

Patni Computer Systems LTD
Form 6-K
April 29, 2009

**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 April 29, 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

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.

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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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Patni Computer Systems Limited

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

FAX TO SE

Corporate Office : Akruti, 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 ended 31 March 2009, prepared as per US GAAP

US\$ in lakhs except share data

| | Quarter ended 31 March | | Year ended 31 |
|--|------------------------|-------------|---------------|
| | 2009 | 2008 | December |
| | (Unaudited) | (Unaudited) | 2008 |
| | | | (Unaudited) |
| Net Revenues | 1,564 | 1,764 | 7,189 |
| Cost of revenues | 1,049 | 1,259 | 4,913 |
| Gross profit | 515 | 505 | 2,276 |
| Selling, general and administrative expenses | 290 | 310 | 1,327 |
| Foreign exchange loss, net | 65 | 22 | 183 |
| Operating income | 160 | 173 | 766 |
| Interest and dividend income | 27 | 36 | 130 |
| Interest expense | (7) | (9) | (18) |
| Interest expense reversed | | | 65 |
| Gain on sale of investments, net | 1 | 2 | 97 |
| Other income, net | 4 | 8 | 26 |
| Income before income taxes | 185 | 210 | 1,066 |
| Income taxes | 35 | 29 | 52 |
| Net Income | 150 | 181 | 1,014 |
| Earning per share | | | |
| - Basic | \$0.12 | \$0.13 | \$0.75 |
| - Diluted | \$0.12 | \$0.13 | \$0.75 |
| Weighted average number of common shares used in computing earnings per share | | | |
| - Basic | 128,105,007 | 139,030,296 | 135,590,677 |
| - Diluted | 128,238,563 | 139,279,675 | 135,760,422 |
| Total assets | 7,447 | 8,566 | 7,533 |
| Cash and cash equivalents | 466 | 390 | 601 |
| Investments | 2,532 | 2,905 | 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.
- 2 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 (\$ 90 including an interest demand of approximately \$ 51) 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 (\$ 223 including an interest demand of approximately \$ 83). These new demands concern the same issue of disallowance of

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tax benefits under Section 10A as per the 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 March 2009 the company has paid a sum of Rs. 660 (\$ 13) for the Assessment Year 2003-04 and Rs.1,430 (\$ 28) for the Assessment year 2005-06. 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 (\$124 including an interest demand of approximately \$37) for AY 2004-05 and Rs. 2,617 (\$ 52 including an interest demand of approximately \$ 27) 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 Indian Income tax department has appealed against the CIT (Appeal s) 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.

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

4 The above summary of consolidated financial results were taken on record by the Board of Directors at its adjourned meeting held on 29 April 2009.

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Patni Computer Systems Limited

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

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

Rs. in lakhs except share data

| | Quarter ended 31 March | | Year ended 31 |
|--|------------------------|---------------|------------------|
| | 2009 | 2008 | December 2008 |
| Exchange Rate (Rs.) | 50.87 | 40.02 | 48.58 |
| Net Revenues | 79,548 | 70,613 | 349,234 |
| Cost of revenues | 53,345 | 50,366 | 238,657 |
| Gross profit | 26,203 | 20,247 | 110,577 |
| Selling, general and administrative expenses | 14,770 | 12,422 | 64,457 |
| Foreign exchange loss, net | 3,308 | 890 | 8,919 |
| Operating income | 8,125 | 6,935 | 37,201 |
| Interest and dividend income | 1,384 | 1,426 | 6,316 |
| Interest expense | (353) | (342) | (847) |
| Interest expense reversed | | | 3,156 |
| Gain on sale of investments, net | 73 | 98 | 4,728 |
| Other income, net | 180 | 301 | 1,244 |
| Income before income taxes | 9,409 | 8,418 | 51,798 |
| Income taxes | 1,802 | 1,172 | 2,528 |
| Net Income | 7,607 | 7,246 | 49,270 |
| Earning per share | | | |
| - Basic | 5.94 | 5.21 | 36.44 |
| - Diluted | 5.93 | 5.20 | 36.44 |
| Total assets | 378,842 | 342,809 | 365,966 |
| Cash and cash equivalents | 23,718 | 15,602 | 29,215 |
| Investments | 128,818 | 116,252 | 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.

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

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Mumbai
29 April 2009

Narendra K. Patni
Chairman

2

Patni Computer Systems Limited

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

FAX TO SE

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 ended 31 March 2009, as per Indian GAAP.

Rs. in lakhs except share data

| | Quarter ended 31 March | | Year ended 31 |
|---|------------------------|---------------|----------------|
| | 2009 | 2008 | December |
| | (Audited) | (Audited) | 2008 |
| | | | (Audited) |
| Income | | | |
| Sales and service income | 77,644 | 69,335 | 311,727 |
| Other operating income | 668 | 595 | 4,034 |
| | 78,312 | 69,930 | 315,761 |
| Expenditure | | | |
| Personnel costs | 46,794 | 40,727 | 183,287 |
| Selling, general and administration costs | 20,058 | 17,972 | 81,425 |
| Depreciation (net of transfer from revaluation reserves) | 2,881 | 2,781 | 11,414 |
| | 69,733 | 61,480 | 276,126 |
| Profit from Operations before Other Income, Interest and Exceptional Items | 8,579 | 8,450 | 39,635 |
| Other income | 1,285 | 1,209 | 9,000 |
| Profit Before Interest and Exceptional Items | 9,864 | 9,659 | 48,635 |
| Interest | 391 | 340 | 790 |
| Profit After Interest for the period/year | 9,473 | 9,319 | 47,845 |
| Provision for taxation | 2,332 | 1,669 | 7,027 |
| MAT credit entitlement | (651) | (484) | (3,477) |
| Provision for taxation - Fringe benefits | 140 | 122 | 494 |
| Net profit for the period/year | 7,652 | 8,012 | 43,801 |
| Paid up equity share capital (Face value per equity share of Rs 2 each) | 2,562 | 2,781 | 2,562 |
| Reserves excluding revaluation reserves | | | 281,420 |
| Earnings per equity share of Rs.2 each | | | |
| - Basic | 5.97 | 5.76 | 32.30 |
| - Diluted | 5.96 | 5.75 | 32.25 |
| Dividend per share (Face value per equity share of Rs 2 each) | | | 3.00 |

Notes:

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- 1 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 29 April 2009.
- 2 The consolidated financial statements of Patni Computer Systems Limited and its subsidiaries are 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 acquisition increase/decrease in the relevant reserves/accumulated deficit of its subsidiaries. Consolidated financial statements are prepared using uniform accounting policies across the Group.
- 3 The subsidiaries considered in the consolidated financial statements as at 31 March 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. In December 2008, the Company has set up a subsidiary in Mexico named PCS Computer Systems Mexico, SA.
- 4 Investor complaints for the three months ended 31 March 2009:

| Pending as on 1 January 2009 | Received during the quarter | Disposed off during the quarter | Unresolved at the end of the quarter |
|------------------------------|--------------------------------|---------------------------------------|---|
| | 11 | 11 | |

- 5 Statement of Utilisation of ADS Funds as of 31 March 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 |
| Net proceeds | | | 53,699 |
| Deployment : | | | |
| 1 Held as short term investments | | | 12,895 |
| 2 Utilised for Capital expenditure for office facilities | | | 39,596 |
| 3 Exchange loss | | | 1,208 |
| Total | | | 53,699 |

- 6 Total Public Shareholding*

| | As of 31 March 2009 | As of 31 March 2008 | As of 31 December 2008 |
|------------------------------|------------------------|------------------------|---------------------------|
| - Number of Shares | 29,972,109 | 43,411,331 | 31,086,629 |
| - Percentage of Shareholding | 23.40% | 31.22% | 24.27% |

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

As of 31 March 2009

| Promoters and Promoter group Shareholding | |
|---|------------|
| 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 promoter group) | 100% |
| - Percentage of shares (as a % of the total share capital of the Company) | 48.38% |

- 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. 2,587 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 March 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. 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 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 (Appeal s) 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.

- 8 Mr. Jeya Kumar has been appointed as CEO of the company with effect from 20 February 2009. The appointment is subject to the approval of our shareholders at the Annual General Meeting and also subject to the approval of the statutory authorities including the Central Government under Section 269 of the Indian Companies Act, and other applicable provisions. Mr. Louis Theodoor van den Boog has ceased to be the Executive Director with effect from 20 February 2009 to become Non-Executive Director.

Patni Computer Systems Limited

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9 Segment Information:

| Particulars | Financial services | Insurance | Manufacturing, Retail & Distribution | Communications, Media & Utilities | Product Engineering | Total |
|---|---------------------------|------------------|---|--|----------------------------|--------------|
| For the three months ended 31 March 2009 | | | | | | |
| Sales and service income | 10,694 | 21,378 | 22,415 | 11,184 | 11,973 | 77,644 |
| Balances as at 31 March 2009 | | | | | | |
| Sundry debtors | 6,502 | 13,147 | 16,813 | 11,087 | 8,281 | 55,830 |
| Unbilled revenue | 2,173 | 2,867 | 4,906 | 5,470 | 2,046 | 17,462 |
| Billings in excess of cost and estimated earnings | (25) | (199) | (523) | (229) | (375) | (1,351) |
| Advance from customers | (208) | (48) | (174) | (8) | (222) | (660) |

| Particulars | Financial services | Insurance | Manufacturing, Retail & Distribution | Communications, Media & Utilities | Product Engineering | Total |
|---|---------------------------|------------------|---|--|----------------------------|--------------|
| For the three months ended 31 March 2008 | | | | | | |
| Sales and service income | 9,061 | 16,248 | 19,248 | 13,328 | 11,450 | 69,335 |
| Balances at 31 December 2008 | | | | | | |
| 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 ERP(Enterprise Resource Planning) 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 BSS (Business Support Systems) platform is commonly used in case of these industry practices.

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

Text of this advertisement was approved by the Board of Directors at the adjourned meeting held on 29 April 2009.

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

**Mumbai
29 April 2009**

**Narendra K. Patni
Chairman**

Patni Computer Systems Limited

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

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 31 March | | Year ended 31 December |
|--|------------------------|--------------|------------------------|
| | 2009 | 2008 | 2008 |
| Consolidated net income as per Indian GAAP | 7,652 | 8,012 | 43,801 |
| Income taxes | (96) | 14 | 603 |
| Foreign currency differences | 429 | | 731 |
| Employee retirement benefits | (620) | (261) | 179 |
| ESOP related Compensation Cost | 252 | (437) | (1,658) |
| Business acquisition | (192) | (160) | (711) |
| Others | 9 | 33 | (27) |
| Total | (218) | (811) | (883) |
| Consolidated net income as per US GAAP | 7,434 | 7,201 | 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 financials statements prepared as per USGAAP - Convenience Translation for reasons explained below the same table.

Patni Computer Systems Limited

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.

FAX TO SE

Financial results of Patni Computer Systems Limited for the quarter ended 31 March 2009, as per Indian GAAP (Standalone)

Rs. in Lakhs except share data

| | Quarter ended 31 March | | Year ended 31 |
|--|------------------------|-----------|---------------|
| | 2009 | 2008 | December |
| | (Audited) | (Audited) | 2008 |
| | | | (Audited) |
| Income | | | |
| Sales and service income | 40,952 | 32,549 | 154,102 |
| Other operating income | 565 | 464 | 943 |
| | 41,517 | 33,013 | 155,045 |
| Expenditure | | | |
| Personnel costs | 18,944 | 15,818 | 74,254 |
| Selling, general and administration costs | 10,831 | 7,648 | 39,972 |
| Depreciation (net of transfer from revaluation reserves) | 2,198 | 2,166 | 8,783 |
| | 31,973 | 25,632 | 123,009 |
| Profit from operations before Other Income, Interest and Prior period items | 9,544 | 7,381 | 32,036 |
| Other income | 1,225 | 1,172 | 9,942 |
| Profit before interest and prior period items | 10,769 | 8,553 | 41,978 |
| Interest costs | 285 | 168 | 648 |
| Profit After Interest but before prior period items | 10,484 | 8,385 | 41,330 |
| Prior period items | | | |
| Profit from Ordinary Activities before tax | 10,484 | 8,385 | 41,330 |
| Provision for taxation | 2,429 | 1,537 | 5,145 |
| MAT credit entitlement | (602) | (428) | (3,204) |
| Provision for taxation - Fringe benefits | 122 | 117 | 474 |
| Profit after taxation | 8,535 | 7,159 | 38,915 |
| Paid up equity share capital (Face value per equity share of Rs. 2 each) | 2,562 | 2,781 | 2,562 |
| Reserves excluding revaluation reserves | | | 249,542 |
| Earnings per equity share of Rs 2 each | | | |
| - Basic | 6.66 | 5.15 | 28.70 |
| - Diluted | 6.63 | 5.14 | 28.65 |
| Dividend per share (Face value per equity share of Rs. 2 each) | | | 3 |

Notes :

1 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 29 April 2009.

2 Investor complaints for the quarter ended 31 March 2009:

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| Pending as on 1 January 2009 | Received during the quarter | Disposed of during the quarter | Unresolved at the end of the quarter |
|------------------------------|-----------------------------|--------------------------------|--------------------------------------|
| | 11 | 11 | |

3 Statement of Utilisation of ADS Funds as of 31 March 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 |
| Net proceeds | | | 53,699 |
| Deployment : | | | |
| 1 Held as short term investments | | | 12,895 |
| 2 Utilised for Capital expenditure for office facilities | | | 39,596 |
| 3 Exchange loss | | | 1,208 |
| Total | | | 53,699 |

Patni Computer Systems Limited

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

FAX TO SE

Financial results of Patni Computer Systems Limited for the quarter ended 31 March 2009, as per Indian GAAP (Standalone)(Contd.)

4 Total Public Shareholding *

| | As of 31 March 2009 | As of 31 March 2008 | As of 31 December 2008 |
|------------------------------|------------------------|------------------------|---------------------------|
| - Number of Shares | 29,972,109 | 43,411,331 | 31,086,629 |
| - Percentage of Shareholding | 23.40% | 31.22% | 24.27% |

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

5 Promoters and Promoter group Shareholding

| | As of 31 March |
|---|----------------|
| 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 promoter group) | 100% |
| - Percentage of shares (as a % of the total share capital of the Company) | 48.38% |

6 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 March 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. 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 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 (Appeal s) 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.

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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.

7 Mr. Jeya Kumar has been appointed as CEO of the company with effect from 20 February 2009. The appointment is subject to the approval of our shareholders at the Annual General Meeting and also subject to the approval of the statutory authorities including the Central Government under Section 269 of the Indian Companies Act, and other applicable provisions. Mr. Louis Theodoor van den Boog ceased to be the Executive Director with effect from 20 February 2009 to become Non-Executive Director.

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

9 Text of this advertisement was approved by the Board of Directors at the adjourned meeting held on 29 April 2009.

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

**Mumbai
29 April 2009**

**Narendra K. Patni
Chairman**

Press Release

Patni Q1 Revenues at \$156.4 million, in line with guidance, Operating Margin higher 7.7% sequentially

Mumbai, India, April 29, 2009: Patni Computer Systems Limited (**Patni**) today announced its financial results for the first quarter ended 31st March 2009.

Performance Highlights for the quarter ended March 31,2009

- **Revenues for the quarter at US\$ 156.4 million (Rs. 7,954.8 million)**
- Down 11.4% YoY from US\$ 176.4 million (Rs. 7,061.2 million)
- Down 11.4% QoQ from US\$ 176.4 million (Rs.8,570.0 million)
- Contribution from top customer at 12.3% for the quarter from 11.0% during the previous quarter.
- Revenue concentration of Top 10 clients declined from 48.7% to 46.9% during the quarter.
- New client acquisition during the quarter were 22 as compared to 18 during previous quarter.

- **Operating Income for the quarter at US\$ 16.0 million (Rs. 812.4 million)**
- Down 7.8% YoY from US\$ 17.3 million (Rs.693.4 million)
- Up 7.7% QoQ from US\$ 14.8 million (Rs.720.1 million)

- **Net Income for the quarter at US\$ 15.0 million (Rs. 760.7 million)**
- Down 17.4% YoY from US\$ 18.1 million (Rs.724.6 million)
- Down 6.9% QoQ from US\$16.1million (Rs. 780.2 million)

- **EPS for the quarter at US\$ 0.12 per share (US\$ 0.23 per ADS).**

Future Outlook:

- Q2 CY2009 Revenues are expected to be at US\$ 158 million to US\$ 159 million and Net Income (Excluding the hedging Gain/Loss) is expected to be in the range of US\$ 26.5 million to US\$ 27 million
- *This guidance is based on Constant Rupee -USD rate of Rs.50 and constant GBP -USD rate of 1.45, EURO-USD rate of 1.30.*
- *Mark to Market Forex loss during Q2 2009 is expected to be in the range of US \$10 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

Management Comments

Mr. Jeya Kumar, CEO, said, *The demand environment continues to be challenging in the short run, however we are investing for portfolio expansion in all areas. Long term growth prospects of the global delivery model are robust. We will see the benefits of our excellent financial health in further enhancing sustainable differentiation of our strategy.*

Speaking on the occasion, Mr. Surjeet Singh, Chief Financial Officer said, We are putting all levers of cost optimization and reduction at work, while simultaneously investing for long term growth. Currency changes are expected to cause volatility in addition to lower overall business visibility in short run.

Corporate Developments

- **Patni has been ranked No 1 Green Innovative Information Technology Vendor** by the prestigious 2009 Black Book Top Green Outsourcing Vendors Survey.
- **Patni ranked among the Top 10 Best Performers in IT Services and IT Infrastructure Services** . The survey conducted by Global Services, an integrated media brand, and neoIT, a leading offshore advisory and management firm, included a panel of international experts assessing companies across geographies. Patni is also featured in the prestigious list of Top 100 innovative service providers of the year, which honours global companies that demonstrate leadership, innovation and outstanding performance in information technology
- **Patni became the First Indian Company to receive global certification by SAP** of its application management services. This certification confirms Patni's high level of competency in delivering application management services in support of SAP solutions. Patni entered into a partnership with SAP services to offer global experience in consulting and system integration in support of SAP solutions to the Japanese market.
- **Patni opens first delivery centre in Mexico, Latin America.**

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(Figures in Million US\$ except EPS and Share Data)

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

For the quarter / period ended

| Particulars | Mar 31 2009 | Mar 31 2008 | YoY Change % | Dec 31 2008 | QoQ change % | 2008 | Non GAAP 2008 | 2008 |
|--|-------------|-------------|-----------------|-------------|-----------------|--------------|------------------------------|---|
| | | | | | | | Extra Ordinary Items** | (Excluding Extra Ordinary Items) |
| Revenue | 156.4 | 176.4 | -11.4% | 176.4 | -11.4% | 718.9 | | 718.9 |
| Cost of revenues | 101.1 | 121.0 | -16.5% | 112.3 | -10.0% | 473.6 | (2.8)(1) | 476.4 |
| Depreciation | 3.8 | 4.8 | -22.2% | 4.0 | -5.5% | 17.7 | | 17.7 |
| Gross Profit | 51.5 | 50.6 | 1.8% | 60.1 | -14.3% | 227.6 | 2.8 | 224.8 |
| Sales and marketing expenses | 13.0 | 12.3 | 5.5% | 13.2 | -1.5% | 52.6 | | 52.6 |
| General and administrative expenses | 16.1 | 18.7 | -14.0% | 18.7 | -14.0% | 78.5 | | 78.5 |
| Provision for doubtful debts and advances | (0.1) | (0.0) | 467.3% | 0.8 | -110.6% | 1.6 | | 1.6 |
| Foreign exchange (gain) / loss, net | 6.5 | 2.2 | 192.3% | 12.6 | -48.4% | 18.4 | | 18.4 |
| Operating income | 16.0 | 17.3 | -7.8% | 14.8 | 7.7% | 76.6 | 2.8(2) | 73.8 |
| Other income / (expense), net | 2.5 | 3.7 | -31.9% | 3.7 | -30.9% | 30.0 | 7.0(3) | 23.0 |
| Income before income taxes | 18.5 | 21.0 | -12.1% | 18.5 | 0.1% | 106.6 | 9.8(4) | 96.8 |
| Income taxes | 3.5 | 2.9 | 20.9% | 2.4 | 46.7% | 5.2 | (8.4)(5) | 13.6 |
| Net income/(loss) | 15.0 | 18.1 | -17.4% | 16.1 | -6.9% | 101.4 | 18.2(6) | 83.2 |
| Earning per share | | | | | | | | |
| - Basic | \$0.12 | \$0.13 | -10.4% | \$0.13 | -6.7% | \$0.75 | | \$0.61 |
| - Diluted | \$0.12 | \$0.13 | -10.3% | \$0.12 | -6.7% | \$0.75 | | \$0.61 |
| Weighted average number of common shares used in computing earnings per share | | | | | | | | |
| - Basic | 128,105,007 | 139,030,296 | | 128,421,190 | | 135,590,677 | | 135,590,677 |
| - Diluted | 128,238,563 | 139,279,675 | | 128,541,554 | | 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
- (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 Statements Analysis:

Revenues

Revenues during the quarter were in line with the guidance at US\$ 156.4 million (Rs.7,954.8 million), representing a QoQ and YoY decrease of 11.4% in US dollar terms. Revenue decline at constant currency has been at 10.6% sequentially. Number of active clients was 320 at quarter end as compared to 331 in Q4 2008.

Gross Margin

Gross Margins for the quarter were at 32.9% or US\$ 51.5 million (Rs.2,620.3 million) against 34.1% or US\$ 60.1 million (Rs.2,921.5 million) in the previous quarter. Overall movement in Gross margins was due to price impact of (-) 1.1%. Change in margin on account of, lower volume and higher visa cost, has been mitigated by cost and operational efficiencies.

Depreciation and amortization expenses in CGS were US\$ 4.3 million during the quarter against US\$4.5 million during the previous quarter.

Selling General and Administrative Expenses (SGA Expenses)

Sales and marketing expenses during the quarter were at US\$ 13.0 million (Rs. 662.5 million) at 8.3% as compared to US\$ 13.2 million (Rs.642.1 million) at 7.5% in the previous quarter.

G&A expenses during the quarter were lower at US\$ 16.1 million (Rs.818.7 million) or 10.3% as compared to US\$18.7 million (Rs.909.3 million) at 10.6% during the previous quarter.

Overall Depreciation and amortization expenses in SGA remained unchanged as compared to previous quarter and were at US\$1.9 million for the quarter.

Foreign exchange gain/loss

The revaluation and mark to market foreign exchange loss for the quarter were at US\$ 6.5 million (Rs.330.8 million) as compared to foreign exchange loss of US\$ 12.6 million (Rs.612.7 million) during the previous quarter.

The quarter end rate for debtors revaluation was Rs. 50.7. Outstanding contracts at the end of Q1 2009 were about US\$ 373 million with contracted in the average range of Rs.40.7 to Rs 51.5.

Operating Income

Operating Income including foreign exchange gain / loss during the quarter was at US \$16.0 million (Rs 812.4 million) or at 10.2% against US \$14.8 million (Rs.720.1 million) or 8.4% during the previous quarter.

Other Income

For Q1 CY2009, other income (including interest and dividend income net of interest expenses, profit/loss on sale of investments and other miscellaneous income) stood at 1.6% or US\$ 2.5 million (Rs.128.4 million) compared to 2.1% or US\$ 3.7 million (Rs.177.4 million) during the previous quarter.

Profit before Tax

Profit before tax for the quarter at 11.8% was US\$ 18.5 million (Rs.940.9 million), which was marginally higher by 0.1% as compared to US\$ 18.5 million (Rs. 897.5 million) during the previous quarter.

Income Taxes

Income tax for the quarter was at US\$ 3.5 million (Rs. 180.2 million) at 19.1% effective tax rate on profit before tax as compared to 13.1% during the previous quarter. This change is due to expiry of 3 STPI units during the current year.

Net Income

Consequently, net income for the quarter at 9.6% was US\$ 15.0 million (Rs 760.7 million) against US\$ 16.1 million (Rs.780.2 million) at 9.1% in the previous quarter.

Balance Sheet and Cash Flow changes

During the quarter, against net income of US\$ 15.0 million (Rs.760.7 million), cash from operating activities was at US\$ 8.3 million (Rs. 420.7 million) net of changes in current assets and liabilities of US \$ (-)10.8 million and non cash charges of US\$ 4.1 million. These non cash charges comprise of depreciation and amortization including compensation cost of US\$ 5.7 million, and other charges US\$ (-) 1.6 million.

Net cash from investing activities was US\$ 18.1 million (Rs.918.5 million) including capital expenditure of US\$5.8 million (Rs.297.1 million),net proceeds from sale of investments of US\$ 12.2 million (Rs.621.4 million).

Net cash outflow on financing activities was US\$ 0.1 million (Rs.3.4 million) on other financing activities. Over all cash and cash equivalents (including short term investments) were at US\$ 297.1 million (Rs.15,115.2 million), compared to US\$ 305.7 million (Rs.14,849.4 million) at close of Q4 2008.

Receivables at the end of Q1 2009 were at US\$ 110.1 million as compared to US\$ 111.8 million at the end of Q4 2008. Number of days outstanding (Including Unbilled) for current quarter was 83 days as compared to 74 days in Q4 2008.

Figures in Million INR except EPS and Share Data

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

For the quarter / period ended

| Particulars | Mar 31 2009 | Mar 31 2008 | Dec 31 2008 | 2008 |
|--|----------------|----------------|----------------|-----------------|
| Exchange rate\$1 = INR | 50.87 | 40.02 | 48.58 | 48.58 |
| Revenue | 7,954.8 | 7,061.2 | 8,570.0 | 34,923.4 |
| Cost of revenues | 5,142.9 | 4,842.7 | 5,454.8 | 23,007.5 |
| Depreciation | 191.7 | 193.9 | 193.7 | 858.2 |
| Gross Profit | 2,620.3 | 2,024.7 | 2,921.5 | 11,057.7 |
| Sales and marketing expenses | 662.5 | 494.1 | 642.1 | 2,553.2 |
| General and administrative expenses | 818.7 | 748.7 | 909.3 | 3,813.5 |
| Provision for doubtful debts and advances | (4.2) | (0.6) | 37.3 | 79.0 |
| Foreign exchange (gain) / loss, net | 330.8 | 89.0 | 612.7 | 891.9 |
| Operating income | 812.4 | 693.4 | 720.1 | 3,720.1 |
| Other income / (expense), net | 128.4 | 148.4 | 177.4 | 1,459.7 |
| Income before income taxes | 940.9 | 841.8 | 897.5 | 5,179.8 |
| Income taxes | 180.2 | 117.2 | 117.3 | 252.8 |
| Net income/(loss) | 760.7 | 724.6 | 780.2 | 4,927.0 |
| Earning per share | | | | |
| - Basic | 5.94 | 5.21 | 6.08 | 36.44 |
| - Diluted | 5.93 | 5.20 | 6.07 | 36.44 |
| Weighted average number of common shares used in computing earnings per share | | | | |
| - Basic | 128,105,007 | 139,030,296 | 128,421,190 | 135,590,677 |
| - Diluted | 128,238,563 | 139,279,675 | 128,541,554 | 135,760,422 |

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 first quarter ended March 31, 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:

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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 and insurance (BFSI); 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

FOR MORE INFORMATION PLEASE CONTACT:

Investor Relations:

Gaurav Agarwal, Patni US; +1-617-914-8360; investors@patni.com

Gavin Desa, Citigate Dewe Rogerson India; +91-22-4007 5037; gavin@cdr-india.com

Media Relations:

Heena Kanal, Patni India; +91-22-6693 0500; heena.kanal@patni.com

Tony Viola, Patni US; +1-617-354-7424; tony.viola@patni.com

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

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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-

Financial and Operating Information
for the quarter ended March 31, 2009

April 29, 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 March 31, 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.

Financial and Operating Information
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for the quarter ended March 31, 2009

April 29, 2009

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

For the quarter / period ended

| Particulars | Mar 31 2009 | Mar 31 2008 | YoY change % | Dec 31 2008 | QoQ change % | 2008 | Non GAAP 2008 | |
|--|---------------|---------------|--------------------|---------------|-----------------|----------------|------------------------------|---|
| | | | | | | | Extra Ordinary Items** | 2008 (Excluding Extra Ordinary Items) |
| Revenue | 156,375 | 176,443 | -11.4% | 176,409 | -11.4% | 718,884 | | 718,884 |
| Cost of revenues | 101,098 | 121,007 | -16.5% | 112,284 | -10.0% | 473,600 | (2,770)(1) | 476,370 |
| Depreciation | 3,768 | 4,845 | -22.2% | 3,986 | -5.5% | 17,666 | | 17,666 |
| Gross Profit | 51,509 | 50,591 | 1.8% | 60,138 | -14.3% | 227,618 | 2,770 | 224,848 |
| Sales and marketing expenses | 13,023 | 12,346 | 5.5% | 13,217 | -1.5% | 52,557 | | 52,557 |
| General and administrative expenses | 16,094 | 18,708 | -14.0% | 18,718 | -14.0% | 78,499 | | 78,499 |
| Provision for doubtful debts and advances | (82) | (14) | 467.3% | 768 | -110.6% | 1,626 | | 1,626 |
| Foreign exchange (gain) / loss, net | 6,503 | 2,225 | 192.3% | 12,612 | -48.4% | 18,359 | | 18,359 |
| Operating income | 15,970 | 17,326 | -7.8% | 14,823 | 7.7% | 76,577 | 2,770(2) | 73,808 |
| Other income / (expense), net | 2,525 | 3,709 | -31.9% | 3,652 | -30.9% | 30,047 | 7,030(3) | 23,018 |
| Income before income taxes | 18,495 | 21,035 | -12.1% | 18,475 | 0.1% | 106,625 | 9,799(4) | 96,826 |
| Income taxes | 3,542 | 2,929 | 20.9% | 2,414 | 46.7% | 5,203 | (8,382)(5) | 13,586 |
| Net income/(loss) | 14,954 | 18,106 | -17.4% | 16,061 | -6.9% | 101,421 | 18,181(6) | 83,240 |
| Earning per share | | | | | | | | |
| - Basic | \$0.12 | \$0.13 | -10.4% | \$0.13 | -6.7% | \$0.75 | | \$0.61 |
| - Diluted | \$0.12 | \$0.13 | -10.3% | \$0.12 | -6.7% | \$0.75 | | \$0.61 |
| Weighted average number of common shares used in computing earnings per share | | | | | | | | |
| - Basic | 128,105,007 | 139,030,296 | | 128,421,190 | | 135,590,677 | | 135,590,677 |
| - Diluted | 128,238,563 | 139,279,675 | | 128,541,554 | | 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.

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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

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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for the quarter ended March 31, 2009

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

| Particulars | As on 31-Mar-09 | As on 31-Dec-08 | As on 31-Mar-08 |
|--|--------------------|--------------------|--------------------|
| Assets | | | |
| Total current assets | 467,542 | 467,463 | 538,097 |
| Goodwill | 65,227 | 65,309 | 66,664 |
| Intangible assets, net | 26,010 | 27,073 | 30,752 |
| Property, plant, and equipment, net | 144,321 | 150,930 | 180,305 |
| Other assets | 41,625 | 42,551 | 40,776 |
| Total assets | 744,725 | 753,326 | 856,594 |
| Liabilities | | | |
| Total current liabilities | 136,415 | 143,362 | 117,056 |
| Capital lease obligations excluding current installments | 151 | 184 | 298 |
| Other liabilities | 39,429 | 38,824 | 50,431 |
| Total liabilities | 175,994 | 182,370 | 167,785 |
| Total shareholders equity | 568,731 | 570,956 | 688,809 |
| Total liabilities & shareholders equity | 744,725 | 753,326 | 856,594 |

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

| Particulars | Mar 31 2009 | Dec 31 2008 | Mar 31 2008 | 2008 |
|---|-----------------|-----------------|----------------|-----------------|
| Net cash provided by operating activities | 8,270 | 51,250 | 15,991 | 149,343 |
| Net cash used in investing activities | (18,055) | (17,828) | (8,341) | (35,532) |
| Capital expenditure, net | (5,840) | (3,951) | (16,495) | (39,521) |
| Investment in securities, net | (12,215) | (13,877) | 8,154 | 3,989 |
| Net cash provided / (used) in financing activities | (66) | (9,794) | 111 | (64,590) |
| Others | (66) | (58) | (76) | (293) |
| Common shares issued / (Buy Back) | | (9,735) | 186 | (52,855) |
| Dividend on common shares | (0) | (1) | 1 | (11,441) |
| Net increase / (decrease) in cash and equivalents | (9,852) | 23,628 | 7,761 | 49,222 |
| Effect of exchange rate changes on cash and equivalents | (3,661) | (2,225) | (1,403) | (21,709) |
| Cash and equivalents at the beginning of the period | 60,138 | 38,736 | 32,626 | 32,626 |
| Cash and equivalents at the end of the period | 46,625 | 60,138 | 38,984 | 60,138 |

Financial and Operating Information
for the quarter ended March 31, 2009

April 29, 2009

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

For the quarter / period ended

| Particulars | Mar 31 2009 (Audited) | Mar 31 2008 (Audited) | YoY Change % | Dec 31 2008 (Unaudited) | QoQ Change % | 2008 (Audited) |
|--|--------------------------|--------------------------|--------------|----------------------------|---------------|-------------------|
| Sales and service income | 7,764,443 | 6,933,510 | 12.0% | 8,548,282 | -9.2% | 31,172,682 |
| Other income | 195,263 | 180,372 | 8.3% | 195,985 | -0.4% | 1,303,448 |
| Total income | 7,959,706 | 7,113,882 | 11.9% | 8,744,267 | -9.0% | 32,476,130 |
| Staff costs | 4,679,425 | 4,072,655 | 14.9% | 5,140,707 | -9.0% | 18,328,658 |
| Selling, general and administration expenses | 2,293,946 | 2,075,303 | 10.5% | 2,703,171 | -15.1% | 9,284,006 |
| Interest | 39,048 | 33,988 | 14.9% | 24,051 | 62.4% | 78,959 |
| Total expenditure | 7,012,419 | 6,181,946 | 13.4% | 7,867,929 | -10.9% | 27,691,623 |
| Net profit before tax and adjustments | 947,287 | 931,936 | 1.6% | 876,338 | 8.1% | 4,784,506 |
| Provision for taxation | 182,107 | 130,762 | 39.3% | 290,922 | -37.4% | 404,366 |
| Profit/(loss) for the year after taxation | 765,180 | 801,174 | -4.5% | 585,416 | 30.7% | 4,380,140 |
| Profit and loss account, brought forward | 18,102,057 | 14,560,885 | 24.3% | 18,355,424 | -1.4% | 14,560,885 |
| Amount available for appropriation | 18,867,237 | 15,362,059 | 22.8% | 18,940,840 | -0.4% | 18,941,025 |
| Proposed dividend on equity shares | | | 0.0% | 384,315 | -100.0% | 384,473 |
| Dividend tax | | | 0.0% | 65,314 | -100.0% | 65,341 |
| Transfer to general reserve | | | 0.0% | 389,154 | -100.0% | 389,154 |
| Profit and loss account, carried forward | 18,867,237 | 15,362,059 | 22.8% | 18,102,057 | 4.2% | 18,102,057 |
| Earning per share (Rs. per equity share of Rs. 2 each) | | | | | | |
| - Basic | 5.97 | 5.76 | 3.7% | 4.56 | 31.0% | 32.30 |
| - Diluted | 5.96 | 5.75 | 3.6% | 4.54 | 31.4% | 32.25 |
| Weighted average number of common shares used in computing earnings per share | | | | | | |
| - Basic | 128,105,007 | 139,030,296 | | 128,421,190 | | 135,590,677 |
| - Diluted | 128,371,535 | 139,279,675 | | 129,060,943 | | 135,815,016 |

Financial and Operating Information
for the quarter ended March 31, 2009

April 29, 2009

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

| Particulars | As on 31-Mar-09 | As on 31-Dec-08 | As on 31-Mar-08 |
|--|--------------------|--------------------|--------------------|
| Assets | | | |
| Current assets, loans and advances | 11,472,319 | 11,298,248 | 10,418,387 |
| Goodwill | 5,048,944 | 4,907,344 | 4,329,992 |
| Fixed assets (Net of Depreciation) | 8,947,131 | 8,985,577 | 8,791,635 |
| Investments | 12,384,722 | 11,771,334 | 11,204,083 |
| Deferred tax asset, net | 935,117 | 945,241 | 601,814 |
| Total assets | 38,788,233 | 37,907,744 | 35,345,911 |
| Liabilities | | | |
| Current liabilities and provisions | 9,242,803 | 9,355,345 | 7,163,890 |
| Secured loans | 15,526 | 17,548 | 22,462 |
| Deferred tax liability, net | 138,926 | 133,746 | 37,786 |
| Total liabilities | 9,397,255 | 9,506,639 | 7,224,138 |
| Total shareholders equity | 29,390,978 | 28,401,105 | 28,121,773 |
| Total liabilities & shareholders equity | 38,788,233 | 37,907,744 | 35,345,911 |

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

| Particulars | Mar 31 2009 (Audited) | Dec 31 2008 (Unaudited) | Mar 31 2008 (Audited) | 2008 (Audited) |
|--|--------------------------|----------------------------|--------------------------|-------------------|
| Cash flows from / (used in) operating activities (A) | 226,604 | 2,168,016 | 494,065 | 5,814,039 |
| Cash flows used in investing activities (B) | (762,375) | (722,166) | (189,675) | (1,002,523) |
| Cash flows from / (used in) from financing activities (C) | (2,415) | (398,021) | 3,881 | (2,859,934) |
| Effect of changes in exchange rates (D) | (29,652) | 64,814 | (29,799) | (305,689) |
| Net decrease in cash and cash equivalents during the period (A+B+C+D) | (567,838) | 1,112,643 | 278,472 | 1,645,892 |
| Cash and cash equivalents at the beginning of the period | 2,931,750 | 1,819,107 | 1,285,857 | 1,285,857 |
| Cash and cash equivalents at the end of the period | 2,363,912 | 2,931,750 | 1,564,329 | 2,931,750 |

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

| Particulars | Mar 31 2009 | Mar 31 2008 | Dec 31 2008 | 2008 |
|---|-----------------|-----------------|----------------|------------------|
| Consolidated net income as per Indian GAAP | 765,181 | 801,174 | 585,316 | 4,380,116 |
| Income taxes | (9,549) | 1,386 | 130,198 | 60,298 |
| Foreign currency differences | 42,852 | | 62,178 | 73,078 |
| Employee retirement benefits | (61,963) | (26,089) | 68,037 | 17,937 |
| ESOP related Compensation Cost | 25,163 | (43,659) | (38,532) | (165,832) |
| Amortisation of Intangibles , arising on Business acquisition | (19,210) | (15,983) | (20,755) | (71,055) |
| Others | 906 | 3,252 | (3,420) | (2,720) |
| Total | (21,801) | (81,093) | 197,707 | (88,293) |
| Consolidated net income as per US GAAP | 743,380 | 720,081 | 783,022 | 4,291,822 |

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

For the quarter / period ended

| Particulars | Mar 31 2009 | Mar 31 2008 | Dec 31 2008 | 2008 |
|--|------------------|------------------|------------------|-------------------|
| Exchange rate \$1 = INR | 50.87 | 40.02 | 48.58 | 48.58 |
| Revenues | 7,954,807 | 7,061,249 | 8,569,951 | 34,923,390 |
| Cost of revenues | 5,142,876 | 4,842,700 | 5,454,773 | 23,007,511 |
| Depreciation | 191,668 | 193,897 | 193,664 | 858,206 |
| Gross Profit | 2,620,263 | 2,024,652 | 2,921,515 | 11,057,673 |
| Sales and marketing expenses | 662,489 | 494,087 | 642,069 | 2,553,245 |
| General and administrative expenses | 818,694 | 748,694 | 909,344 | 3,813,465 |
| Provision for doubtful debts and advances | (4,160) | (560) | 37,330 | 78,979 |
| Foreign exchange (gain) / loss, net | 330,822 | 89,045 | 612,667 | 891,859 |
| Operating income | 812,418 | 693,386 | 720,105 | 3,720,124 |
| Other income / (expense), net | 128,445 | 148,434 | 177,415 | 1,459,693 |
| Income before income taxes | 940,863 | 841,820 | 897,520 | 5,179,816 |
| Income taxes | 180,161 | 117,219 | 117,291 | 252,781 |
| Net income/(loss) | 760,702 | 724,601 | 780,228 | 4,927,035 |
| Earning per share | | | | |
| - Basic | 5.94 | 5.21 | 6.08 | 36.44 |
| - Diluted | 5.93 | 5.20 | 6.07 | 36.44 |
| Weighted average number of common shares used in computing earnings per share | | | | |
| - Basic | 128,105,007 | 139,030,296 | 128,421,190 | 135,590,677 |
| - Diluted | 128,238,563 | 139,279,675 | 128,541,554 | 135,760,422 |

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

| Particulars | As on 31-Mar-09 | As on 31-Dec-08 | As on 31-Mar-08 |
|--|--------------------|--------------------|--------------------|
| Exchange rate \$1 = INR | 50.87 | 48.58 | 40.02 |
| Assets | | | |
| Total current assets | 23,783,880 | 22,709,330 | 21,534,642 |
| Goodwill | 3,318,113 | 3,172,713 | 2,667,893 |
| Intangible assets, net | 1,323,116 | 1,315,215 | 1,230,695 |
| Property, plant, and equipment, net | 7,341,601 | 7,332,195 | 7,215,806 |
| Other assets | 2,117,455 | 2,067,142 | 1,631,856 |
| Total assets | 37,884,166 | 36,596,596 | 34,280,892 |
| Liabilities | | | |
| Total current liabilities | 6,939,413 | 6,964,514 | 4,684,581 |
| Capital lease obligations excl. installments | 7,667 | 8,949 | 11,926 |

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| | | | |
|--|-------------------|-------------------|-------------------|
| Other liabilities | 2,005,749 | 1,886,078 | 2,018,249 |
| Total liabilities | 8,952,829 | 8,859,541 | 6,714,756 |
| Total shareholders equity | 28,931,337 | 27,737,055 | 27,566,136 |
| Total liabilities & shareholders equity | 37,884,166 | 36,596,596 | 34,280,892 |

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

| Particulars | Mar 31 2009 | Dec 31 2008 | Mar 31 2008 | 2008 |
|---|------------------|------------------|------------------|--------------------|
| Exchange rate \$1 = INR | 50.87 | 48.58 | 40.02 | 48.58 |
| Net cash provided by operating activities | 420,671 | 2,489,703 | 639,960 | 7,255,086 |
| Net cash used in investing activities | (918,481) | (866,086) | (333,807) | (1,726,132) |
| Capital expenditure, net | (297,105) | (191,943) | (660,130) | (1,919,918) |
| Investment in securities, net | (621,376) | (674,143) | 326,323 | 193,786 |
| Investment in subsidiary, net of cash acquired | | | | |
| Net cash provided / (used) in financing activities | (3,355) | (475,793) | 4,442 | (3,137,759) |
| Others | (3,345) | (2,803) | (3,042) | (14,254) |
| Common shares issued, net of expenses | | (472,941) | 7,444 | (2,567,709) |
| Dividend on common shares | (10) | (49) | 40 | (555,796) |
| Net increase / (decrease) in cash and equivalents | (501,165) | 1,147,824 | 310,595 | 2,391,195 |
| Effect of exchange rate changes on cash and equivalents | (186,240) | (108,114) | (56,148) | (1,054,639) |
| Cash and equivalents at the beginning of the period | 3,059,243 | 1,881,816 | 1,305,693 | 1,584,970 |
| Cash and equivalents at the end of the period | 2,371,838 | 2,921,526 | 1,560,140 | 2,921,526 |

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E1) REVENUE ANALYSIS

| Revenue By Geographical Segments | Mar 31 2009 | Dec 31 2008 | Mar 31 2008 | 2008 |
|----------------------------------|---------------|---------------|---------------|---------------|
| Americas | 79.0% | 78.6% | 76.6% | 77.0% |
| EMEA | 15.0% | 15.6% | 17.6% | 17.4% |
| APAC | 6.0% | 5.9% | 5.8% | 5.6% |
| Total | 100.0% | 100.0% | 100.0% | 100.0% |

| Revenue by Industry Verticals | Mar 31 2009 | Dec 31 2008 | Mar 31 2008 | 2008 |
|--|---------------|---------------|---------------|---------------|
| Insurance | 27.4% | 27.1% | 23.2% | 24.7% |
| Manufacturing, Retail and Distribution | 29.2% | 28.8% | 28.4% | 28.9% |
| Financial Services | 13.6% | 12.9% | 12.9% | 12.8% |
| Communications,Media & Utilities | 14.4% | 15.5% | 19.1% | 17.9% |
| Product Engineering Services | 15.3% | 15.7% | 16.5% | 15.8% |
| Total | 100.0% | 100.0% | 100.0% | 100.0% |

| Revenue by Service Offerings | Mar 31 2009 | Dec 31 2008 | Mar 31 2008 | 2008 |
|---------------------------------------|---------------|---------------|---------------|---------------|
| Application Development & Maintenance | 65.1% | 64.6% | 64.6% | 63.8% |
| Package software implementation | 13.8% | 13.5% | 13.1% | 14.5% |
| Product Engineering Services | 11.4% | 11.3% | 11.5% | 11.2% |
| Infrastructure Management Services | 3.5% | 5.0% | 5.1% | 4.9% |
| Business Process Outsourcing | 6.3% | 5.6% | 5.7% | 5.6% |
| Total | 100.0% | 100.0% | 100.0% | 100.0% |

| Revenue by Project Type | Mar 31 2009 | Dec 31 2008 | Mar 31 2008 | 2008 |
|---|---------------|---------------|---------------|---------------|
| Time and Material | 62.5% | 62.2% | 65.6% | 64.0% |
| Fixed Price (including Fixed Price SLA) | 37.5% | 37.8% | 34.4% | 36.0% |
| Total | 100.0% | 100.0% | 100.0% | 100.0% |

E2) CLIENT- REVENUE METRICS

| Particulars | Mar 31 2009 | Dec 31 2008 | Mar 31 2008 | 2008 |
|----------------------------|-------------|-------------|-------------|-------|
| Top client | 12.3% | 11.0% | 11.1% | 10.7% |
| Top 5 Clients | 33.7% | 34.6% | 32.2% | 32.7% |
| Top 10 Clients | 46.9% | 48.7% | 44.8% | 45.6% |
| Client data | | | | |
| No of \$1 million clients | 94 | 92 | 86 | 92 |
| No of \$5 million clients | 26 | 30 | 30 | 30 |
| No of \$10 million clients | 20 | 19 | 15 | 19 |
| No of \$50 million clients | 2 | 2 | 2 | 2 |
| No of new clients | 22 | 18 | 34 | 100 |

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| | | | | |
|-----------------------|-------|-------|-------|-------|
| No. of active Clients | 320 | 331 | 331 | 331 |
| % of Repeat Business | 94.2% | 93.1% | 92.6% | 93.0% |

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E3) REVENUE MIX AND UTILIZATION

| | Mar 31 2009 | Dec 31 2008 | Mar 31 2008 | 2008 |
|--------------------|-------------|-------------|-------------|-------|
| Efforts | | | | |
| Onsite | 28.3% | 28.7% | 29.2% | 28.7% |
| Offshore | 71.7% | 71.3% | 70.8% | 71.3% |
| Revenue | | | | |
| Onsite | 57.8% | 58.6% | 60.4% | 59.3% |
| Offshore | 42.2% | 41.4% | 39.6% | 40.7% |
| Utilization | 70.3% | 73.1% | 70.0% | 72.1% |

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E4) EMPLOYEE METRICS

| | Mar 31 2009 | Dec 31 2008 | Mar 31 2008 | 2008 |
|-------------------------------|---------------|---------------|---------------|---------------|
| Total Employees | 14,540 | 14,894 | 15,152 | 14,894 |
| Offshore | 11,693 | 11,928 | 12,216 | 11,928 |
| Onsite | 2,847 | 2,966 | 2,936 | 2,966 |
| Total | 14,540 | 14,894 | 15,152 | 14,894 |
| Sales & Support Staff | 1,550 | 1,563 | 1,516 | 1,563 |
| Net Additions | (354) | 193 | 207 | (51) |
| Attrition (LTM) excluding BPO | 15.5% | 18.6% | 23.0% | 18.6% |

E5) FACILITIES - INDIA INFRASTRUCTURE (as on Mar 31, 2009)

| Location | Operational** | | Under Construction/ Furnishing | |
|-------------|--------------------------|---------------|-----------------------------------|--------------|
| | Built Up Area (Sq ft) | No. of Seats | Built Up Area (Sq ft) | No. of Seats |
| Mumbai | 183,648 | 1,587 | | |
| Navi Mumbai | 267,411 | 3,106 | | |
| Airoli | 462,845 | 4,322 | | |
| Pune | 307,950 | 3,364 | | |
| Gandhinagar | 37,000 | 364 | | |
| Noida | 573,000 | 4,869 | | |
| Hyderabad | 115,485 | 881 | | |
| Bangalore | 114,300 | 1,100 | | |
| Chennai | 148,000 | 1,177 | 133,000 | 1,230 |
| | 2,209,639 | 20,770 | 133,000 | 1,230 |

** Owned plus leased

E6) RUPEE - CURRENCY RATES AGAINST US DOLLAR

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| | Mar 31 2009 | Dec 31 2008 | Mar 31 2008 |
|--|-------------|-------------|-------------|
| Rupee | | | |
| Period end rate | 50.70 | 48.75 | 40.11 |
| Period average rate | 50.17 | 49.74 | 39.82 |
| Other Currencies (Average Rate) | | | |
| AUD | 0.66 | 0.67 | 0.90 |
| EURO | 1.31 | 1.32 | 1.50 |
| GBP | 1.44 | 1.57 | 1.98 |
| 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: April 29, 2009

By: /s/ ARUN KANAKAL
Arun Kanakal
Company Secretary
