

The Board of Directors
Mastek Limited
804/805 President House,
Opposite C. N. Vidyalaya,
Near Ambawadi Circle,
Ahmedabad 380 006

1. We have reviewed the consolidated results of Mastek Limited, its subsidiaries and jointly controlled entity hereinafter referred to as the "Group" for the quarter ended September 30, 2014 which are included in the accompanying 'Statement of Consolidated Results for the Quarter and Six Months Ended September 30, 2014' and the consolidated statement of assets and liabilities as on that date (the "Statement"), except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' in Mastek Limited which have been traced from disclosures made by the Management but have neither been reviewed nor been audited by us. The Statement has been prepared by the Group's Management pursuant to Clause 41 of the Listing Agreement with the Stock Exchanges in India, which has been initialled by us for identification purposes. This Statement is the responsibility of the Group's Management and has been approved by the Board of Directors of Mastek Limited. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement.
3. A review is limited primarily to inquiries of group's personnel and analytical procedures applied to group's financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
4. We have only traced the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' in Mastek Limited in the Statement from the disclosures made by the Group's Management and are, therefore, not expressing a review opinion thereon.
5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Statement has not been prepared in all material respects in accordance with the applicable Accounting Standards notified pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies, and has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
(formerly Price Waterhouse, Firm Registration Number 012754N)



Pradip Kanakia
Partner
Membership Number 39985

Mumbai
October 22, 2014

MASTEK LIMITED

Registered Office : 804/805, President House, Opp.C.N.Vidyalaya
Near Ambawadi Circle, Ahmedabad -380 006
CIN No. L74140GJ1982PLC005215

Statement of Consolidated Unaudited Results for the Quarter and Six Months Ended September 30, 2014

(Rs in Lakhs)

Particulars	Quarter ended		Six months ended		Year ended
	Sept 30, 2014 (Unaudited)	Jun 30, 2014 (Unaudited)	Sept 30, 2013 (Unaudited)	Sept 30, 2014 (Unaudited)	Mar 31, 2014 (Audited)
1	Income from operations				
	(a) Income from operations				
	International	23,389	20,787	22,404	44,176
	Domestic	1,045	1,084	967	2,129
	(b) Other operating income	257	219	299	476
	Total income from operations (net)	24,691	22,090	23,670	46,781
2	Expenses				
	(a) Employee benefits expense	15,059	14,593	13,701	29,652
	(b) Consultancy charges	4,172	3,332	3,015	7,504
	(c) Travelling and conveyance expenses	1,220	1,325	1,273	2,545
	(d) Depreciation and amortisation expenses	863	891	810	1,754
	(e) Other expenses	2,600	2,580	2,974	5,180
	Total expenses	23,914	22,721	21,773	46,635
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1 - 2)	777	(631)	1,897	146
4	Other income	483	669	182	1,152
5	Profit from ordinary activities before finance costs and exceptional items (3 + 4)	1,260	38	2,079	1,298
6	Finance costs	19	13	29	32
7	Profit from ordinary activities after finance costs but before exceptional items (5 - 6)	1,241	25	2,050	1,266
8	Exceptional items	517	-	-	517
9	Profit from ordinary activities before tax (7 - 8)	724	25	2,050	749
10	Tax expense				
	- Income tax - current	400	740	666	1,140
	- Income tax - prior periods	(11)	(750)	(210)	(751)
	- Deferred tax charge / (credit)	151	(50)	89	101
	- Total	550	(60)	545	490
11	Net Profit from ordinary activities after tax (9 - 10)	174	85	1,505	259
12	Extraordinary items (net of tax expense)	-	-	-	-
13	Net Profit for the period (11 - 12)	174	85	1,505	259



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Statement of Consolidated Unaudited Results for the Quarter and Six Months Ended September 30, 2014

(Rs in Lakhs)

Particulars	Quarter ended			Six months ended		Year ended
	Sept 30, 2014	Jun 30, 2014	Sept 30, 2013	Sept 30, 2014	Sept 30, 2013	Mar 31, 2014
14 Share of profit / (loss) of associates	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
15 Minority interest	-	-	-	-	-	-
16 Net Profit after taxes, minority interest and share of profit of associates (13 - 14 -15)	174	85	1,505	259	2,214	5,180
17 Paid-up equity share capital (Face value Rs. 5/- per share)	1,115	1,111	1,232	1,115	1,232	1,232
18 Reserves excluding Revaluation Reserves as per balance sheet	NA	NA	NA	NA	NA	54,911
19 (i) Earnings per share (before extraordinary items) (of Rs 5/- each) (not annualised) :						
(a) Basic - Rs	0.79	0.38	6.11	1.17	8.99	21.08
(b) Diluted - Rs	0.76	0.37	6.09	1.12	8.96	20.82
19 (ii) Earnings per share (after extraordinary items) (of Rs 5/- each) (not annualised) :						
(a) Basic - Rs	0.79	0.38	6.11	1.17	8.99	21.08
(b) Diluted - Rs	0.76	0.37	6.09	1.12	8.96	20.82



MASTER LIMITED

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Select Information for the Quarter and Six Months Ended September 30, 2014

Particulars	Quarter ended				Six months ended		Year ended
	Sept 30, 2014	Jun 30, 2014	Sept 30, 2013	Sept 30, 2014	Sept 30, 2013	Mar 31, 2014	
A	PARTICULARS OF SHAREHOLDING						
1	Public Shareholding						
	- Number of shares	10,789,602	10,720,542	13,131,527	10,789,602	13,131,527	
	- Percentage of shareholding	48.39%	48.23%	53.30%	48.39%	53.30%	
2	Promoters and Promoter Group Shareholding						
	a) Pledged / Encumbered						
	- Number of shares	NIL	NIL	NIL	NIL	NIL	
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	NA	NA	NA	NA	NA	
	- Percentage of shares (as a % of the total share capital of the company)	NA	NA	NA	NA	NA	
	b) Non - encumbered						
	- Number of shares	11,506,660	11,506,660	11,506,660	11,506,660	11,506,660	
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%	100.00%	
	- Percentage of shares (as a % of the total share capital of the company)	51.61%	51.77%	46.70%	51.61%	46.70%	



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Statement of Consolidated Unaudited Segmental Information for the Quarter and Six Months Ended September 30, 2014

(Rs in Lakhs)

Particulars	Quarter ended			Six months ended		Year ended
	Sept 30, 2014	Jun 30, 2014	Sept 30, 2013	Sept 30, 2014	Sept 30, 2013	Mar 31, 2014
1	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Segment Revenue						
UK operations	12,867	11,951	10,710	24,818	20,387	43,226
North America operations	9,684	8,056	11,205	17,740	21,802	41,949
Others	2,140	2,083	1,755	4,223	3,709	7,128
Income from operations (net)	24,591	22,090	23,670	46,781	45,898	92,303
2						
Segment Results profit before tax and interest						
UK operations	1,897	2,216	2,133	3,913	3,569	9,305
North America operations	(97)	(1,552)	1,544	(1,549)	2,377	2,579
Others	426	200	287	628	367	685
Total	2,028	864	3,964	2,892	6,313	12,569
Less : i. Finance costs	19	13	29	32	40	68
ii. Other un-allocable expenditure net of un-allocable income	768	826	1,885	1,594	3,131	5,726
3						
Profit before exceptional items and tax	1,241	25	2,050	1,266	3,142	6,775
4						
Capital employed						
UK operations	15,057	12,749	11,637	15,057	11,637	9,649
North America operations	23,787	25,430	27,766	23,787	27,766	26,599
Others	6,954	6,677	2,475	6,954	2,475	5,291
Unallocable / corporate	12,288	12,160	9,064	12,288	9,064	14,280
Total	59,086	57,016	50,942	59,086	50,942	56,019



MASTEK LIMITED

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CIN No. L74140GJ1982PLC005215

Statement of Assets and Liabilities

(Rs in Lakhs)

Particulars	As at	
	Sept 30, 2014 (Unaudited)	Mar 31, 2014 (Audited)
A		
EQUITY AND LIABILITIES		
1		
Shareholders' funds		
(a) Share Capital	1,115	1,108
(b) Reserves and surplus	56,971	54,911
(c) Money received against share warrants	-	-
Sub - total - Shareholders' funds	58,086	56,019
2		
Share application money pending allotment	-	-
3		
Non-current liabilities		
(a) Long-term borrowings	135	135
(c) Other long-term liabilities	552	-
(d) Long-term provisions	1,486	2,482
Sub - total - Non-current liabilities	2,173	2,617
4		
Current liabilities		
(a) Short-term borrowings	-	-
(b) Trade payables	1,332	386
(c) Other current liabilities	17,405	13,985
(d) Short-term provisions	1,737	2,364
Sub - total - Current liabilities	20,474	16,737
TOTAL - EQUITY AND LIABILITIES	80,733	75,373
B		
ASSETS		
1		
Non-current assets		
(a) Fixed assets	25,885	26,116
(b) Non-current investments	248	255
(c) Deferred tax assets (net)	2,170	2,251
(d) Long-term loans and advances	5,410	6,201
(e) Other non-current assets	-	-
Sub - total - Non-current assets	33,713	34,823
2		
Current assets		
(a) Current investments	5,721	8,140
(c) Trade receivables	16,783	11,678
(d) Cash and bank balances	11,629	8,973
(e) Short-term loans and advances	2,867	2,356
(f) Other current assets	10,020	9,403
Sub - total - Current assets	47,020	40,550
TOTAL - ASSETS	80,733	75,373



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Notes :

1. The above results were reviewed by the Audit Committee on October 22, 2014 and were thereafter approved by the Board at its meeting held on October 22, 2014.

2. The Group has accounted net foreign exchange gain under "Other Income" and net foreign exchange loss under "Other Expenses" in accordance with the Guidance Note on Revised Schedule VI to the Companies Act, 1956 issued by ICAI. Further, "Income from operations" includes net realised foreign exchange loss / (gain) arising from currency hedges relating to certain firm commitments and forecasted sales transactions. The table below shows the impact of the net foreign exchange (gain) / loss on the Group's results in each of the periods presented:

	Quarter ended			Six months ended			Year ended
	Sept 30, 2014 (Unaudited)	Jun 30, 2014 (Unaudited)	Sept 30, 2013 (Unaudited)	Sept 30, 2014 (Unaudited)	Sept 30, 2013 (Unaudited)	Mar 31, 2014 (Audited)	
Net foreign exchange loss / (gain)	7	(1)	458	6	111	142	
Net realised foreign exchange loss / (gain) arising from hedging accounted under Income from Operations	(224)	285	546	61	522	1847	

(Rs in Lakhs)

3. Mastek Limited ("Mastek") has purchased 24,765,750 equity shares (representing 13.5% of share capital) of MajescoMastek, USA ("Majesco"), a subsidiary, from Mastek (UK) Limited, a wholly owned subsidiary for a total consideration of Rs. 3,025 Lakhs. After the purchase, Mastek now holds 83.5% of the share capital of Majesco and the balance 16.5% is held by Mastek (UK) Limited.

4. Proposed Restructuring of the Group

a) Pursuant to the Scheme of Arrangement (the "Scheme") under Section 391 to 394 of the Companies Act 1956, the Board of Directors of Mastek Limited (the "Company" or "Mastek"), in its meeting held on September 15, 2014, approved the demerger of the Insurance Products and Services business of the Company, into a new company, Minefields Computers Private Limited, to be renamed as Majesco Limited ("Majesco"), to be followed by transfer of the offshore insurance operations business in India by Majesco Software and Solutions India Private Limited (a wholly owned subsidiary of MajescoMastek Insurance Software and Solutions Inc., USA). The Appointed date of the Scheme will be April 1, 2014 or any other date as decided by the Board of Directors and the appointed date for the offshore insurance operations business transfer will be November 1, 2014 or any other date as decided by the Board of Directors. On approval of the Scheme by the Hon'ble High Court of Bombay and Hon'ble High Court of Gujarat, Mastek shareholders will get one equity share of Majesco for every share held in Mastek, over and above their existing Mastek shares. Majesco is proposed to be listed on the BSE and NSE, being exchanges where Mastek is currently listed. Under the proposed restructuring, Mastek will continue with the Solutions business.

b) Pursuant to the above proposed restructuring of the Group, the following changes to shareholding within the Group have been effected during the quarter or are in the process of being effected:

i) Mastek has purchased 100% equity share capital of Minefields Computers Private Limited, the proposed holding company of the Insurance Products and Service business at a total consideration of Rs. 1 Lakh.

ii) Mastek sold its long term investment in its wholly owned subsidiary MajescoMastek Canada Limited ("MM Canada") to MMUS another wholly owned subsidiary for Rs. 439 Lakhs. This sale has no impact on the statement of consolidated results for the quarter.

iii) Mastek has entered into an agreement dated September 18, 2014 with MMUS, a wholly owned subsidiary, for sale of its entire investment of RM 11.28 million in Mastek MSC Sdn. Bhd. Malaysia, another wholly owned subsidiary, for a total consideration of RM 11.35 million. The sale will be consummated on receipt of necessary approvals from High Court of Malaysia. This transaction will have no impact on the consolidated results of Mastek Group.

5. Exceptional items during the quarter, comprise employee severance cost of Rs. 263 Lakhs and professional fees of Rs. 254 Lakhs arising from the ongoing restructuring / demerger described in Note 4 above.

6. The Statutory Auditors have performed a limited review of the consolidated financial results for the quarter ended September 30, 2014.

Place : Mumbai, India
Date : October 22, 2014

SUDHAKAR RAM
Managing Director and Group CEO

