, built on top of the SAP® Supply Network Collaboration (SAP SNC) application and leveraging the SAP BusinessObjects Xcelsius® Enterprise software, helps enterprises calculate in near real time the monetary value of the inventory which is at risk at any given point across the supply chain.

- **Patni launches Patni Learning Edge**

Patni announced the launch of Patni Learning Edge (PLEdge), an industry-academia collaboration focusing on graduate colleges. Patni has signed MoUs with 14 leading graduate educational institutes of Science in Mumbai, and is designed to effectively integrate into the supply chain, bridging the gap that currently exists between formal education and requirements on-ground

Table of Contents*(Figures in Million US\$ except EPS and Share Data)***A1) CONSOLIDATED STATEMENT OF INCOME**  
**For the quarter / period ended**

| Particulars  | Jun 30 2009<br>(Unaudited) | Jun 30 2008<br>(Unaudited) | YoY<br>Change<br>% | Mar 31 2009<br>(Unaudited) | QoQ<br>change % | Non GAAP 2008     |                              | 2008<br>(Excluding<br>Extra<br>Ordinary<br>Items) |
|--|----------------------------|----------------------------|--------------------|----------------------------|-----------------|-------------------|------------------------------|---|
|  |                            |                            |                    |                            |                 | 2008<br>(Audited) | Extra<br>Ordinary<br>Items** |   |
| Revenue  | 161.9                      | 182.6                      | -11.3%             | 156.7                      | 3.3%            | 718.9             |                              | 718.9   |
| Cost of revenues   | 101.6                      | 122.7                      | -17.2%             | 101.1                      | 0.5%            | 473.6             | (2.8)(1)                     | 476.4   |
| Depreciation   | 4.1                        | 4.5                        | -9.6%              | 3.8                        | 7.6%            | 17.7              |                              | 17.7  |
| <b>Gross Profit</b>  | <b>56.2</b>                | <b>55.4</b>                | <b>1.5%</b>        | <b>51.8</b>                | <b>8.6%</b>     | <b>227.6</b>      | <b>2.8</b>                   | <b>224.8</b>                                      |
| Sales and marketing expenses   | 12.0                       | 13.8                       | -13.2%             | 13.3                       | -9.8%           | 52.6              |                              | 52.6  |
| General and administrative expenses  | 15.9                       | 19.8                       | -20.1%             | 16.1                       | -1.5%           | 78.5              |                              | 78.5  |
| Provision for doubtful debts and advances  | (0.0)                      | 0.2                        | -105.0%            | (0.1)                      | -85.8%          | 1.6               |                              | 1.6   |
| Foreign exchange (gain) / loss, net  | 4.1                        | 4.7                        | -12.0%             | 6.5                        | -36.5%          | 18.4              |                              | 18.4  |
| <b>Operating income</b>  | <b>24.3</b>                | <b>16.8</b>                | <b>44.5%</b>       | <b>16.0</b>                | <b>51.9%</b>    | <b>76.6</b>       | <b>2.8(2)</b>                | <b>73.8</b>                                       |
| Other income / (expense), net  | 11.2                       | 11.3                       | -0.9%              | 2.5                        | 344.7%          | 30.0              | 7.0(3)                       | 23.0  |
| <b>Income before income taxes</b>  | <b>35.5</b>                | <b>28.1</b>                | <b>26.2%</b>       | <b>18.5</b>                | <b>91.9%</b>    | <b>106.6</b>      | <b>9.8(4)</b>                | <b>96.8</b>                                       |
| Income taxes   | 6.8                        | 4.0                        | 72.6%              | 3.5                        | 92.7%           | 5.2               | (8.4)(5)                     | 13.6  |
| <b>Net income/(loss)</b>   | <b>28.7</b>                | <b>24.2</b>                | <b>18.7%</b>       | <b>15.0</b>                | <b>91.7%</b>    | <b>101.4</b>      | <b>18.2(6)</b>               | <b>83.2</b>                                       |
| <b>Earning per share</b>   |                            |                            |                    |                            |                 |                   |                              |   |
| - Basic  | \$ 0.22                    | \$ 0.17                    | 28.8%              | \$ 0.12                    | 91.7%           | \$ 0.75           |                              | \$ 0.61   |
| - Diluted  | \$ 0.22                    | \$ 0.17                    | 28.4%              | \$ 0.12                    | 91.0%           | \$ 0.75           |                              | \$ 0.61   |
| <b>Weighted average number of common shares used in computing earnings per share</b> |                            |                            |                    |                            |                 |                   |                              |   |
| - Basic  | 128,105,795                | 139,061,109                |                    | 128,105,007                |                 | 135,590,677       |                              | 135,590,677                                       |
| - Diluted  | 128,704,643                | 139,295,007                |                    | 128,238,563                |                 | 135,760,422       |                              | 135,760,422                                       |

\*\* Certain prior years tax review is concluded by IRS and has resulted in net reversal leading to an increase in 2008 Gross Profit, Operating Income and Net Income.

(1) - Due to write back of provision for payroll taxes of earlier years

(2) - Impact of 1

(3) - Due to write back of provision for interest/ penalties of earlier years

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(4) - Impact of 2 and 3

(5) - Due to write back of provision for income tax of earlier years

(6) - Impact of 4 and 5



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**Financial Statements Analysis:**

**Revenues**

Revenues during the quarter were higher by 3.3% sequentially to US\$ 161.9 million (Rs.7,729.1 million), from US\$ 156.7 million (Rs.7,969.1 million) in the preceding quarter. Revenue growth was driven by volume growth of 2.2% (including higher number of days) and 1.1% due to currency impacts. Number of active clients were 294 at quarter end as compared to 320 in Q1 2009.

**Gross Margin**

Gross Margins for the quarter were at 34.7% or US\$ 56.2 million (Rs.2,684.5 million) against 33.1% or US\$ 51.8 million (Rs.2,634.5 million) in the previous quarter reflecting an increase of 8.6%. Higher utilization and other efficiencies net of marginal negative rupee change has impacted the margins favorably.

Depreciation and amortization expenses in cost of revenues were US\$ 4.6 million during the quarter against US\$ 4.3 million during the previous quarter.

**Selling General and Administrative Expenses (SGA Expenses)**

Sales and marketing expenses during the quarter were at US\$ 12.0 million (Rs.572.7 million) at 7.4% as compared to US\$ 13.3 million (Rs.676.7 million) at 8.5% in the previous quarter.

G&A expenses during the quarter were lower at US\$ 15.9 million (Rs.756.9 million) or 9.8% as compared to US\$ 16.1 million (Rs.818.7 million) at 10.3% during the previous quarter.

Overall Depreciation and amortization expenses in SGA were at US\$ 2.1 million for the quarter as against US\$ 1.9 million in Q1 2009.

**Foreign exchange gain/loss**

The revaluation and mark to market foreign exchange loss for the quarter were at US\$ 4.1 million (Rs.197.2 million) as compared to foreign exchange loss of US\$ 6.5 million (Rs.330.8 million) during the previous quarter.

The quarter end rate for debtor s revaluation was Rs.47.90. Outstanding contracts at the end of Q2 2009 were about US\$ 319 million which were contracted in the range of Rs.41.1 to Rs 51.2.

**Operating Income**

Operating Income including foreign exchange gain / loss during the quarter was at US\$ 24.3 million (Rs. 1,158.3 million) or at 15.0% against US \$16.0 million (Rs.812.4 million) or 10.2% during the previous quarter, reflecting an increase of 51.9% on QoQ and 44.5% YoY, led by operating and cost efficiencies.

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**Other Income**

For Q2 CY2009, other income (including interest and dividend income net of interest expenses, profit/loss on sale of investments and other miscellaneous income) stood at 6.9% or US\$ 11.2 million (Rs.536.0 million) compared to 1.6% or US\$ 2.5 million (Rs.128.4 million) during the previous quarter, reflecting a period increase due to fixed maturity investments.

**Profit before Tax**

Profit before tax for the quarter at 21.9% was US\$ 35.5 million (Rs.1,694.2 million), higher by 91.9% as compared to 11.8% or US\$ 18.5 million (Rs. 940.9 million) during the previous quarter.

**Income Taxes**

Income tax for the quarter was at US\$ 6.8 million (Rs.325.8 million) at 19.2% effective tax rate on profit before tax as compared to 19.1% during the previous quarter. Overall Tax rate for the year is expected to be at 18.5%-19.5% for the year due to expiry of certain STPI unit benefits.

**Net Income**

Consequently, net income for the quarter at 17.7% was US\$ 28.7 million (Rs.1,368.5 million) against US\$ 15.0 million (Rs.760.7 million) at 9.5% in the previous quarter. This is 91.7% increase on QoQ and 18.7% on YoY basis.

**Balance Sheet and Cash Flow changes**

During the quarter, against net income of US\$ 28.7 million (Rs.1,368.5 million), cash from operating activities was at US\$ 43.8 million (Rs. 2,091.0 million) net of changes in current assets and liabilities of US \$ 17.1 million and non cash charges of US\$ (-)1.9 million. These non cash charges comprise of depreciation and amortization of US\$ 6.6 million and non cash compensation of US\$ 0.8m and, FMP income and other

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charge of US\$ (-) 9.4 million.

Net cash from investing activities was US\$ 29.9 million (Rs.1,425.4 million) including capital expenditure of US\$ 6.7 million (Rs.319.2 million), net proceeds from sale of investments of US\$ 23.2 million (Rs.1,106.2 million).

Net cash outflow on financing activities was US\$ 7.9 million (Rs.378.4 million) comprising payment of dividend on common shares of US\$ 7.9 million (Rs.375.7 million) and US\$ 0.1 million (Rs.2.8 million) on other financing activities. Over all cash and cash equivalents (including short term investments) post revaluation change, were at US\$ 347.6 million (Rs.16,595.5 million), compared to US\$ 297.1 million (Rs.15,115.2 million) at close of Q1 2009.

Receivables at the end of Q2 2009 were at US\$ 100.7 million as compared to US\$ 110.1 million at the end of Q1 2009. Number of days outstanding (Including Unbilled) for current quarter was 75 days and improved as compared to 83 days in Q1 2009, in line with estimates.

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Figures in Million INR except EPS and Share Data

**D1) UNAUDITED CONSOLIDATED STATEMENT OF INCOME : BASED ON CONVENIENCE TRANSLATION**  
**For the quarter / period ended**

| Particulars  | Jun 30 2009    | Jun 30 2008    | Mar 31 2009    | 2008            |
|--|----------------|----------------|----------------|-----------------|
| <b>Exchange rate\$1 = INR</b>  | 47.74          | 42.93          | 50.87          | 48.58           |
| Revenue  | 7,729.1        | 7,837.1        | 7,969.1        | 34,923.4        |
| Cost of revenues   | 4,851.1        | 5,267.0        | 5,142.9        | 23,007.5        |
| Depreciation   | 193.5          | 192.5          | 191.7          | 858.2           |
| <b>Gross Profit</b>  | <b>2,684.5</b> | <b>2,377.5</b> | <b>2,634.5</b> | <b>11,057.7</b> |
| Sales and marketing expenses   | 572.7          | 593.2          | 676.7          | 2,553.2         |
| General and administrative expenses  | 756.9          | 852.0          | 818.7          | 3,813.5         |
| Provision for doubtful debts and advances  | (0.6)          | 10.0           | (4.2)          | 79.0            |
| Foreign exchange (gain) / loss, net  | 197.2          | 201.6          | 330.8          | 891.9           |
| <b>Operating income</b>  | <b>1,158.3</b> | <b>720.7</b>   | <b>812.4</b>   | <b>3,720.1</b>  |
| Other income / (expense), net  | 536.0          | 486.2          | 128.4          | 1,459.7         |
| <b>Income before income taxes</b>  | <b>1,694.2</b> | <b>1,206.9</b> | <b>940.9</b>   | <b>5,179.8</b>  |
| Income taxes   | 325.8          | 169.7          | 180.2          | 252.8           |
| <b>Net income/(loss)</b>   | <b>1,368.5</b> | <b>1,037.2</b> | <b>760.7</b>   | <b>4,927.0</b>  |
| <b>Earning per share</b>   |                |                |                |                 |
| - Basic  | 10.68          | 7.46           | 5.94           | 36.44           |
| - Diluted  | 10.63          | 7.45           | 5.93           | 36.44           |
| <b>Weighted average number of common shares used in computing earnings per share</b> |                |                |                |                 |
| - Basic  | 128,105,795    | 139,061,109    | 128,105,007    | 135,590,677     |
| - Diluted  | 128,704,643    | 139,295,007    | 128,238,563    | 135,760,422     |

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**Important Notes to this release:**

- **Fiscal Year**

Patni follows a January - December fiscal year. The current review covers the financial and operating performance of the Company for the second quarter ended June 30, 2009

- **U.S. GAAP**

A Consolidated Statement of Income in US GAAP is available on page 3 of the Fact Sheet attached to this release

- **Percentage analysis**

Any percentage amounts, as set forth in this release, unless otherwise indicated, have been calculated on the basis of the U.S. Dollar amounts derived from our consolidated financial statements prepared in accordance with U.S. GAAP, and not on the basis of any translated Rupee amount. Calculation of percentage amounts on the basis of Rupee amounts may lead to results that are different, in a material way, from those calculated as per U.S. Dollar amounts.

- **Convenience translation**

A Consolidated Statement of Income as per Convenience Translation prepared in accordance with US GAAP is available on page 6 of the Fact Sheet attached to this release. We have translated the financial data derived from our consolidated financial statements prepared in accordance with U.S. GAAP for each period at the noon buying rate in the City of New York on the last business day of such period for cable transfers in Rupees as certified for customs purposes by the Federal Reserve Bank of New York. The translations should not be considered as a representation that such US Dollar amounts have been, could have been or could be converted into Rupees at any particular rate, the rate stated elsewhere in this document, or at all. Investors are cautioned to not rely on such translated amounts.

- **Attached Fact Sheet** (results & analysis tables)

**About Patni Computer Systems Ltd:**

Patni Computer Systems Limited (BSE: PATNI COMPUT, NSE: PATNI, NYSE: PTI) is a global provider of IT Services and business solutions, servicing Global 2000 clients. Patni services its clients through its industry-focused practices, including banking, financial services (BFS) and insurance (I); manufacturing, retail and distribution (MRD); life sciences; communications, media and utilities (CMU), and its technology-focused practices.

With an employee strength of 14,500; multiple global delivery centers spread across 12 cities worldwide; 27 international offices across the Americas, Europe and Asia-Pacific; Patni has registered revenues of US\$ 719 million for the year 2008.

Patni's service offerings include application development and maintenance, enterprise application solutions, business and technology consulting, product engineering services, infrastructure management

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services, customer interaction services & business process outsourcing, quality assurance and engineering services.

Committed to quality, Patni adds value to its clients' businesses through well-established and structured methodologies, tools and techniques. Patni is an ISO 9001: 2000 certified and SEI-CMMI Level 5 (V 1.2) organization, assessed enterprise wide at P-CMM Level 3. In keeping with its focus on continuous process improvements, Patni adopts Six Sigma practices as an integral part of its quality and process frameworks.

Patni leverages its vast experience spanning three decades; deep domain expertise; full-spectrum services; and suites of IP-led solutions, methodologies and frameworks; in being an effective business transformation partner to its clients.

For more information on Patni, visit [www.patni.com](http://www.patni.com)

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*IMPORTANT NOTE:*

Certain statements in this release concerning our future growth prospects are forward-looking statements, which involve a number of risks, and uncertainties that could cause actual results to differ materially from those in such forward-looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties regarding fluctuations in earnings, our ability to manage growth, intense competition in IT services including those factors which may affect our cost advantage, wage increases in India, our ability to attract and retain highly skilled professionals, time and cost overruns on fixed-price, fixed-time frame contracts, client concentration, restrictions on immigration, our ability to manage our international operations, reduced demand for technology in our key focus areas, disruptions in telecommunication networks, liability for damages on our service contracts, the success of the companies in which Patni has made strategic investments, withdrawal of governmental fiscal incentives, political instability, legal restrictions on raising capital or acquiring companies outside India, and unauthorized use of our intellectual property and general economic conditions affecting our industry. The company does not undertake to update any forward-looking statement that may be made from time to time by or on behalf of the Company.

*-Ends-*

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***Financial and Operating Information***  
*for the quarter ended June 30, 2009*

*July 30, 2009*

**NOTES:**

**Fiscal Year**

Patni follows a January - December fiscal year. The current review covers the financial and operating performance of the Company for the quarter ended June 30, 2009.

**U.S. GAAP**

All figures in this release pertain to accounts presented as per U.S. GAAP unless stated otherwise.

**Percentage analysis**

Any percentage amounts, as set forth in this release, unless otherwise indicated, have been calculated on the basis of the U.S. Dollar amounts derived from our consolidated financial statements prepared in accordance with U.S. GAAP, and not on the basis of any translated Rupee amount. Calculation of percentage amounts on the basis of Rupee amounts may lead to results that are different, in a material way, from those calculated as per U.S. Dollar amounts.

**Convenience translation**

We have translated the financial data derived from our consolidated financial statements prepared in accordance with U.S. GAAP for each period at the noon buying rate in the City of New York on the last business day of such period for cable transfers in Rupees as certified for customs purposes by the Federal Reserve Bank of New York. The translations should not be considered as a representation that such US Dollar amounts have been, could have been or could be converted into Rupees at any particular rate, the rate stated elsewhere, or at all. Investors are cautioned to not rely on such translated amounts.

**Reclassification**

Certain reclassifications have been made in the financial statements of prior years to conform to classifications used in the current year.

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for the quarter ended June 30, 2009

July 30, 2009

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**Financial and Operating Information**  
for the quarter ended June 30, 2009

July 30, 2009

**A1) CONSOLIDATED STATEMENT OF INCOME US GAAP (US\$ 000)**

For the quarter / period ended

| Particulars  | Jun 30 2009<br>(Unaudited) | Jun 30 2008<br>(Unaudited) | YoY<br>change<br>% | Mar 31 2009<br>(Unaudited) | QoQ<br>change % | 2008<br>(Audited) | Non GAAP 2008                |   |
|--|----------------------------|----------------------------|--------------------|----------------------------|-----------------|-------------------|------------------------------|---|
|  |                            |                            |                    |                            |                 |                   | Extra<br>Ordinary<br>Items** | 2008 (Excluding<br>Extra Ordinary<br>Items) |
| Revenue  | 161,899                    | 182,555                    | -11.3%             | 156,655                    | 3.3%            | 718,884           |                              | 718,884                                     |
| Cost of revenues   | 101,615                    | 122,689                    | -17.2%             | 101,098                    | 0.5%            | 473,600           | (2,770)(1)                   | 476,370                                     |
| Depreciation   | 4,053                      | 4,484                      | -9.6%              | 3,768                      | 7.6%            | 17,666            |                              | 17,666                                      |
| <b>Gross Profit</b>  | <b>56,231</b>              | <b>55,382</b>              | <b>1.5%</b>        | <b>51,789</b>              | <b>8.6%</b>     | <b>227,618</b>    | <b>2,770</b>                 | <b>224,848</b>                              |
| Sales and marketing expenses   | 11,995                     | 13,819                     | -13.2%             | 13,303                     | -9.8%           | 52,557            |                              | 52,557                                      |
| General and administrative expenses  | 15,855                     | 19,847                     | -20.1%             | 16,094                     | -1.5%           | 78,499            |                              | 78,499                                      |
| Provision for doubtful debts and advances  | (12)                       | 232                        | -105.0%            | (82)                       | -85.8%          | 1,626             |                              | 1,626                                       |
| Foreign exchange (gain) / loss, net  | 4,130                      | 4,696                      | -12.0%             | 6,503                      | -36.5%          | 18,359            |                              | 18,359                                      |
| <b>Operating income</b>  | <b>24,262</b>              | <b>16,788</b>              | <b>44.5%</b>       | <b>15,970</b>              | <b>51.9%</b>    | <b>76,577</b>     | <b>2,770(2)</b>              | <b>73,808</b>                               |
| Other income / (expense), net  | 11,227                     | 11,325                     | -0.9%              | 2,525                      | 344.7%          | 30,047            | 7,030(3)                     | 23,018                                      |
| <b>Income before income taxes</b>  | <b>35,489</b>              | <b>28,113</b>              | <b>26.2%</b>       | <b>18,495</b>              | <b>91.9%</b>    | <b>106,625</b>    | <b>9,799(4)</b>              | <b>96,826</b>                               |
| Income taxes   | 6,824                      | 3,954                      | 72.6%              | 3,542                      | 92.7%           | 5,203             | (8,382)(5)                   | 13,586                                      |
| <b>Net income/(loss)</b>   | <b>28,665</b>              | <b>24,159</b>              | <b>18.7%</b>       | <b>14,954</b>              | <b>91.7%</b>    | <b>101,421</b>    | <b>18,181(6)</b>             | <b>83,240</b>                               |
| <b>Earning per share</b>   |                            |                            |                    |                            |                 |                   |                              |   |
| - Basic  | \$ 0.22                    | \$ 0.17                    | 28.8%              | \$ 0.12                    | 91.7%           | \$ 0.75           |                              | \$ 0.61                                     |
| - Diluted  | \$ 0.22                    | \$ 0.17                    | 28.4%              | \$ 0.12                    | 91.0%           | \$ 0.75           |                              | \$ 0.61                                     |
| <b>Weighted average number of common shares used in computing earnings per share</b> |                            |                            |                    |                            |                 |                   |                              |   |
| - Basic  | 128,105,795                | 139,061,109                |                    | 128,105,007                |                 | 135,590,677       |                              | 135,590,677                                 |
| - Diluted  | 128,704,643                | 139,295,007                |                    | 128,238,563                |                 | 135,760,422       |                              | 135,760,422                                 |

\*\* Certain prior years tax review is concluded by IRS and has resulted in net reversal leading to an increase in 2008 Gross Profit, Operating Income and Net Income.

(1) - Due to write back of provision for payroll taxes of earlier years

(2) - Impact of 1

(3) - Due to write back of provision for interest/ penalties of earlier years

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(4) - Impact of 2 and 3

(5) - Due to write back of provision for income tax of earlier years

(6) - Impact of 4 and 5

**Financial and Operating Information**  
for the quarter ended June 30, 2009

July 30, 2009

**A2) UNAUDITED CONSOLIDATED BALANCE SHEET USGAAP (US\$ 000)**

| Particulars  | As on<br>30-Jun-09 | As on<br>31-Mar-09 | As on<br>30-Jun-08 |
|--|--------------------|--------------------|--------------------|
| <b>Assets</b>  |                    |                    |                    |
| Total current assets                                     | 516,292            | 467,542            | 542,088            |
| Goodwill   | 65,966             | 65,227             | 66,683             |
| Intangible assets, net                                   | 25,043             | 26,010             | 29,642             |
| Property, plant, and equipment, net                      | 151,006            | 144,321            | 172,967            |
| Other assets   | 50,081             | 41,625             | 42,892             |
| <b>Total assets</b>                                      | <b>808,389</b>     | <b>744,725</b>     | <b>854,272</b>     |
| <b>Liabilities</b>                                       |                    |                    |                    |
| Total current liabilities                                | 134,731            | 136,415            | 159,112            |
| Capital lease obligations excluding current installments | 133                | 151                | 298                |
| Other liabilities  | 39,586             | 39,429             | 50,980             |
| <b>Total liabilities</b>                                 | <b>174,450</b>     | <b>175,994</b>     | <b>210,390</b>     |
| Total shareholders' equity                               | 633,939            | 568,731            | 643,882            |
| <b>Total liabilities &amp; shareholders' equity</b>      | <b>808,389</b>     | <b>744,725</b>     | <b>854,272</b>     |

**A3) CONSOLIDATED CASH FLOW STATEMENT USGAAP (US\$ 000)**

| Particulars   | Jun 30 2009<br>(Unaudited) | Mar 31 2009<br>(Unaudited) | Jun 30 2008<br>(Unaudited) | 2008 (Audited)  |
|---|----------------------------|----------------------------|----------------------------|-----------------|
| <b>Net cash provided by operating activities</b>          | <b>43,799</b>              | <b>8,270</b>               | <b>54,956</b>              | <b>149,343</b>  |
| <b>Net cash used in investing activities</b>              | <b>(29,857)</b>            | <b>(18,055)</b>            | <b>(31,800)</b>            | <b>(35,532)</b> |
| Capital expenditure, net                                  | (6,686)                    | (5,840)                    | (13,049)                   | (39,521)        |
| Investment in securities, net                             | (23,171)                   | (12,215)                   | (18,751)                   | 3,989           |
| <b>Net cash provided / (used) in financing activities</b> | <b>(7,927)</b>             | <b>(66)</b>                | <b>(70)</b>                | <b>(64,590)</b> |
| Others  | (63)                       | (66)                       | (74)                       | (293)           |
| Common shares issued / (Buy Back)                         | 5                          |                            | 4                          | (52,855)        |
| Dividend on common shares                                 | (7,869)                    | (0)                        | (0)                        | (11,441)        |
| <b>Net increase / (decrease) in cash and equivalents</b>  | <b>6,015</b>               | <b>(9,852)</b>             | <b>23,086</b>              | <b>49,222</b>   |
| Effect of exchange rate changes on cash and equivalents   | 4,446                      | (3,661)                    | (6,959)                    | (21,709)        |
| Cash and equivalents at the beginning of the period       | 46,625                     | 60,138                     | 38,984                     | 32,626          |
| <b>Cash and equivalents at the end of the period</b>      | <b>57,087</b>              | <b>46,625</b>              | <b>55,111</b>              | <b>60,138</b>   |

**B1) AUDITED CONSOLIDATED STATEMENT OF INCOME - INDIAN GAAP (RS. 000)**

For the quarter / period ended

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| Particulars  | Jun 30 2009       | Jun 30 2008       | YoY Change % | Mar 31 2009       | QoQ Change % | 2008              |
|--|-------------------|-------------------|--------------|-------------------|--------------|-------------------|
| Sales and service income   | 7,796,456         | 7,673,051         | 1.6%         | 7,764,443         | 0.4%         | 31,172,682        |
| Other income   | 583,447           | 493,205           | 18.3%        | 195,263           | 198.8%       | 1,303,448         |
| <b>Total income</b>  | <b>8,379,903</b>  | <b>8,166,256</b>  | <b>2.6%</b>  | <b>7,959,706</b>  | <b>5.3%</b>  | <b>32,476,130</b> |
| Staff costs  | 4,440,280         | 4,488,811         | -1.1%        | 4,679,425         | -5.1%        | 18,328,658        |
| Selling, general and administration expenses   | 2,283,016         | 2,397,345         | -4.8%        | 2,293,946         | -0.5%        | 9,284,006         |
| Interest   | 19,697            | 32,410            | -39.2%       | 39,048            | -49.6%       | 78,959            |
| <b>Total expenditure</b>   | <b>6,742,993</b>  | <b>6,918,566</b>  | <b>-2.5%</b> | <b>7,012,419</b>  | <b>-3.8%</b> | <b>27,691,623</b> |
| <b>Net profit before tax and adjustments</b>   | <b>1,636,910</b>  | <b>1,247,690</b>  | <b>31.2%</b> | <b>947,287</b>    | <b>72.8%</b> | <b>4,784,506</b>  |
| Provision for taxation   | 277,232           | 56,420            | 391.4%       | 182,107           | 52.2%        | 404,366           |
| <b>Profit/(loss) for the period after taxation</b>                                   | <b>1,359,678</b>  | <b>1,191,270</b>  | <b>14.1%</b> | <b>765,180</b>    | <b>77.7%</b> | <b>4,380,140</b>  |
| Profit and loss account, brought forward   | 18,867,237        | 15,362,059        | 22.8%        | 18,102,057        | 4.2%         | 14,560,885        |
| <b>Amount available for appropriation</b>  | <b>20,226,915</b> | <b>16,553,329</b> | <b>22.2%</b> | <b>18,867,237</b> | <b>7.2%</b>  | <b>18,941,025</b> |
| Proposed dividend on equity shares   |                   |                   | 0.0%         |                   | 0.0%         | 384,473           |
| Dividend on equity shares  | 5                 | 158               | -96.8%       |                   | 0.0%         |                   |
| Dividend tax   | 1                 | 27                | -96.3%       |                   | 0.0%         | 65,341            |
| Transfer to general reserve  |                   |                   | 0.0%         |                   | 0.0%         | 389,154           |
| <b>Profit and loss account, carried forward</b>                                      | <b>20,226,909</b> | <b>16,553,144</b> | <b>22.2%</b> | <b>18,867,237</b> | <b>7.2%</b>  | <b>18,102,057</b> |
| <b>Earning per share (Rs. per equity share of Rs. 2 each)</b>                        |                   |                   |              |                   |              |                   |
| - Basic  | 10.61             | 8.57              | 23.9%        | 5.97              | 77.7%        | 32.30             |
| - Diluted  | 10.49             | 8.55              | 22.7%        | 5.96              | 76.0%        | 32.25             |
| <b>Weighted average number of common shares used in computing earnings per share</b> |                   |                   |              |                   |              |                   |
| - Basic  | 128,105,795       | 139,061,109       |              | 128,105,007       |              | 135,590,677       |
| - Diluted  | 129,577,769       | 139,296,098       |              | 128,371,535       |              | 135,815,016       |



**Financial and Operating Information**  
for the quarter ended June 30, 2009

July 30, 2009

**B2) AUDITED CONSOLIDATED BALANCE SHEET - INDIAN GAAP (RS. 000)**

| Particulars  | As on<br>30-Jun-09 | As on<br>31-Mar-09 | As on<br>30-Jun-08 |
|--|--------------------|--------------------|--------------------|
| <b>Assets</b>                                      |                    |                    |                    |
| Current assets, loans and advances                 | 11,439,194         | 11,472,319         | 11,262,210         |
| Goodwill   | 4,875,305          | 5,048,944          | 4,553,256          |
| Fixed assets(Net of Depreciation)                  | 8,666,260          | 8,947,131          | 9,030,885          |
| Investments  | 13,926,908         | 12,384,722         | 12,368,013         |
| Deferred tax asset, net                            | 1,008,307          | 935,117            | 765,339            |
| <b>Total assets</b>                                | <b>39,915,974</b>  | <b>38,788,233</b>  | <b>37,979,703</b>  |
| <b>Liabilities</b>                                 |                    |                    |                    |
| Current liabilities and provisions                 | 8,207,205          | 9,242,803          | 8,855,433          |
| Secured loans                                      | 13,122             | 15,526             | 23,252             |
| Deferred tax liability, net                        | 154,303            | 138,926            | 31,477             |
| <b>Total liabilities</b>                           | <b>8,374,630</b>   | <b>9,397,255</b>   | <b>8,910,162</b>   |
| Total shareholders equity                          | 31,541,344         | 29,390,978         | 29,069,541         |
| <b>Total liabilities &amp; shareholders equity</b> | <b>39,915,974</b>  | <b>38,788,233</b>  | <b>37,979,703</b>  |

**B3) AUDITED CONSOLIDATED CASH FLOW STATEMENT - INDIAN GAAP (RS 000)**

| Particulars  | Jun 30 2009      | Mar 31 2009      | Jun 30 2008      | 2008             |
|--|------------------|------------------|------------------|------------------|
| Cash flows from / (used in) operating activities (A)                         | 2,048,669        | 226,604          | 2,247,977        | 5,814,039        |
| Cash flows used in investing activities (B)                                  | (1,332,200)      | (762,375)        | (1,216,196)      | (1,002,523)      |
| Cash flows from / (used in) from financing activities (C)                    | (383,269)        | (2,415)          | 230              | (2,859,934)      |
| Effect of changes in exchange rates (D)                                      | 43,095           | (29,652)         | (225,446)        | (305,689)        |
| <b>Net decrease in cash and cash equivalents during the period (A+B+C+D)</b> | <b>376,295</b>   | <b>(567,838)</b> | <b>806,565</b>   | <b>1,645,892</b> |
| <b>Cash and cash equivalents at the beginning of the period</b>              | <b>2,363,912</b> | <b>2,931,750</b> | <b>1,564,329</b> | <b>1,285,857</b> |
| <b>Cash and cash equivalents at the end of the period</b>                    | <b>2,740,207</b> | <b>2,363,912</b> | <b>2,370,894</b> | <b>2,931,750</b> |

**C) Reconciliation of Income as per Indian GAAP and US GAAP(RS. 000)**

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| Particulars   | Jun 30 2009      | Jun 30 2008      | Mar 31 2009     | 2008             |
|---|------------------|------------------|-----------------|------------------|
| <b>Consolidated net income as per Indian GAAP</b>             | <b>1,359,678</b> | <b>1,191,270</b> | <b>765,181</b>  | <b>4,380,116</b> |
| Income taxes  | 33,244           | (116,804)        | (9,549)         | 60,298           |
| Foreign currency differences                                  | 5,876            | 2,942            | 42,852          | 73,078           |
| Employee retirement benefits                                  | (34,239)         | (15,070)         | (61,963)        | 17,937           |
| ESOP related Compensation Cost                                | (31,040)         | (40,909)         | 25,163          | (165,832)        |
| Impairment of Intangible                                      | 139,568          |                  |                 |                  |
| Amortisation of Intangibles , arising on Business acquisition | (19,667)         | (16,729)         | (19,210)        | (71,055)         |
| Others  | 5,436            | 914              | 906             | (2,720)          |
| <b>Total</b>  | <b>99,178</b>    | <b>(185,656)</b> | <b>(21,801)</b> | <b>(88,293)</b>  |
| <b>Consolidated net income as per US GAAP</b>                 | <b>1,458,856</b> | <b>1,005,614</b> | <b>743,380</b>  | <b>4,291,822</b> |

**Financial and Operating Information**  
for the quarter ended June 30, 2009

July 30, 2009

**D1) UNAUDITED CONSOLIDATED STATEMENT OF INCOME (RS. 000): BASED ON CONVENIENCE TRANSLATION**

For the quarter / period ended

| Particulars  | Jun 30 2009      | Jun 30 2008      | Mar 31 2009      | 2008              |
|--|------------------|------------------|------------------|-------------------|
| <b>Exchange rate\$1 = INR</b>  | <b>47.74</b>     | <b>42.93</b>     | <b>50.87</b>     | <b>48.58</b>      |
| Revenues   | 7,729,054        | 7,837,082        | 7,969,058        | 34,923,390        |
| Cost of revenues   | 4,851,101        | 5,267,018        | 5,142,876        | 23,007,511        |
| Depreciation   | 193,494          | 192,514          | 191,668          | 858,206           |
| <b>Gross Profit</b>  | <b>2,684,459</b> | <b>2,377,550</b> | <b>2,634,514</b> | <b>11,057,673</b> |
| Sales and marketing expenses   | 572,660          | 593,239          | 676,740          | 2,553,245         |
| General and administrative expenses  | 756,928          | 852,004          | 818,694          | 3,813,465         |
| Provision for doubtful debts and advances  | (554)            | 9,968            | (4,160)          | 78,979            |
| Foreign exchange (gain) / loss, net  | 197,170          | 201,589          | 330,822          | 891,859           |
| <b>Operating income</b>  | <b>1,158,256</b> | <b>720,750</b>   | <b>812,418</b>   | <b>3,720,124</b>  |
| Other income / (expense), net  | 535,991          | 486,200          | 128,445          | 1,459,693         |
| <b>Income before income taxes</b>  | <b>1,694,246</b> | <b>1,206,950</b> | <b>940,863</b>   | <b>5,179,816</b>  |
| Income taxes   | 325,765          | 169,700          | 180,161          | 252,781           |
| <b>Net income/(loss)</b>   | <b>1,368,481</b> | <b>1,037,250</b> | <b>760,702</b>   | <b>4,927,035</b>  |
| <b>Earning per share</b>   |                  |                  |                  |                   |
| - Basic  | 10.68            | 7.46             | 5.94             | 36.44             |
| - Diluted  | 10.63            | 7.45             | 5.93             | 36.44             |
| <b>Weighted average number of common shares used in computing earnings per share</b> |                  |                  |                  |                   |
| - Basic  | 128,105,795      | 139,061,109      | 128,105,007      | 135,590,677       |
| - Diluted  | 128,704,643      | 139,295,007      | 128,238,563      | 135,760,422       |

**D2) UNAUDITED CONSOLIDATED BALANCE SHEET USGAAP (RS. 000): BASED ON CONVENIENCE TRANSLATION**

| Particulars                         | As on<br>30-Jun-09 | As on<br>31-Mar-09 | As on<br>30-Jun-08 |
|-------------------------------------|--------------------|--------------------|--------------------|
| <b>Exchange rate\$1 = INR</b>       | <b>47.74</b>       | <b>50.87</b>       | <b>42.93</b>       |
| <b>Assets</b>                       |                    |                    |                    |
| Total current assets                | 24,647,786         | 23,783,880         | 23,271,835         |
| Goodwill                            | 3,149,239          | 3,318,113          | 2,862,709          |
| Intangible assets, net              | 1,195,538          | 1,323,116          | 1,272,496          |
| Property, plant, and equipment, net | 7,209,016          | 7,341,601          | 7,425,484          |
| Other assets                        | 2,390,889          | 2,117,455          | 1,841,359          |
| <b>Total assets</b>                 | <b>38,592,467</b>  | <b>37,884,166</b>  | <b>36,673,883</b>  |
| <b>Liabilities</b>                  |                    |                    |                    |
| Total current liabilities           | 6,432,046          | 6,939,413          | 6,830,697          |

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|   |                   |                   |                   |
|---|-------------------|-------------------|-------------------|
| Capital lease obligations excl. installments        | 6,366             | 7,667             | 12,774            |
| Other liabilities                                   | 1,889,824         | 2,005,749         | 2,188,567         |
| <b>Total liabilities</b>                            | <b>8,328,236</b>  | <b>8,952,829</b>  | <b>9,032,038</b>  |
| Total shareholders' equity                          | 30,264,231        | 28,931,337        | 27,641,845        |
| <b>Total liabilities &amp; shareholders' equity</b> | <b>38,592,467</b> | <b>37,884,166</b> | <b>36,673,883</b> |

**D3) UNAUDITED CONSOLIDATED CASH FLOW STATEMENT USGAAP (RS 000): BASED ON CONVENIENCE TRANSLATION**

| Particulars   | Jun 30 2009        | Mar 31 2009      | Jun 30 2008        | 2008               |
|---|--------------------|------------------|--------------------|--------------------|
| <b>Exchange rate \$1 = INR</b>                            | <b>47.74</b>       | <b>50.87</b>     | <b>42.93</b>       | <b>48.58</b>       |
| <b>Net cash provided by operating activities</b>          | <b>2,090,951</b>   | <b>420,671</b>   | <b>2,359,259</b>   | <b>7,255,086</b>   |
| <b>Net cash used in investing activities</b>              | <b>(1,425,354)</b> | <b>(918,481)</b> | <b>(1,365,182)</b> | <b>(1,726,132)</b> |
| Capital expenditure, net                                  | (319,179)          | (297,105)        | (560,189)          | (1,919,918)        |
| Investment in securities, net                             | (1,106,174)        | (621,376)        | (804,993)          | 193,786            |
| Investment in subsidiary, net of cash acquired            |                    |                  |                    |                    |
| <b>Net cash provided / (used) in financing activities</b> | <b>(378,424)</b>   | <b>(3,355)</b>   | <b>(3,006)</b>     | <b>(3,137,759)</b> |
| Others  | (3,020)            | (3,345)          | (3,192)            | (14,254)           |
| Common shares issued, net of expenses                     | 256                |                  | 188                | (2,567,709)        |
| Dividend on common shares                                 | (375,660)          | (10)             | (1)                | (555,796)          |
| <b>Net increase / (decrease) in cash and equivalents</b>  | <b>287,173</b>     | <b>(501,165)</b> | <b>991,071</b>     | <b>2,391,195</b>   |
| Effect of exchange rate changes on cash and equivalents   | 212,249            | (186,240)        | (298,763)          | (1,054,639)        |
| Cash and equivalents at the beginning of the period       | 2,225,901          | 3,059,243        | 1,673,596          | 1,584,970          |
| <b>Cash and equivalents at the end of the period</b>      | <b>2,725,323</b>   | <b>2,371,838</b> | <b>2,365,904</b>   | <b>2,921,526</b>   |

**Financial and Operating Information**  
for the quarter ended June 30, 2009

July 30, 2009

**E1) REVENUE ANALYSIS**

| Revenue By Geographical Segments | Jun 30 2009   | Mar 31 2009   | Jun 30 2008   | 2008          |
|----------------------------------|---------------|---------------|---------------|---------------|
| Americas                         | 80.0%         | 78.9%         | 76.1%         | 77.0%         |
| EMEA                             | 14.2%         | 15.1%         | 18.7%         | 17.4%         |
| APAC                             | 5.8%          | 6.0%          | 5.1%          | 5.6%          |
| <b>Total</b>                     | <b>100.0%</b> | <b>100.0%</b> | <b>100.0%</b> | <b>100.0%</b> |

| Revenue by Industry Verticals          | Jun 30 2009   | Mar 31 2009   | Jun 30 2008   | 2008          |
|--|---------------|---------------|---------------|---------------|
| Insurance                              | 29.7%         | 27.3%         | 23.3%         | 24.7%         |
| Manufacturing, Retail and Distribution | 27.7%         | 29.2%         | 28.8%         | 28.9%         |
| Financial Services                     | 13.8%         | 13.7%         | 12.8%         | 12.8%         |
| Communications,Media & Utilities       | 13.7%         | 14.4%         | 19.5%         | 17.9%         |
| Product Engineering Services           | 15.1%         | 15.3%         | 15.7%         | 15.8%         |
| <b>Total</b>                           | <b>100.0%</b> | <b>100.0%</b> | <b>100.0%</b> | <b>100.0%</b> |

| Revenue by Service Offerings          | Jun 30 2009   | Mar 31 2009   | Jun 30 2008   | 2008          |
|---------------------------------------|---------------|---------------|---------------|---------------|
| Application Development & Maintenance | 64.9%         | 65.1%         | 61.9%         | 63.8%         |
| Package software implementation       | 13.8%         | 13.7%         | 16.1%         | 14.5%         |
| Product Engineering Services          | 11.3%         | 11.4%         | 11.4%         | 11.2%         |
| Infrastructure Management Services    | 4.7%          | 3.5%          | 4.8%          | 4.9%          |
| Business Process Outsourcing          | 5.3%          | 6.3%          | 5.8%          | 5.6%          |
| <b>Total</b>                          | <b>100.0%</b> | <b>100.0%</b> | <b>100.0%</b> | <b>100.0%</b> |

| Revenue by Project Type                 | Jun 30 2009   | Mar 31 2009   | Jun 30 2008   | 2008          |
|---|---------------|---------------|---------------|---------------|
| Time and Material                       | 60.2%         | 62.4%         | 65.2%         | 64.0%         |
| Fixed Price (including Fixed Price SLA) | 39.8%         | 37.6%         | 34.8%         | 36.0%         |
| <b>Total</b>                            | <b>100.0%</b> | <b>100.0%</b> | <b>100.0%</b> | <b>100.0%</b> |

**E2) CLIENT- REVENUE METRICS**

| Particulars               | Jun 30 2009 | Mar 31 2009 | Jun 30 2008 | 2008  |
|---------------------------|-------------|-------------|-------------|-------|
| Top client                | 12.3%       | 12.3%       | 10.4%       | 10.7% |
| Top 5 Clients             | 37.2%       | 33.7%       | 31.5%       | 32.7% |
| Top 10 Clients            | 50.1%       | 46.8%       | 44.5%       | 45.6% |
| <b>Client data</b>        |             |             |             |       |
| No of \$1 million clients | 90          | 94          | 87          | 92    |
| No of \$5 million clients | 26          | 26          | 28          | 30    |

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|                            |       |       |       |       |
|----------------------------|-------|-------|-------|-------|
| No of \$10 million clients | 17    | 20    | 18    | 19    |
| No of \$50 million clients | 2     | 2     | 2     | 2     |
| No of new clients          | 7     | 22    | 21    | 100   |
| No. of active Clients      | 294   | 320   | 336   | 331   |
| % of Repeat Business       | 94.5% | 94.1% | 92.0% | 93.0% |

**E3) REVENUE MIX AND UTILIZATION**

|                    | Jun 30 2009 | Mar 31 2009 | Jun 30 2008 | 2008  |
|--------------------|-------------|-------------|-------------|-------|
| <b>Efforts</b>     |             |             |             |       |
| Onsite             | 27.6%       | 28.3%       | 29.2%       | 28.7% |
| Offshore           | 72.4%       | 71.7%       | 70.8%       | 71.3% |
| <b>Revenue</b>     |             |             |             |       |
| Onsite             | 55.5%       | 57.9%       | 60.2%       | 59.3% |
| Offshore           | 44.5%       | 42.1%       | 39.8%       | 40.7% |
| <b>Utilization</b> | 74.4%       | 70.3%       | 72.0%       | 72.1% |

**Financial and Operating Information**  
for the quarter ended June 30, 2009

July 30, 2009

**E4) EMPLOYEE METRICS**

|                               | Jun 30 2009   | Mar 31 2009   | Jun 30 2008   | 2008          |
|-------------------------------|---------------|---------------|---------------|---------------|
| <b>Total Employees</b>        | <b>13,780</b> | <b>14,540</b> | <b>15,044</b> | <b>14,894</b> |
| Offshore                      | 11,022        | 11,693        | 11,992        | 11,928        |
| Onsite                        | 2,758         | 2,847         | 3,052         | 2,966         |
| <b>Total</b>                  | <b>13,780</b> | <b>14,540</b> | <b>15,044</b> | <b>14,894</b> |
| Sales & Support Staff         | 1,495         | 1,550         | 1,496         | 1,563         |
| Net Additions                 | (760)         | (354)         | (108)         | (51)          |
| Attrition (LTM) excluding BPO | 13.2%         | 15.5%         | 21.2%         | 18.6%         |

**E5) FACILITIES - INDIA INFRASTRUCTURE (as on Jun 30, 2009)**

| Location    | Operational**            |               | Under Construction/<br>Furnishing |              |
|-------------|--------------------------|---------------|-----------------------------------|--------------|
|             | Built Up Area<br>(Sq ft) | No. of Seats  | Built Up Area<br>(Sq ft)          | No. of Seats |
| Mumbai      | 183,648                  | 1,752         |                                   |              |
| Navi Mumbai | 267,411                  | 3,193         |                                   |              |
| Airoli      | 462,845                  | 4,356         |                                   |              |
| Pune        | 306,020                  | 3,321         |                                   |              |
| Gandhinagar | 37,014                   | 371           |                                   |              |
| Noida       | 528,900                  | 4,044         |                                   |              |
| Hyderabad   | 115,311                  | 881           |                                   |              |
| Bangalore   | 114,330                  | 1,249         |                                   |              |
| Chennai     | 148,000                  | 1,182         |                                   |              |
|             | <b>2,163,479</b>         | <b>20,349</b> |                                   |              |

\*\* Owned plus leased

**E6) RUPEE - CURRENCY RATES AGAINST US DOLLAR**

|              | Jun 30 2009 | Jun 30 2008 | Mar 31 2009 |
|--------------|-------------|-------------|-------------|
| <b>Rupee</b> |             |             |             |

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|  |       |       |       |
|--|-------|-------|-------|
| Period end rate                        | 47.90 | 43.02 | 50.70 |
| Period average rate                    | 48.74 | 41.94 | 50.17 |
| <b>Other Currencies (Average Rate)</b> |       |       |       |
| AUD                                    | 0.76  | 0.94  | 0.66  |
| EURO                                   | 1.36  | 1.56  | 1.31  |
| GBP                                    | 1.55  | 1.97  | 1.44  |
| YEN                                    | 0.01  | 0.01  | 0.01  |



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PATNI COMPUTER SYSTEMS LIMITED

Dated: July 30, 2009

By: */s/ ARUN KANAKAL*  
Arun Kanakal  
*Company Secretary*

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