

Patni Computer Systems LTD  
Form 20-F  
June 29, 2007

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 20-F

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(Mark One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR
- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2006  
OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR
- SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of event requiring this shell company report  
For the transition period from            to

Commission File Number: 001-32692

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## Patni Computer Systems Limited

(Exact name of registrant as specified in its charter)

Not applicable

(Translation of registrant's name into English)

Republic of India

(Jurisdiction of incorporation or organization)

Akruti Softech Park, MIDC Cross Road No.21

Andheri (E), Mumbai 400 093, India

+91 22 6693 0500

(Address of principal executive offices)

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Securities registered or to be registered pursuant to Section 12(b) of the Act:

**Title of each class:**

American Depositary Shares, each representing two equity shares, par value  
Rs.2 per share. Equity shares, par value Rs. 2 per share\*  
\* Not for trading but only in connection with Registration of the ADSs

**Name of each exchange  
on which registered:**

New York Stock Exchange

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Securities registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

Not applicable

The number of outstanding shares of each of the issuer's classes of capital or common stock as of December 31, 2006 was:

Equity shares: 138,281,853

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933, or the Securities Act.

YES  NO

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

YES  NO

Note: Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES  NO

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## CURRENCY OF PRESENTATION AND CERTAIN DEFINED TERMS

Unless otherwise stated in this Annual Report or unless the context otherwise requires, references in this Annual Report on Form 20-F, or Annual Report to:

- we, us, , our , our company and Patni refer to Patni Computer Systems Limited and its consolidated subsidiaries;
- India refers to the Republic of India;
- Indian rupees, rupees and Rs. are to the legal currency of India and all references to U.S. dollars, dollars and to the legal currency of the United States; and
- a particular fiscal year are to our fiscal year ended December 31 of such year.

The financial statements have been prepared using U.S. dollars as the reporting currency. In addition for your convenience, this Annual Report contains translations of certain Indian rupee amounts into U.S. dollars which should not be construed as a representation that those Indian rupee or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or Indian rupees, as the case may be, at any particular rate, the rate stated below, or at all.

Except as otherwise stated in this Annual Report, all translations from Indian rupees to U.S. dollars contained in this Annual Report have been based on the noon buying rate in the City of New York on December 31, 2006 for cable transfers in Indian rupees as certified for customs purposes by the Federal Reserve Bank of New York. The noon buying rate on December 31, 2006 was Rs. 44.11 per \$1.00.

Information contained in our websites, including our corporate website, [www.patni.com](http://www.patni.com), is not part of this Annual Report.

## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report contains forward-looking statements. The forward-looking statements are contained principally in the sections entitled Key Information Risk Factors, Information on the Company, and Operating and Financial Review and Prospects . These statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements include statements about:

- our ability to attract and retain clients;
- the anticipated benefits and risks associated with our business strategy, including those relating to our current and future service offerings;
- our future operating results;
- the anticipated benefits and risks of our strategic customer relationships and acquisitions;
- the anticipated size or trends of the market segments in which we compete and the anticipated competition in those markets;
- government regulation and the outcome of any tax, legal or regulatory review, action or litigation; and
- our future capital requirements and our ability to satisfy our capital needs.

In some cases, you can identify forward-looking statements by terminology such as may, will, could, should, expect, plan, intend, and believe, estimate, predict, potential or continue, the negative of such terms or other comparable terminology. These statements are only



predictions. Actual events or results may differ materially. In evaluating these statements, you should specifically consider various factors, including the risks outlined in Item 3.D. Key Information Risk Factors . These factors may cause our actual results to differ materially from any forward-looking statement. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievement.

Forward-looking statements speak only as of the date they are made. Other than required by law, we do not undertake any obligation to update them in light of new information or future developments.

This Annual Report includes statistical data about the IT industry that comes from information published by sources including Gartner, Inc., or Gartner, a provider of market information and strategic information for the IT industry, the National Association of Software and Service Companies, or NASSCOM, an industry trade group, and International Data Group, or IDC, a provider of market information and advisory services for the information technology, telecommunications, and consumer technology markets. This type of data represents only the estimates of Gartner, NASSCOM, IDC and other sources of industry data. In addition, although we believe that data from these companies is generally reliable, this type of data is inherently imprecise. We caution you not to place undue reliance on this data.

## **PART I**

### **ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS**

Not applicable.

### **ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

### **ITEM 3. KEY INFORMATION**

#### **3.A. Selected financial data**

*The selected consolidated historical financial data set forth below should be read in conjunction with our consolidated financial statements, the notes to those statements and Item 5. Operating and Financial Review and Prospects included elsewhere in this Annual Report. The selected data presented below under the captions Statement of Income Data , Balance Sheet Data and Cash Flow Data for, and as of the end of, each of the years in the five-year period ended December 31, 2006, are derived from our consolidated financial statements (except for cash dividend per equity share) and have been prepared and presented in accordance with U.S. GAAP. The consolidated financial statements as of December 31, 2006 and 2005, and for each of the years in the three-year period ended December 31, 2006, and the audit report thereon, are included elsewhere in this Annual Report. Historical results are not necessarily indicative of the results to be expected for any future period.*

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	Fiscal Year ended December 31,				
	2002	2003	2004	2005	2006
	(in thousands, except share data)				
<b>Statement of Income Data</b>					
Revenues	\$ 92,416	\$ 147,641	\$ 223,141	\$ 350,973	\$ 494,448
Revenues from a significant shareholder	95,858	103,402	103,441	99,359	84,403
Cost of revenues	108,629	157,473	202,462	288,481	370,173
<b>Gross Profit</b>	<b>\$ 79,645</b>	<b>\$ 93,570</b>	<b>\$ 124,120</b>	<b>\$ 161,851</b>	<b>\$ 208,678</b>
Selling, general and administrative	39,533	50,065	61,195	89,729	111,456
Foreign exchange (gain) loss, net	(317 )	(172 )	2,082	1,693	2,748
<b>Operating Income</b>	<b>\$ 40,429</b>	<b>\$ 43,677</b>	<b>\$ 60,843</b>	<b>\$ 70,429</b>	<b>\$ 94,474</b>
Interest and dividend income	706	1,574	4,223	4,190	10,088
Interest expenses	(1,114 )	(2,146 )	(2,083 )	(2,044 )	(2,840 )
Gain on sale of investments, net	391	1,278	144	1,128	1,679
Other income (expenses), net	(404 )	(2,025 )	(3,693 )	966	3,541
Change in fair value of put option		1,186			
<b>Income before income taxes</b>	<b>\$ 40,008</b>	<b>\$ 43,544</b>	<b>\$ 59,434</b>	<b>\$ 74,669</b>	<b>\$ 106,942</b>
Income taxes	8,491	10,240	12,886	13,802	47,692
Cumulative effect due to change in accounting principle due to adoption of SFAS No. 150		3,274			
<b>Net income</b>	<b>\$ 31,517</b>	<b>\$ 36,578</b>	<b>\$ 46,548</b>	<b>\$ 60,867</b>	<b>\$ 59,250</b>
<b>Earnings per share, basic &amp; diluted</b>					
Income before cumulative effect of a change in accounting principle (basic and diluted)		\$ 0.30			
Cumulative effect of a change in accounting principle (basic and diluted)		0.03			
<b>Net Income : Basic</b>	<b>\$ 0.32</b>	<b>\$ 0.33</b>	<b>\$ 0.38</b>	<b>\$ 0.48</b>	<b>\$ 0.43</b>
<b>Diluted</b>	<b>\$ 0.32</b>	<b>\$ 0.33</b>	<b>\$ 0.38</b>	<b>\$ 0.48</b>	<b>\$ 0.43</b>
Weighted average number of common shares used in computing earnings per share					
Basic	99,059,168	111,420,849	123,066,042	125,736,592	137,957,477
Diluted	99,059,168	111,420,849	124,084,992	127,457,632	138,904,860
Cash dividend per equity share	\$ 0.008	\$ 0.009	\$ 0.025	\$ 0.046	0.057

	At December 31,				
	2002	2003	2004	2005	2006
	(in thousands)				
<b>Balance Sheet Data</b>					
Cash and cash equivalents	\$ 32,801	\$ 47,940	\$ 77,143	\$ 148,820	\$ 46,510
Investments in securities	35,341	49,245	85,623	141,776	246,016
Total assets	163,016	226,084	373,063	553,886	640,341
Capital lease obligations	301	357	391	416	391
Redeemable share capital	117,373				
Total shareholders equity	758	154,832	273,227	439,029	508,593

	Fiscal Year ended December 31,				
	2002	2003	2004	2005	2006
	(in thousands)				
<b>Cash Flow Data</b>					
Net cash provided by (used in):	\$ 50,159	\$ 41,382	\$ 47,792	\$ 73,058	\$ 59,091
Operating activities	(46,112 )	(27,816 )	(85,484 )	(111,750 )	(155,426 )
Investing activities	3,369	(1,165 )	61,423	111,875	(7,106 )
Financing activities	12,849	13,742	21,591	53,282	48,620
Capital expenditures					





**Exchange rates**

Fluctuations in the exchange rate between the Indian rupee and the U.S. dollar will affect the U.S. dollar equivalent of the Indian rupee price of our equity shares on the Indian Stock Exchanges and, as a result, will likely affect the market price of the ADSs in the United States, and vice versa. Such fluctuations will also affect the U.S. dollar conversion by the depositary of any cash dividends paid in Indian rupees on our equity shares represented by the ADSs.

The following table sets forth, for the fiscal years indicated, information concerning the number of Indian rupees for which one U.S. dollar could be exchanged based on the average of the noon buying rate in the City of New York for cable transfers in Indian rupees as certified for customs purposes by the Federal Reserve Bank of New York:

Year	Average(1)	High	Low	Period-End
2002	Rs. 48.63	Rs. 49.07	Rs. 47.96	Rs. 48.00
2003	46.59	48.10	45.29	45.55
2004	45.26	46.45	43.27	43.27
2005	44.00	46.26	43.05	44.95
2006	45.19	46.83	43.89	44.11
2007 (through June 25, 2007)	42.56	44.49	40.14	40.73

(1) Represents the average of the noon buying rate on the last day of each month during the period.

The following table sets forth the high and low exchange rates for the previous six months and is based on the noon buying rate in the City of New York on the last business day of each month during the period for cable transfers in Indian rupees as certified for customs purposes by the Federal Reserve Bank of New York:

	High	Low
December 2006	44.70	44.11
January 2007	44.49	44.07
February 2007	44.21	43.87
March 2007	44.43	42.78
April 2007	43.05	40.56
May 2007	41.04	40.14
June 2007 (through June 25, 2007)	40.82	40.27

On update as most recent practicable date prior to filing) the noon buying rate in the city of New York was Rs. 40.73 per \$1.

**3.B. Capitalization and indebtedness**

Not applicable.

**3.C. Reasons for the offer and use of proceeds**

Not applicable.

**3.D. Risk factors**

*Investors should carefully consider all of the information set forth in this Annual Report and the following risk factors that affect us and our industry. The risks below are not the only ones we face. Additional risks not currently known to us or that we presently deem immaterial may also affect our business operations. Our business, financial condition or results of operations could be materially or adversely affected by any of these*



*risks. This Annual Report also contains forward-looking statements that involve risks and uncertainties. Our results could materially differ from those anticipated in these forward-looking statements as a result of certain factors, including the risks we face as described below and elsewhere. See Special Note Regarding Forward-Looking Statements.*

### **Risks Related to our Operations**

***Our revenues are highly dependent on a limited number of clients and the loss of any one of our major clients could adversely affect our revenues.***

We derive a significant portion of our revenues from a limited number of clients in a few select industries. In 2004, 2005 and 2006 our largest client and one of our shareholders, General Electric, accounted for 31.7%, 22.1% and 14.6% of our revenues and our second largest client accounted for 14.9%, 11.5% and 9.6% of our revenues. In 2004, 2005 and 2006, our top ten clients accounted for 69.0%, 59.3% and 53.1% of our revenues. As a result of our reliance on a limited number of clients, we may face pricing and other competitive pressures. The volume of work performed for specific clients is likely to vary from year to year, especially since we are not the exclusive external service provider for our clients. In addition, there are a number of factors, other than our performance, that could cause the loss of a client and that may not be predictable. For example, our clients may decide to reduce spending on IT services or sourcing from us due to a challenging economic environment and other factors, both internal and external, relating to their business such as restructuring or supplier rationalizations. The loss of any one of our major clients, a decrease in the volume of work they outsource to us or a decrease in the price at which we sell our services to them could adversely affect our revenues.

***Our client contracts, including those with our two largest customers, typically can be terminated without cause and with little or no notice or penalty, which could negatively impact our revenues and profitability.***

Our clients typically retain us through non-exclusive master services agreements, or MSAs. Most of our client project contracts, including those that are on a fixed-price and fixed-price service level agreement, or SLA, basis, can be terminated with or without cause, with 0 to 90 days notice and without termination-related penalties. Our MSAs typically do not include any commitment by our clients to give us a specific volume of business or future work. Additionally, certain of our MSAs do not require the client to make payments for any services or work product reasonably deemed unacceptable to the client. Our business is dependent on the decisions and actions of our clients, many of which are outside our control, which might result in the termination of a project or the loss of a client and we could face liabilities as a result of such termination. Our clients may demand price reductions, change their outsourcing strategy by limiting the number of suppliers they use, moving more work in-house or to our competitors or replacing their existing software with packaged software supported by licensors. Any of these decisions or actions could adversely affect our revenues and profitability.

***Our revenues are highly dependent on clients located in the United States. Economic slowdowns or factors that affect the economic health of the United States may adversely affect our business.***

In 2004, 2005 and 2006, approximately 87.8%, 84.8% and 80.8% of our revenues were derived from clients located in the United States. Any economic slowdown in the United States may result in our clients reducing or postponing their technology spending significantly, which may in turn lower the demand for our services.

***Our clients operate in a limited number of industries. Factors that adversely affect these industries or IT spending by companies within these industries may adversely affect our business.***

We derive a large proportion of our revenues from clients which operate in a limited number of industries. In 2004, 2005 and 2006, we derived 32.8%, 27.7% and 23.2% of our revenues from the

insurance industry, 28.3%, 21.9% and 21.7% of our revenues from the manufacturing industry, 2.6%, 15.3% and 18.9% of our revenues from the telecommunications industry, and 19.2%, 16.0% and 15.3% of our revenues from the financial services industry. Any significant decrease in IT services spending by clients in these industries or other industries from which we derive significant revenues in the future may reduce the demand for our services. Further, any significant decrease in the growth of the insurance, manufacturing, financial services or telecommunications industries, or significant consolidation in those industries, or any decrease in growth or consolidation in other industry segments in which we operate, may reduce the demand for our services.

***We face intense competition for employees in our market. Our success depends in large part upon our highly skilled software professionals and our ability to attract and retain these personnel.***

Our ability to execute projects and to obtain new clients depends largely on our ability to attract, train, motivate and retain highly-skilled software professionals, particularly project managers and other mid-level professionals. Our attrition rates have been high due to a highly competitive labor market in India and have increased significantly in 2006 compared to the prior years. Our attrition rates were 19.4%, 20.1% and 28.5% in 2004, 2005 and 2006. We define our attrition rate as the ratio of the number of employees that have left us during a defined period to the average number of employees that are on our payroll during such period.

We invest in training the professionals that we hire to perform the services we provide. These professionals are often targeted by the lateral recruitment efforts of our competitors. If we cannot hire and retain additional qualified personnel, our ability to bid on and obtain new projects may be impaired and our revenues could decline. In addition, we may not be able to expand our business effectively. We believe that there is significant worldwide competition for software professionals with the skills necessary to perform the services we offer, including from non-Indian, international service providers such as Accenture Limited, or Accenture, and International Business Machines Corporation, or IBM. Additionally, we may not be able to redeploy and retrain our software professionals to keep pace with continuing changes in technology, evolving standards and changing client preferences. For 2006, the attrition rate appears higher as compared to 2005 because we made a decision not to add to our headcount and utilized our existing resources to support growth during such period.

***Our revenues, expenses and profits are difficult to predict and can vary significantly from quarter to quarter. This could cause the market value of our equity shares and the ADSs to decline.***

Our quarterly operating results may vary significantly from quarter to quarter. Therefore, we believe that period-to-period comparisons of our results of operations are not necessarily meaningful and should not be relied upon as an indication of our future performance. It is possible that in the future some of our quarterly results of operations may be below the expectations of market analysts and our investors, which could lead to a significant decline of the market value of our equity shares and the ADSs.

In the eight quarters ended December 31, 2006, our quarterly revenue growth varied from 1.7% to 10.2% and during the same period our operating income as a percentage of revenues also varied significantly. As a large part of any quarter's revenues are derived from existing customers, revenue growth can vary due to project start and stops and customer-specific situations. Operating income variation is due to various factors such as changes in compensation, which are typically effected in the second quarter and reduce our operating margin in such quarter; changes in our use of onsite subcontractors, with higher usage in any quarter leading to lower operating income; changes in the ratio of onsite and offshore services, with higher offshore revenues enhancing the particular quarter's operating income; changes in utilization of resources, with lower utilization leading to reduction in operating income; and changes in foreign exchange rates. We also experience variations in immigration costs.

Factors which affect the fluctuation of our revenues, expenses and profits include:

- variations, expected or unexpected, in the duration, size, timing and scope of our projects, particularly with our major clients;
- changes in our pricing policies or those of our clients or competitors;
- the proportion of services that we perform in our development centers in India as opposed to outside India;
- the effect of seasonal hiring patterns, unanticipated attrition and the time required to train and productively utilize our new employees, particularly software professionals;
- annual increases in compensation of our employees;
- the size and timing of expansion of our facilities;
- unanticipated cancellations, non-renewal of our contracts by our clients, contract terminations or deferrals of projects; and
- changes in our employee utilization rate, which is affected by various factors.

A significant part of our expenses, particularly those related to personnel and facilities, are fixed in advance of any particular quarter. As a result, unanticipated variations in the number and timing of our projects or employee utilization rates may cause significant variations in our operating results in any particular quarter. There are also a number of factors other than our performance that are not within our control that could cause fluctuations in our operating results from quarter to quarter. These include:

- the duration of tax holidays or exemptions and the availability of other Government of India incentives;
- the outcome of any tax, legal or regulatory review, action or litigation;
- currency exchange rate fluctuations, particularly when the rupee appreciates in value against the U.S. dollar since the majority of our revenues are in U.S. dollars and a significant part of our expenses are in rupees; and
- other general economic factors.

***Our earnings may be adversely affected if we receive an adverse determination resulting from a pending U.S. Internal Revenue Service tax review of our U.S. operations.***

We face challenges from domestic and foreign tax authorities regarding the amount of current taxes due. These challenges include questions regarding the timing and amount of deductions and the allocation of income among various tax jurisdictions. To the extent we are able to prevail in matters for which accruals have been established or are required to pay amounts in excess of our reserves related to future events, our effective tax rate in a given financial statement period may be materially affected. During 2006, we reached a settlement with the IRS, relating to our tax returns for our US operations for 2001 and 2002. IRS has also commenced, but not yet completed, a tax review of our U.S. operations for the years 2003 and 2004. Pursuant to the settlement, we revised our tax provisions for 2001 and 2002 and recomputed our tax provision for 2003, 2004 and 2005. This revision, representing changes in estimates, has resulted in an additional charge of approximately \$14.1 million in our financial statements for the year ended December 31, 2006. Additionally, the consequential interest and deferred tax charge in an amount of \$6.0 million has been accrued in our financial statements for the year ended December 31, 2006. As the IRS review for 2003 and 2004 is still in progress, we cannot currently assess whether this review may result in increased tax liability.



Our total income tax liability for the year ended December 31, 2006 was \$47.7 million, of which \$30.3 million resulted from provisioning due to reassessment of our payroll and corporate tax obligations for our international operations. We experienced a decline in net income, which decreased from \$60.9 million in 2005 to \$59.3 million in 2006.

*Our earnings may be adversely affected if we receive an adverse determination resulting from a review on compliance matters relating to our past and present international labor practices.*

We are currently cooperating with the US Department of Labor with respect to compliance matters related to our past and present labor practices. We have estimated and provided for liability of \$2.6 million as of March 31, 2007. Any adverse finding from this review could adversely impact our earnings.

*We operate in a highly competitive environment and this competitive pressure on our business is likely to continue.*

*The market for IT services is rapidly evolving and highly competitive. We expect that competition will continue to intensify. We face competition or competitive pressure from:*

- Indian IT services companies, such as HCL Technologies Limited, Infosys Technologies Limited, Satyam Computer Services Limited, Tata Consultancy Services Limited and Wipro Limited;
- international IT services companies, such as Accenture, Cognizant Technology Solutions, Computer Sciences Corporation, Sapient Corporation and Electronic Data Systems;
- divisions of large multinational technology firms such as IBM, and Hewlett-Packard Company, or Hewlett-Packard;
- in-house IT departments of large corporations;
- other international, national, regional and local firms from a variety of market segments, including major international accounting firms, systems consulting and implementation firms, applications software firms, service groups of computer equipment companies, general management consulting firms, programming companies and temporary staffing firms;
- offshore service providers in other countries with low wage costs such as China and the Philippines, and countries in Eastern Europe; and
- involvement of third party intermediaries who negotiate IT services and outsourcing contracts on behalf of their clients.

A number of our international competitors are setting up operations in India. Further, a number of our international competitors with existing operations in India are ramping up their presence in India as offshore operations in India have become an important element of their delivery strategy. This has resulted in increased employee attrition among Indian vendors and increased wage pressure to retain software professionals and reduce such attrition.

Many of our competitors have significantly greater financial, technical and marketing resources and generate greater revenues than we do. Clients may prefer vendors that have delivery centers located globally or are based in countries that are more cost-competitive than India. Therefore, we cannot assure you that we will be able to retain our clients while competing against such competitors. We believe that our ability to compete also depends in part on a number of factors beyond our control, including the ability of our competitors to attract, train, motivate and retain highly skilled technical employees, the price at which our competitors offer comparable services and the extent of our competitors responsiveness to client needs.





*Any inability to manage our growth could disrupt our business and reduce our profitability.*

We have experienced significant growth in recent years. Our revenues have grown at a compound annual growth rate or CAGR, of 32.4% from \$188.3 million in 2002 to \$578.9 million in 2006. The total number of our employees has grown from 5,570 as of December 31, 2002 to 12,804 as of December 31, 2006.

Our operations have also expanded in recent years through the development, enhancement and acquisition of new service offerings and industry expertise, and the broadening of our geographic presence. Specifically, we:

- augmented our offerings in our service lines in business process outsourcing, product engineering, infrastructure management services and quality assurance;
- gained expertise and operations in the provision of services to clients in the telecommunications industry through our acquisition of Patni Telecom Solutions, Inc. or Patni Telecom (formerly Cymbal);
- expanded our expertise and operations in our product engineering technology practices;
- enhanced operations in Europe and Asia; and
- expanded our facilities in India.

We expect our future growth to place significant demands on both our management and our resources. This will require us to continuously evolve and improve our operational, financial and internal controls across the organization. In particular, continued expansion increases the challenges we face in:

- recruiting, training and retaining sufficient skilled technical, sales and management personnel;
- adhering to our high quality and process execution standards;
- maintaining high levels of client satisfaction;
- creating and managing economies of scale;
- managing a larger number of clients in a greater number of industry sectors;
- integrating expanded operations while preserving our culture, values and entrepreneurial environment; and
- developing and improving our internal administrative infrastructure, particularly our financial, operational, communications and other internal systems.

Any inability to manage our growth may have an adverse effect on our business, results of operations and financial condition.

*We may face difficulties in providing services within our industry and technology practices, offering new and existing service lines and managing increasingly large and complex projects, which could lead to clients discontinuing their work with us.*

We have been expanding the nature and scope of our engagements by extending the breadth of our practices and the services we offer. The success of our new practices and service offerings is dependent, in part, upon demand for such services by our existing and new clients and our ability to meet this demand in a cost-competitive and effective manner. We cannot be certain that we will be able to attract existing and new clients for such new services or effectively meet our clients' needs.

We intend for the increased breadth of our practices and service offerings to result in larger and more complex projects for our clients. To achieve this result, we need to establish closer relationships with our



clients and develop a thorough understanding of their operations. Our ability to establish such relationships will depend on the proficiency of our management personnel, software professionals and, if necessary subcontractors, as well as other competitive factors such as our performance and delivery capability. Larger and more complex projects may involve multiple engagements or stages, and there is a risk that a client may choose not to retain us for additional stages or may cancel or delay additional planned engagements. Such cancellations or delays make it difficult to plan for project resource requirements, and failure to plan appropriately may have a negative impact on our business, results of operations and financial condition.

***Our business will suffer if we fail to keep pace with the rapid changes in technology in the industries on which we focus. We need to anticipate and develop new services and enhance existing services in order to keep our clients satisfied.***

The IT services market is characterized by rapid technological changes, evolving industry standards, changing client preferences and new product and service introductions. Our future success will depend on our ability to anticipate these advances and develop new service offerings to meet client needs. We may not be successful in anticipating or responding to these advances on a timely basis or, if we do respond, the services or technologies we develop may not be successful in the marketplace. Furthermore, services or technologies that are developed by our competitors may render our services non-competitive or obsolete.

***We have undertaken and may continue to undertake strategic acquisitions, which may prove to be difficult to integrate and manage or may not be successful, and may result in increased expenses or write-offs.***

We have pursued and may continue to pursue strategic acquisition opportunities to enhance our capabilities and address gaps in industry expertise, technical expertise and geographic coverage. It is possible that we may not identify suitable acquisition or investment candidates or joint venture partners, or if we do identify suitable candidates or partners, we may not complete those transactions on terms commercially acceptable to us or at all. The inability to identify suitable acquisition targets or investments or joint ventures or the inability to complete such transactions may adversely affect our competitiveness and our growth prospects.

In November 2004, we completed the acquisition of Cymbal (now Patni Telecom), a U.S.-based provider of IT services to clients in the telecommunications industry, which is now integrated with our operations.

If we acquire another company, we could have difficulty in assimilating that company's personnel, operations, products, services, technology and software into our operations. In addition, the key personnel of the acquired company may decide not to work with us. These difficulties could disrupt our ongoing business, distract our management and employees and increase our expenses. Further, any such acquisition, merger or joint venture that we attempt, whether or not completed, or any media reports or rumors with respect to any such transactions, may adversely affect the value of our equity shares and the ADSs.

***We are investing substantial cash assets in new facilities and physical infrastructure, and our profitability could be reduced if our business does not grow proportionately.***

We expect to invest approximately \$150 million to \$175 million in capital expenditures through 2008, which is a significant increase from our past capital expenditures. Most of the new spending will be for construction of new facilities and physical infrastructure. However, we may not receive the benefits that we expect from our investment in these facilities. Further, we may encounter cost overruns or project delays in connection with new facilities. These expansions will increase our fixed costs. If we are unable to grow our business and revenues proportionately, our profitability will be reduced.

***We are subject to risks arising from exchange rate fluctuations.***

Although our functional currency is the Indian rupee, we transact a significant portion of our business in several other currencies, particularly the U.S. dollar. Our exchange rate risk primarily arises from our foreign currency revenues, receivables, payables and other foreign currency assets and liabilities. We expect that a majority of our revenues will continue to be generated in U.S. dollars for the foreseeable future. In 2004, 2005 and 2006, our dollar denominated revenues represented 94.3%, 90.3% and 87.1% of our total revenues respectively.

A significant portion of our expenses, comprising the cost of revenues and selling, marketing and general administrative expenses, are and will continue to be denominated and incurred in Indian rupees. In 2004, 2005 and 2006, rupee costs represented 37.6%, 39.1% and 37.0% of these cost of revenues and selling, marketing and general administrative expenses. Therefore, changes in the exchange rate between the rupee and other currencies, especially with respect to the U.S. dollar, may have a material adverse effect on our revenues, other income, cost of services, operating costs and net income, which may in turn have a negative impact on our business, operating results and financial condition. On December 31, 2006, the exchange rate per U.S. dollar was Rs. 44.11 compared to Rs. 44.95 on December 31, 2005 and Rs. 43.27 on December 31, 2004. On June 25, 2007, the exchange rate per US\$ was Rs. 40.73. The exchange rate between the rupee and the dollar has changed substantially in recent years and may fluctuate substantially in the future.

We have sought to reduce the effect of exchange rate fluctuations on our operating results by purchasing derivative instruments such as foreign exchange forward contracts and net written options to cover a portion of outstanding accounts receivables. As of December 31, 2006, we had outstanding forward contracts in the amount of \$182.6 million and outstanding currency written options in the amount of \$19.5 million. We have increased our foreign currency hedging activity given the recent volatility in the value of the Indian rupee against the U.S. dollar. However, we may not be able to purchase contracts to insulate ourselves adequately from foreign currency exchange risks. In addition, any such contracts may not perform effectively as a hedging mechanism. See Item 5. Operating and Financial Review and Prospects Exchange Rates.

***Our success depends in large part upon our senior management and key personnel and our ability to attract and retain them.***

We are highly dependent on our senior management, including Mr. Narendra K. Patni, our Chairman and Chief Executive Officer. Our future performance will be dependent upon the continued service of these persons. We do not maintain key man life insurance for any of the senior members of our management team or other key personnel. Competition for senior management in our industry is intense, and we may not be able to retain such senior management personnel or attract and retain new senior management personnel in the future. The loss of any of the members of our senior management or other key personnel may adversely affect our business.

***Our revenues could be significantly affected if the governments in the United States or other countries in which our customers are based restrict companies from outsourcing work to non-domestic corporations.***

Offshore outsourcing has become a politically sensitive topic in the United States and Europe due to its perceived association with the loss of jobs in such countries. Current or prospective clients may elect to perform services we offer or may be discouraged from transferring these services to offshore providers to avoid any negative perception that may be associated with using an offshore provider. These trends could harm our ability to compete effectively with competitors that operate primarily out of facilities located in the United States. A variety of U.S. federal and state legislation has been proposed that, if enacted, could restrict or discourage U.S. companies from outsourcing their services to companies outside the

United States. In addition, it is possible that legislation could be adopted that would restrict U.S. private sector companies that have federal or state government contracts from outsourcing their services to offshore service providers. Because most of our clients are located in the United States, any expansion of existing laws or the enactment of new legislation restricting offshore outsourcing by U.S. companies could adversely impact our ability to do business.

***Our inability to complete fixed-price contracts within budget and at the required level of performance could reduce our revenues and profitability.***

We derived 40.5% and 35.2% of our revenues from fixed-price contracts in 2005 and 2006. We bear the risk of cost overruns, completion delays and wage inflation in connection with all fixed-price projects, any of which may result in a decrease in our margins from work performed on fixed-price contracts. Our revenues from fixed-price contracts also include revenues from fixed-price SLAs, which are conditioned upon our meeting predetermined performance levels. Any failure to meet such performance levels could result in a reduction in our revenues. Any failure to accurately estimate the resources and time required for a project or any failure to complete our contractual obligations at the committed performance level could adversely affect our revenues and profitability.

***Our ability to expand our business and procure new contracts or enter into beneficial business arrangements may be affected by non-competition clauses in our agreements with existing clients or business partners.***

Certain of our existing MSAs and other agreements have non-competition clauses, which restrict us from providing services to competitors of our existing clients or entering new markets where a business partner may already have a presence. Many of our MSAs contain clauses that restrict our employees working for a particular client from providing services to a competitor of that client. Such clauses may restrict our ability to offer services to clients in a specific industry in which we have acquired expertise and may adversely affect our business and growth.

***We may be liable to our clients for damages caused by system failures or breaches of security obligations.***

Many of our contracts involve projects that are critical to the operations of our clients' businesses. Further, our client contracts may require us to comply with certain security obligations including maintaining network security and back-up data, ensuring our network is virus free and verifying the integrity of employees that work with our clients by conducting background checks. Any failure in a client's system or breach of security relating to the services we provide to the client could damage our reputation or result in a claim for substantial damages against us. We cannot assure you that any limitations of liability set forth in our service contracts will be enforceable in all instances or will otherwise protect us from liability for damages in the event of a claim for breach of our obligations. Our insurance coverage may not be sufficient for all such claims or damages and additional insurance coverage may not be available in the future on reasonable terms or in amounts sufficient to cover large claims. Successful assertions of one or more large claims against us could have a significant adverse effect on our business, results of operations and financial condition.

***Our clients' proprietary rights may be misappropriated by our employees or subcontractors in violation of applicable confidentiality agreements.***

We require our employees and subcontractors to enter into non-disclosure arrangements to limit access to and distribution of our clients' intellectual property and other confidential information as well as our own. We can give no assurance that the steps taken by us in this regard will be adequate to enforce our clients' intellectual property rights. If our clients' proprietary rights are misappropriated by our employees or our subcontractors or their employees, in violation of any applicable confidentiality agreements or otherwise, our clients may consider us liable for that act and seek damages and compensation from us.

***We may be subject to third party claims of intellectual property infringement.***

Although there are currently no material pending or threatened intellectual property claims against us, infringement claims may be asserted against us in the future. Our contracts contain broad indemnity clauses, and under most of our contracts, we are required to provide specific indemnity relating to third party intellectual property rights infringement. In some instances, the amount of these indemnities may be greater than the revenues we receive from the client. If we become liable to third parties for infringing their intellectual property rights, we could be required to pay a substantial damage award and be forced to develop non-infringing technology, obtain a license or cease selling the applications or products that contain the infringing technology. We may be unable to develop non-infringing technology or to obtain a license on commercially reasonable terms, or at all. We may also be required to change our methodologies so as not to use the infringed intellectual property, which may not be technically or commercially feasible and may cause us to expend significant resources. Any claims or litigation in this area, irrespective of the outcome, could be time-consuming and costly and/or injure our reputation.

As the number of patents, copyrights and other intellectual property rights in our industry increases, we believe that companies in our industry will face more frequent infringement claims. Defending against these claims, even if not meritorious, could be expensive and divert our attention and resources from operating our company.

***We have a limited ability to protect our intellectual property rights, and unauthorized parties may infringe upon or misappropriate our intellectual property.***

We rely on a combination of copyright, trademark and design laws, confidentiality procedures and contractual provisions to protect our intellectual property, including our brand identity. However, the laws of India may not protect intellectual property rights to the same extent as laws in the United States. Therefore, our efforts to protect our intellectual property may not be adequate and we may not be able to detect unauthorized use or take appropriate and timely steps to enforce our intellectual property rights. Our competitors may independently develop proprietary methodologies similar to ours or duplicate our products or services. Unauthorized parties may infringe upon or misappropriate our services or proprietary information. The misappropriation or duplication of our intellectual property could disrupt our ongoing business, distract our management and employees, reduce our revenues and increase our expenses. We may need to litigate to enforce our intellectual property rights or to determine the validity and scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome of any such litigation cannot be guaranteed. For more information regarding our intellectual property, see Item 4.B. Information on the Company Business Overview Intellectual Property.

***An economic downturn may impair our growth and operating results.***

Discretionary spending on IT products and services in many parts of the world has increased after a period of decreased spending resulting from a challenging global economic environment. If economic growth slows or the current trend reverses, companies may cancel, reduce or defer expenditures for IT services. In an economic downturn, our utilization and billing rates for our software professionals could decline, which may adversely affect our growth and profitability.

**Risks Related to Investments in Indian Companies and International Operations Generally**

We are incorporated in India and a substantial portion of our assets and our employees are located in India. Consequently, our financial performance and the market price of our ADSs will be affected by changes in exchange rates and controls, interest rates, Government of India policies, including taxation policies, as well as political, social and economic developments affecting India.

***Immigration restrictions could limit our ability to expand our operations in the United States. We derive a high proportion of our revenues from clients located in the United States which may be affected materially by such restrictions.***

Most of our employees are Indian nationals. The ability of our software professionals to work in the United States, Europe and in other countries depends on our ability to obtain necessary visas and work permits. As of December 31, 2006, a majority of our software professionals in the United States held H-1B visas, a temporary visa which allows the employee to remain in the United States while he or she remains an employee of the sponsoring firm, and L-1 visas, an intra company transfer visa allowing managers and executives or employees with specialized knowledge to stay in the United States only temporarily. An H-1B visa may be granted to certain categories of persons in several specialty occupations including software professionals such as our employees, so long as their compensation meets annually adjusted minimums. Those adjustments may force increases in the salaries we pay to our employees with H-1B visas, resulting in lower profit margins. Although there is currently no limit to new L-1 visas, there is a limit to the aggregate number of new H-1B visas that may be approved by the United States government in any fiscal year. Such annual limit is fixed at 65,000 and has already been reached for the year 2007 (October 1, 2006 to September 30, 2007) as well as for the year 2008 (October 1, 2007 to September 30, 2008). We believe that the demand for H-1B visas will continue to be high. Further, the United States government has increased the level of scrutiny in granting visas. This may lead to limits on the number of L-1 visas granted. The U.S. immigration laws also require us to comply with other legal requirements including those relating to displacement and secondary displacement of U.S. workers and recruiting and hiring of U.S. workers, as a condition to obtaining or maintaining work visas for our software professionals working in the United States.

Immigration laws in the United States and in other countries are subject to legislative change, as well as to variations in standards of application and enforcement due to political forces and economic conditions. It is difficult to predict the political and economic events that could affect immigration laws, or the restrictive impact they could have on obtaining or monitoring work visas for our software professionals. Our reliance on work visas for a significant number of software professionals makes us particularly vulnerable to such changes and variations. As a result, we may not be able to obtain a sufficient number of visas for our software professionals or may encounter delays or additional costs in obtaining or maintaining such visas.

***Wage pressures in India may prevent us from sustaining our competitive advantage and may reduce our profit margins.***

Wage costs in India have historically been significantly lower than wage costs in the United States and Europe for comparably skilled professionals, which has been one of our competitive strengths. However, wage increases in India may prevent us from sustaining this competitive advantage and may negatively affect our profit margins. Wages in India are increasing at a faster rate than in the United States, which could result in increased costs for software professionals, particularly project managers and other mid-level professionals. We may need to continue to increase the levels of our employee compensation to remain competitive and manage attrition.

***Clients may seek to reduce their dependence on India for outsourced IT services or take advantage of the services provided in countries with labor costs similar to or lower than India.***

Clients who presently outsource a significant proportion of their IT services requirements to vendors in India may, for various reasons, including to diversify geographic risk, seek to reduce their dependence on one country. We expect that future competition will increasingly include firms with operations in other countries, especially those countries with labor costs similar to or lower than India, such as China, the Philippines and countries in Eastern Europe. Since wage costs in our industry in India are increasing, our

ability to compete effectively will become increasingly dependent on our reputation, the quality of our services and our expertise in specific industries.

***Our net income would decrease if the Government of India reduces or withdraws tax benefits and other incentives it currently provides to us or otherwise increases our effective tax rate.***

Presently, we benefit from the tax holidays given by the Government of India for the export of IT services from specially designated software technology parks and special economic zones in India. As a result of these incentives, which include a 10-year tax holiday from Indian corporate income taxes for the operation of most of our Indian facilities and a partial taxable income deduction for profits derived from exported IT services, our operations have been subject to relatively low tax liabilities.

In December 2006, we received an assessment order disallowing deduction in respect of the profits earned by our various software development units, along with a demand notice for approximately Rs. 630.16 million (\$14.20 million), including interest. As required by the tax authorities, we have made a payment of \$2.5 million as deposit in this regard during the three months ended March 31, 2007. Additionally, a deposit of Rs. 220 million (approximately \$5.4 million) is required to be paid in monthly instalments of Rs. 20 million (approximately \$0.5 million) each, commencing May 2007. We have filed an appeal challenging the assessment order, which is currently pending before the income tax appellate authority. Considering the facts and nature of disallowances and based on the advice given by the our legal counsel, we believe that the disallowance is not tenable and we are confident of a favourable outcome in the appeal proceedings.

Further, provisions of the Income Tax Act of India are amended on an annual basis by enactment of the Finance Act. The Finance Bill, 2007 has marginally increased the corporate income tax rate from an effective rate of 33.66% to 33.99%. Further, it has extended the scope under fringe benefit tax to cover benefits given to employees to subscribe for shares under an employee stock option plan. The Finance Bill, 2007 has also extended the scope of service tax to cover renting, leasing or licensing of immovable property as office building, warehouse and factories for use in business or commerce. These changes, if implemented in their current form, are likely to increase our operating expenses.

In addition, we may also be subject to changes in taxation resulting from the actions of applicable income tax authorities in India or from Indian tax laws that may be enacted. For example, we may incur increased tax liability as a result of a determination by applicable income tax authorities that the transfer price applied to transactions involving our subsidiaries and us was not appropriate.

Any increases in our effective tax rate as a result of the expiration of tax benefits we currently enjoy, changes in applicable tax laws or the actions of applicable income tax or other regulatory authorities could materially reduce our profitability. For more information, see Item 5.A. Operating and Financial Review and Prospects Operating Results Taxes.

***Any disruption in the supply of power, IT infrastructure and telecommunications lines to our facilities could disrupt our business process or subject us to additional costs.***

Any disruption in basic infrastructure, including the supply of power, could negatively impact our ability to provide timely or adequate services to our clients. We rely on a number of telecommunications service and other infrastructure providers to maintain communications between our various facilities in India and our clients' operations in the United States and elsewhere. Telecommunications networks are subject to failures and periods of service disruption which can adversely affect our ability to maintain active voice and data communications among our facilities and with our clients. Such disruptions may cause harm to our clients' business. We do not maintain business interruption insurance and may not be covered for any claims or damages if the supply of power, IT infrastructure or telecommunications lines is disrupted. This could disrupt our business process or subject us to additional costs.



***Anti-takeover provisions under Indian law could prevent or deter an entity from acquiring control of us.***

Indian takeover regulations contain certain provisions that may delay, deter or prevent a future takeover or change in control of us. These provisions may discourage a third party from attempting to take control of our company, even if a change in control would result in the purchase of ADSs at a premium to the market price or would otherwise be beneficial to our ADS holders. See Item 10. B. Additional Information Takeover Code.

***There are certain differences in shareholder rights and protections between the laws of India and the United States and between governance standards for a U.S. public company and a foreign private issuer such as us.***

We are incorporated in India and investors should be aware that there are certain differences in shareholder rights and protections between the laws of India and the United States. There are also certain differences in the governance standards for a U.S. company and those applicable to a foreign private issuer such as us. A U.S. investor should consider such differences in shareholder rights and governance.

***In certain circumstances, our ability to acquire companies organized outside India may require the approval of the Government of India and/or the Reserve Bank of India and we may fail to obtain such approvals in a timely manner or at all.***

As part of our strategy, we intend to acquire companies, in India or abroad, which have a synergistic fit with our operations.

Subject to compliance with certain Indian laws and regulations, including Indian exchange control laws and regulations, we are permitted

- to make overseas direct investments in a joint venture or wholly-owned subsidiary outside India of up to 200% of our net worth as of the date of our last audited balance sheet;
- to make overseas direct investments, without limits on net worth, in any foreign security from the proceeds of an international offering of ADRs or GDRs or from the account balances held in our exchange earner's foreign currency bank accounts; and
- subject to certain conditions, to acquire shares of a foreign company engaged in a *bona fide* business activity in exchange for our ADRs or GDRs, provided that such an investment, taken together with all our overseas direct investments, does not exceed an amount equivalent to ten times our export earnings during the preceding financial year as reflected in our audited balance sheet.

In certain other cases, we are required to obtain the approval of the Reserve Bank of India to acquire shares of a foreign company for cash consideration.

Additionally, if we are to invest in a foreign company through a share swap transaction, other than by way of an exchange of our ADRs or GDRs, we are required to obtain the approval of the Government of India and/or the Reserve Bank of India.

In certain circumstances, we may not be able to meet the Indian regulatory requirements with respect to certain acquisitions of foreign companies and may require the prior approval of the Reserve Bank of India and/or the Government of India to consummate acquisitions of such foreign companies. We may not be able to obtain some or all of these approvals in a timely manner or at all, and thereby may be impeded in our efforts to acquire companies organized outside India. This inability may limit our growth, render us uncompetitive relative to our competitors and adversely affect our business, revenues and profitability.

***You may have difficulty enforcing any judgment obtained in the United States against us or our directors or executive officers in India.***

We are incorporated under the laws of India and many of our directors and executive officers reside outside the United States. Furthermore, most of our assets and the assets of our directors and executive officers are located outside the United States. As a result, you may be unable to:

- effect service of process upon us or our directors and executive officers; or
- enforce judgments obtained in the United States courts against us or such persons in the United States, including judgments predicated upon the civil liability provisions of the federal securities laws of the United States.

The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments (other than arbitration awards) in civil and commercial matters.

***Incidents such as terrorist attacks and other acts of violence or war involving India, the United States, and other countries could adversely affect the financial markets, result in loss of client confidence, and adversely affect our business, results of operations and financial condition.***

Incidents such as the terrorist attacks that occurred in the United States, India and other countries and other acts of violence or war, including those involving India, the United States or other countries, may adversely affect global equity markets and economic growth. These acts may also result in a loss of business confidence and have other consequences that could adversely affect our business, results of operations and financial condition. Travel advisories, reluctance to travel and increased visa scrutiny for travelers as a result of such attacks may have an adverse impact on our ability to operate effectively. Any of these events could adversely affect client confidence in India as an outsourcing base.

***Regional conflicts in South Asia could adversely affect the Indian economy, disrupt our operations and cause our business to suffer.***

South Asia has, from time to time, experienced instances of civil unrest and hostilities among neighboring countries, such as between India and Pakistan. In recent years there have been military confrontations along the India-Pakistan border. The potential for hostilities between the two countries is high due to past terrorist incidents in India and troop mobilizations along the border, and the geopolitical situation in the region. Military activity or terrorist attacks in the future could influence the Indian economy by disrupting communications and making travel more difficult. Political tensions could increase the perception that investments in Indian companies involve a higher degree of risk than companies in other countries such as the United States. This, in turn, could have a material adverse effect on the market for securities of Indian companies, including our equity shares and our ADSs, and on the market for our services.

***Our performance is linked to the stability of policies and the political situation in India.***

The role of the Indian central and state governments in the Indian economy and their effect on producers, consumers and regulators has remained significant over the years. Since 1991, successive governments of India have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector. The current Government of India, which was formed in May 2004, has announced policies and taken initiatives that support the continued economic liberalization policies pursued by previous governments. We cannot assure you that these liberalization policies will continue in the future. The rate of economic liberalization could change, and specific laws and policies affecting technology companies, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India's economic liberalization and

deregulation policies could adversely affect business and economic conditions in India generally, and our business in particular.

Since 1996, the Government of India has changed several times. The current Indian government is a coalition of many parties, some of which are communist and other far left parties in India. The withdrawal of one or more of these parties or any dispute between groups of those parties could result in political instability. Any political instability could delay or otherwise adversely affect the reform of the Indian economy and could have a material adverse effect on the market for our equity shares and our ADSs and on the market for our services.

***We are vulnerable to natural disasters that could severely disrupt the normal operation of our business and adversely affect our earnings.***

India is susceptible to natural disasters, including tsunamis, floods and earthquakes. On December 26, 2004, southeast Asia, including the eastern coast of India, experienced a tsunami that caused significant loss of life and property damage. While our facilities were not damaged, the tsunami struck Chennai and other areas in which we operate. Substantially all of our facilities and IT professionals are located in India including Mumbai, which has also experienced heavy flooding in recent years. If our facilities are damaged by a tsunami, flood, earthquake or other natural disaster, our global delivery capability could be interrupted or delayed significantly. Although we maintain comprehensive natural perils insurance up to policy limits our insurance coverage may not be sufficient to cover all of our potential losses. In addition, disaster management facilities in India may not be adequate to protect against potential losses. As a result, a natural disaster in India could have a material adverse effect on our business, financial condition and results of operations.

***Compliance with new and changing corporate governance and public disclosure requirements adds uncertainty to our compliance policies and increases our costs of compliance.***

Laws, regulations and standards relating to accounting, corporate governance and public disclosure, new SEC regulations, NYSE rules, Securities and Exchange Board of India rules, and Indian stock market listing regulations are subject to change and can create uncertainty for companies like ours. New or changed laws, regulations and standards could lack specificity or be subject to varying interpretations. Their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs of compliance as a result of ongoing revisions to such governance standards.

In particular, our efforts to comply with Section 404 of the Sarbanes-Oxley Act of 2002 and the related regulations regarding our required assessment of our internal controls over financial reporting and our external auditors' audit of that assessment requires the commitment of significant financial and managerial resources. Our independent auditors may be unable to issue unqualified attestation reports on management's assessment on the operating effectiveness of our internal controls over financial reporting.

We are committed to maintaining high standards of corporate governance and public disclosure, and our efforts to comply with evolving laws, regulations and standards in this regard have resulted in, and are likely to continue to result in, increased general and administrative expenses.

#### **Risks Relating to Our ADSs and our Trading Market**

***Sales and issuances of our equity shares or ADSs may adversely affect the market price of the ADSs and our equity shares.***

Sales of a substantial number of equity shares, including sales by our insiders, into the public market, whether on the Indian Stock Exchanges or into the United States by issuances of ADSs, or the perception

that such sales may occur, could adversely affect the market price of the ADSs and our equity shares or our ability to raise capital through an offering of our securities. In the future, we may also sponsor the sale of shares currently held by some of our shareholders, or issue new shares. We can make no prediction as to the timing of any such sales or the effect, if any, that future sales of our equity shares, or the availability of our equity shares for future sale, will have on the market price of our equity shares or ADSs prevailing from time to time. In addition, we have adopted an employee stock option plan as a means to reward and motivate our employees. You may experience dilution of your shareholding to the extent that we make future equity offerings or issue equity shares pursuant to the exercise of stock options under our employee stock option plan.

***We have controlling shareholders who have the ability to exercise significant control over us, and whose interests may conflict with the interests of our other shareholders.***

Mr. Narendra K. Patni, Mr. Gajendra K. Patni and Mr. Ashok K. Patni, together with their families and entities controlled by them, and General Atlantic own 14.69%, 14.42%, 14.87% and 16.52% of our outstanding equity shares.

Our Articles of Association confer certain rights on our controlling shareholders relating to our governance, including representation on our board of directors and an ability to adjourn a shareholder or board of directors meeting for lack of quorum if their representative is not present at the first such meeting. In addition, our Articles of Association can only be amended if members holding not less than 75% of our equity shares (and who are entitled to vote) cast votes in favor of such amendments and such votes include the favorable votes of each of the controlling shareholders so long as the respective groups hold at least 10% of our equity shares and vote on such amendment. Pursuant to the terms of our Articles of Association, Mr. Narendra K. Patni is the permanent Chairman of our Board, with a casting vote in the event of a tie.

Pursuant to an employment agreement with our U.S. subsidiary, Patni Computer Systems, Inc., and a consultancy agreement between our U.S. subsidiary and us, Mr. Narendra K. Patni serves as our chief executive officer and the chief executive officer of our U.S. subsidiary. So long as our consultancy agreement is in effect, Mr. Narendra K. Patni will act as our chief executive officer and, pursuant to our Articles of Association, so long as he remains our chief executive officer, he will have the right to appoint and remove all key senior personnel and senior management, following consultation with General Atlantic. The employment agreement with Mr. Narendra K. Patni has an initial term expiring on December 31, 2008, which can be extended at Mr. Patni's option for an additional five year term. In addition, our board of directors has approved the extension of the consultancy agreement to December 31, 2010.

We have entered into employment agreements with each of Mr. Gajendra K. Patni and Mr. Ashok K. Patni pursuant to which each serves as one of our executive directors. The employment agreement with each of Mr. Gajendra K. Patni and Mr. Ashok K. Patni had an initial term which expired on October 23, 2005. Our board of directors had resolved that, in accordance with our Articles and subject to the provisions of the Companies Act, 1956, or Indian Companies Act, and approval of our shareholders, to reappoint each of Messrs. Gajendra K. Patni and Ashok K. Patni as our executive directors for a further period of five years beginning October 24, 2005. Our shareholders at the Annual General Meeting held on June 21, 2006 approved these re-appointments for a further period of five years beginning October 24, 2005.

In addition, the agreements with each of Messrs. Narendra K. Patni, Gajendra K. Patni and Ashok K. Patni can be terminated only upon payment of additional compensation. Our Articles of Association required that each of Messrs. Narendra K. Patni, Gajendra K. Patni and Ashok K. Patni not compete against us; however, these non-compete provisions expired in February 2005. None of Messrs. Narendra K. Patni, Gajendra K. Patni or Ashok K. Patni has entered into a standard non-solicitation and non-compete agreement that all of our other employees are required to sign as a condition of employment. In addition, Mr. Gajendra K. Patni and Mr. Ashok K. Patni, together with their family members, have management control of certain companies, which include PCS Technology Limited, PCS International Limited, PCS Cullinet Private Limited, PCS Finance Private Limited, Ashoka Computer Systems Private Limited, Raay Software Private Limited and Raay Global Investments Private Limited. We have not entered into any non-solicitation or non-compete agreements with any of these companies. While these companies currently are not competing with us to a material extent, we cannot assure you that in the future they may not compete with us, may not solicit our employees or otherwise have interests that may not conflict with ours.

Each of the four controlling shareholders has the right to appoint one director to our board of directors so long as such controlling shareholder holds 5% or more of our equity shares. In addition, two of our directors formerly served as special advisors to General Atlantic.

Accordingly, our controlling shareholders have the ability to exercise significant influence over our management, including over matters requiring shareholder approval or approval by our board of directors. This could delay, defer or prevent a change in control, impede a merger, consolidation, take-over or other business combination involving us, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us.

Certain of our shareholders also have certain additional rights with respect to SEC registration for resale of our equity shares. See Item 7.B. Related party transactions Registration Rights Agreement.

***Trading suspensions and closures at the Indian Stock Exchanges may adversely affect the trading price of ADSs.***

Our equity shares are listed and traded in India on the Indian stock exchanges. The regulation and monitoring of Indian securities markets and the activities of investors, brokers and other participants differ, in some cases significantly, from those in the United States. Indian stock exchanges have in the past experienced problems, including temporary exchange closures, broker defaults, settlement delays and strikes by brokerage firm employees, which, if continuing or recurring, could affect the market price and liquidity of the securities of Indian companies, including our equity shares and ADSs, in both domestic and international markets.

The two Indian stock exchanges on which our equity shares are listed, The Bombay Stock Exchange Limited and the National Stock Exchange of India Limited, also have a specific price band for each security listed. When a price fluctuation exceeds the specific limits of the price band, trading of the security is stopped for that trading session. Such price volatility controls and the specific price bands are decided by each individual exchange and may differ from exchange to exchange. A closure of or trading stoppage on the Indian Stock Exchanges could adversely affect the trading price of the ADSs. In addition, the liquidity and trading patterns of securities quoted on the Indian Stock Exchanges may be substantially different from those of securities listed on the NYSE. Historical trading prices, therefore, may not be indicative of the prices at which the ADSs will trade in the future.

***Exchange rate fluctuations between the dollar and the rupee will affect the value of the ADSs.***

Fluctuations in the exchange rate between the rupee and the dollar will affect the dollar value of any cash dividends paid in rupees on our equity shares represented by the ADSs. In addition, these fluctuations will affect the dollar equivalent of the rupee price of our equity shares on the Indian Stock Exchanges and, as a result, the prices of our ADSs in the United States, as well as the dollar value of the proceeds a holder

would receive upon the sale in India of any equity shares withdrawn from the depository under the deposit agreement. Holders may not be able to convert rupee proceeds into dollars or any other currency, and there is no guarantee of the rate at which any such conversion will occur, if at all.

***Indian law imposes certain restrictions that limit a holder's ability to transfer the shares obtained upon surrender of ADSs and repatriate the proceeds of such transfer, which may cause our ADSs to trade at a premium or a discount to the market price of our equity shares.***

Under certain circumstances, the Reserve Bank of India must approve the sale of equity shares underlying ADSs by a non-resident of India to a resident of India. The Reserve Bank of India has given general permission to effect sales of existing shares or convertible debentures of an Indian company by a resident to a non-resident, subject to certain conditions, including the price at which the shares may be sold. Additionally, except under certain limited circumstances, if an investor seeks to convert the rupee proceeds from a sale of equity shares in India into foreign currency, approval from the Reserve Bank of India will have to be obtained for each such transaction. Required approval from the Reserve Bank of India or any other government agency may not be obtained on terms favorable to a non-resident investor or at all.

***An investor in our ADSs may not be able to exercise preemptive rights for additional equity shares and may thereby suffer dilution of its equity interest in us.***

Under the Indian Companies Act a company incorporated in India must offer its holders of equity shares preemptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new shares, unless such preemptive rights have been waived by holders of three-fourths of the shares voting on the resolution to waive such rights. A holder of ADSs may be unable to exercise preemptive rights for equity shares underlying ADSs unless a registration statement under the Securities Act is effective with respect to such rights or an exemption from the registration requirements of the Securities Act is available. We are not obligated to prepare and file such a registration statement and our decision to do so will depend on the costs and potential liabilities associated with any such registration statement, as well as the perceived benefits of enabling the holders of ADSs to exercise their preemptive rights, and any other factors we consider appropriate at the time. We cannot assure you that we would file a registration statement under these circumstances. If we issue any such securities in the future, such securities may be issued to the depository, which may sell such securities for the benefit of the holders of the ADSs. There can be no assurance as to the value, if any, the depository would receive upon the sale of such securities. To the extent that a holder of ADS is unable to exercise preemptive rights granted in respect of the equity shares represented by the ADSs, his proportional interest in us would be reduced.

***ADS holders may be restricted in their ability to exercise voting rights.***

At our request, the depository will mail the holders of ADSs any notice of a shareholder meeting received from us together with information explaining how to instruct the depository to exercise the voting rights of our shares represented by the ADSs. If the depository receives voting instructions from the holders in time, relating to matters that have been forwarded to them, it will endeavor to vote the shares represented by the ADSs in accordance with such voting instructions. However, the ability of the depository to carry out voting instructions may be limited by practical and legal limitations and the terms of the securities on deposit. We cannot assure that the holders will receive voting materials in time to enable them to return voting instructions to the depository in a timely manner. Shares for which no voting instructions have been received will be voted by our management. There may be other communications, notices or offerings that we only make to holders of our shares, which will not be forwarded to holders of

ADSs. Accordingly, the holders of ADSs may not be able to participate in all offerings, transactions or votes that are made available to holders of our shares.

*An active or liquid trading market for our ADSs is not assured.*

An active, liquid trading market for our ADSs may not be maintained in the long term. We cannot predict the extent to which an active, liquid public trading market for our ADSs will exist. If there is no longer any active trading market for our ADSs, or if we fail to meet eligibility requirements, we may be required to delist from the NYSE, which could adversely affect the price of our ADSs and, potentially, our equity shares. Although ADSs holders are entitled to withdraw the equity shares underlying our ADSs from our Depositary at any time, there is no public market for our equity shares in the United States.

#### **ITEM 4. INFORMATION ON THE COMPANY**

##### **4.A. History and development of the Company**

We were incorporated as Patni Computer Systems Private Limited on February 10, 1978 under the Indian Companies Act. We are registered with the Registrar of Companies, Pune, Maharashtra, India. Our company registration number is 11-020127 (CIN U72200MH1978PLC020127). In 1988, since our turnover exceeded prescribed limits under the then-applicable Section 43A of the Indian Companies Act, we became a deemed public company and subsequently on April 15, 1991 we were converted into a private limited company. In 1995 we once again became a deemed public company and upon the deletion of Section 43A from the Indian Companies Act, we were converted to a private limited company on June 27, 2002. We were again converted to a public limited company on September 18, 2003 and changed our name to Patni Computer Systems Limited. Our registered office is located at S-1A Irani Market Compound, Yerawada, Pune 411 006, Maharashtra, India and the telephone number of our registered office is +91 20 2669 3457.

The original activities of the Company were computer time rental, the resale of imported computer hardware, and software exports. In 1981, we promoted PCS Data Products (Private) Limited, or PCSDP, for the sale and marketing of computer equipment and hardware maintenance. In 1987, we promoted PCS Data General India, or PCSDG, a joint venture with The Data General Corporation, USA, for the manufacture and maintenance of computer hardware. In 1994, the name of PCSDP was changed to PCS Industries Limited, or PCSIL, and PCSDG was merged into PCSIL. Since 1994, we have been entirely focused on software exports. In 1999, the shares of PCSIL held by us and other non-operating assets were de-merged into other group companies and our Company emerged as a focused IT services company.

Our corporate headquarters are located at Akruti Softech Park, MIDC Cross Road No. 21, Andheri East, Mumbai 400 093, India, and our North American headquarters are located at One Broadway Cambridge, MA 02142. General Atlantic made a significant investment in our company in 2002. To enhance our domain expertise in financial services and telecommunications, we made selective acquisitions such as Patni Telecom (formerly Cymbal Corporation), which we acquired in November 2004. We completed our initial public offering of equity shares in India in February 2004 and our initial offering of ADSs listed on the New York Stock Exchange in December 2005.

Our capital expenditures for 2004, 2005 and 2006 were \$22.5 million, \$55.4 million and \$53.4 million, respectively. These capital expenditures were primarily to finance the expansion of our existing facilities as well as the construction of new facilities in India. We anticipate capital expenditures of between approximately \$150 million to \$175 million through 2008, principally to finance the construction of our new knowledge park facilities in Navi Mumbai and Chennai and other facilities and physical infrastructure in India. We are obliged under a number of contracts relating to capital expenditure. Estimated amounts remaining to be executed on such contracts (net of advances), aggregated approximately \$31.9 million at

December 31, 2006. We currently intend to finance our planned capital expenditure entirely from the proceeds of our ADS offering and funds generated from operations.

#### **4.B. Business overview**

We are a leading Indian provider of information technology services. We deliver a comprehensive range of IT services through globally integrated onsite and offshore delivery locations primarily in India, which we call our global delivery model. We offer our services to customers through industry-focused practices, including insurance, manufacturing, financial services and telecommunications, and through technology-focused practices. Within these practices, our service lines include application development, application maintenance and support, packaged software implementation, infrastructure management services, product engineering services, business process outsourcing and quality assurance services.

We have in-depth knowledge in our industry and technology practices. Insurance, manufacturing, telecommunications and financial services accounted for 27.7%, 21.9%, 15.3% and 16.0% of our revenues in 2005, and 23.2%, 21.7%, 18.9% and 15.3% in 2006. We also have knowledge, experience and a growing presence in other industries including retail, energy and utilities, logistics and transportation, and media and entertainment. Our technology practices offer research, design and development services for product engineering and to independent software vendors, or ISVs. Through our dedicated sales and management teams in each of our industry and technology practices, we believe we are able to provide better client service, effectively cross-sell services to our existing clients and develop new client relationships.

We have a track record of successfully developing and managing large, long-term client relationships with some of the world's largest and best known companies. Our customer base has increased significantly from 87 clients as of December 31, 2002 to 239 clients as of December 31, 2006. Several of our key executives are located in our client geographies to better develop and maintain client relationships at senior levels. Repeat business accounted for 90.3% in 2003, 88.8% in 2004, 91.7% in 2005 and 91.5% of our revenues in 2006.

Our revenues grew from \$188.3 million in 2002 to \$578.9 million in 2006, representing a compound annual growth rate of 32.4%. Our net income grew from \$31.5 million in 2002 to \$59.3 million in 2006, representing a CAGR of 17.1%. Our total number of employees was 5,570 as of December 31, 2002 and 12,804 as of December 31, 2006. We are investing in new high-tech facilities, which we refer to as knowledge parks, designed for expanding our operations and training our employees. As of December 31, 2006 we had 205 sales and marketing personnel supported by dedicated industry specialists in 21 sales offices around the globe, including North America, Europe, Japan and the rest of the Asia-Pacific region.

We have a highly qualified management team with a broad range of experience in the IT industry. Our Chief Executive Officer is an entrepreneur and engineer who has been in this industry for over 30 years and has led us from our inception in 1978. Most of our senior management has worked as a team with us for over 20 years. We use our competitive recruitment program to select the best talent from India's premier engineering institutions.

#### **Industry Background**

Businesses are increasingly relying on IT service providers to help manage the growing complexity, cost, and risk of today's IT infrastructure. Client engagements have evolved from simple staff augmentation and generic technology services to customized IT solutions requiring skilled IT professionals with in-depth industry knowledge. Further, the maturity of outsourced and offshore service delivery has generated client demand for more sophisticated engagement models combining onsite and offshore IT management. We believe these trends will continue to drive growth generally in the worldwide market for IT services and specifically in the Indian IT services industry.



***Expectation for accelerated global IT spending***

Changing market conditions, rapid technological innovation, the impact of the internet and increasing globalization are creating an increasingly competitive business environment requiring businesses to transform the manner in which they operate. Customers are increasingly demanding improved service and accelerated delivery times at lower costs. To adequately address these needs, businesses are using IT service providers to help create sustainable competitive advantages.

According to Gartner IT Services Worldwide forecast 2003-2010, end-user spending on IT services will grow at a 6.4% compound annual growth rate through 2010 to reach \$855.6 billion, with positive growth in nearly all market segments. (Source: Forecast: IT Services, Worldwide, 2003-2010 (Update) 30 November, 2006 Ellie Babaie, Kathryn Hale, Robert De Souza, Yuko Adachi Freddie Ng .)

***Increased IT outsourcing as a means to optimize costs***

Businesses are outsourcing their IT requirements to better manage their IT spending and reduce costs. Outsourcing enables businesses to optimize their IT cost structures by converting a portion of their fixed costs to variable costs. Consequently, we believe outsourcing presents significant long-term growth potential. The following table shows Gartner's worldwide forecast for core outsourcing by vertical market for 2005 to 2009.

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Source : Publication Date: 14 December 2005 ID Number: G00131095, Gartner on Outsourcing, 2005 By Lorrie Scardino, Dane S. Anderson, Robert H. Brown, Claudio Da Rold, Cassio Dreyfuss, Frances Karamouzis, John-David Lovelock, William Maurer, Cynthia Moore, Allie Young

***Trend towards offshore IT services***

Macroeconomic trends of globalization and industrialization, and a rapidly evolving economic and business environment have driven the trend towards offshoring of IT services. To acquire high quality IT services more cost effectively, businesses are increasingly using offshore IT providers. It has become common for requests for proposals to require significant detail about the IT services providers' offshore capabilities. As a result, over the last few years a large number of global technology and IT services companies have begun to incorporate offshore operations as part of their business models.

According to an IDC report published in 2006, worldwide spending on offshore IT services is expected to grow from \$13.1 billion in 2005 to \$29.4 billion in 2010. This represents a CAGR of 17.6%. [Source : IDC Worldwide & U.S. Offshore IT Services 2006-2010 Forecast Barry Rubenstein, Jason Bremner, Marianne Kolding, Phil Hassey, Christopher Real, Vladimír Kroa, Nigel Wallis]

### ***Growing Indian IT services sector***

India is a premier source for offshore IT services.

We believe that there are several key factors favoring India:

- **High quality delivery:** The development centers at several of the Indian IT services providers have been assessed at SEI-CMM Level 5;
- **Significant cost benefits:** The NASSCOM 2007 Strategic Review states that India has a strong track record of delivering a significant cost advantage, with clients regularly reporting savings of 25-50% over the original cost base.
- **Abundant skilled resources:** With over half the population of India aged less than 25 years, India has an abundant, highly-skilled, English-speaking labor pool. According to the NASSCOM 2007 Strategic Review, Indian educational institutions turn out approximately 4,95,000 technical graduates (including 264,000 engineering graduates), nearly 2.3 million other graduates and over 300,000 post graduates annually. NASSCOM estimates that direct employment in the IT-BPO sector in India will cross 1.6 billion this year.

### **Our Delivery Model**

We address our clients' needs with our global delivery model, through which we allocate resources in a cost-efficient manner using a combination of onsite client locations in North America, Europe and Asia and offshore locations in India. We believe an integral part of our delivery is our industry knowledge, which we refer to as our domain expertise.

We refer to our own industry experts, business analysts and solutions architects who are located primarily onsite with the client as our domain wedge. These experts are supported by additional personnel who provide technical services onsite on a temporary basis, and by our trained professionals located normally at one or more of our eight offshore centers in India. Typically, at the initial stage of a project, we provide services through our onsite industry and technology experts and our transient onsite delivery personnel. By applying our domain wedge approach, we deliver solutions that can be structured to scale to suit our clients' needs. In certain cases we provide dedicated offshore development centers, set up for a particular client. Through these offshore development centers we integrate our clients' processes and methodologies and believe we are better positioned to provide comprehensive and long-term support. We maximize the cost efficiency of our service offerings by increasing the offshore portion of the work as the client relationship matures. To complement our domain wedge, we have aligned a majority of our sales and marketing teams to focus on specific industry sectors.

### **Our Competitive Strengths**

We believe our competitive strengths enable us to deliver high-quality, efficient and scalable services. These strengths include:

#### ***Focused Industry Expertise***

We concentrate on industries where we believe we can generate sustained revenue growth, such as insurance, manufacturing, financial services and telecommunications. Through our extensive experience in these industries, we provide solutions that respond to technological challenges faced by our clients. For example, to enhance our domain expertise in telecommunications, we acquired Cymbal in 2004. We also focus on technology practices, specifically in product engineering and for ISVs.

### ***Successful Client Relationships***

We have demonstrated the ability to build and manage large client relationships. Our long-term relationships typically develop from performing discrete projects to providing multiple service offerings spread across the client's businesses. For example, we have a sixteen-year relationship with our largest client General Electric, which had \$84.4 million in revenues in 2006. Through our flexible approach, we believe we offer services that respond to our clients' needs irrespective of their size. By leveraging our industry experience with our project management capabilities and breadth of technical expertise, we solidify and expand our client relationships.

### ***Extensive Suite of IT Services***

We provide a comprehensive range of IT services, including application development, application maintenance and support, packaged software implementation, infrastructure management services, product engineering, business process outsourcing and quality assurance services. Our knowledge and experience span multiple computing platforms and technologies, which enable us to address a range of business needs and to function as a virtual extension of our clients' IT departments. We offer a broad spectrum of services in select industry sectors, which we leverage to capitalize on opportunities throughout our clients' organizations.

### ***Delivery and Operational Excellence***

Through our mature global delivery model, we deliver high quality and cost-effective IT services from multiple locations in a reduced timeframe. We vary the composition of our employee resource pool, in terms of seniority and location, to maximize our productivity and efficiency. Our processes and methodologies have achieved Capability Maturity Model Integrated (CMMi) Level 5, the highest attainable certification. We use project management tools to deliver services to client specifications in a timely and reliable manner while maintaining a high level of client satisfaction.

### ***Highly-skilled Professionals***

We have a highly qualified management team with a broad range of experience in the IT industry. Our Chief Executive Officer is an entrepreneur and engineer who has been in the IT industry for over 30 years and has led us from our inception in 1978. Most of our senior management team has worked as a team for over twenty years. We use our competitive recruitment program to select the best talent from India's premier engineering institutions.

### ***Our Strategy***

We seek to further enhance our position as a leading Indian provider of integrated IT services and solutions through our global delivery model. To achieve this we intend to:

#### ***Penetrate and Grow Strategic Client Accounts***

We have achieved strong revenue growth by focusing on select, long-term customer relationships which we call strategic accounts. We aim to expand the scope of our client relationships by leveraging our focused industry sector expertise with delivery excellence, responsive engagement models and breadth of services. We intend to focus on adding new strategic clients and further penetrating our existing customer relationships. We address the needs of our larger strategic relationships through dedicated account managers who have responsibility for increasing the size and scope of our service offerings to such clients. We aim to strengthen our sales and marketing teams, a majority of whom are aligned to focus on specific industries.

***Strengthen and Broaden our Industry Expertise***

We intend to strengthen our understanding of key industries by investing in a strong base of industry experts, business analysts and solutions architects as well as considering select, targeted acquisitions. We believe that we can add more value than a general service provider because we understand the specific industry requirements of our clients.

***Strengthen and Broaden our Service Lines***

We aim to deepen our existing client relationships through new and more comprehensive service lines. In recent years we have added new capabilities in line with our growth and customer needs. We continually explore new initiatives through our internal centers of excellence, which focus on innovation in specific technology platforms or services. For example, we added quality assurance services as a new service line, and developed increased capabilities such as business intelligence, database administration and legacy system modernization in other service lines.

***Optimize and Expand Delivery Capability***

We are committed to enhancing our processes and methodologies by investing in project management tools that improve our efficiency. We aim to develop new productivity tools, refine our software engineering techniques and maximize reuse of our processes. For example, we use automation testing to increase the efficiency of our project methodologies and for process management, defect tracking, audit management and contract management. We also apply this commitment to our infrastructure and we are constructing new knowledge park campuses in India to provide world-class infrastructure, high standards of quality and secure delivery.

***Build our Brand Globally***

While our Patni brand is an established and recognized brand in India, we intend to increase recognition of our brand elsewhere in our client markets. We seek to achieve this through targeted analyst outreach programs, trade shows, white papers, sponsorships, workshops, road shows, speaking engagements and global public relations management. We believe that a stronger brand will facilitate our ability to gain new clients and to attract and retain talented professionals.

***Pursue Strategic Acquisitions***

We seek to pursue selective strategic acquisitions to augment our capabilities and to address gaps in industry expertise, technical expertise, service lines and geographic coverage. We will continue to consider and seek acquisition opportunities such as Cymbal, which considerably increased our capabilities in the telecommunications sector.

**Industry Practices, Technology Practices and Service Lines**

We offer our services to customers through industry practices in insurance, manufacturing, financial services and telecommunications, as well as in other industries. We also have technology practices that offer services in product engineering and for ISVs. Our industry practices and technology practices are complemented by our service lines, which we develop in response to client requirements and technology life cycles. Our service lines include application development, application maintenance and support, packaged software implementation, infrastructure management services, product engineering, business process outsourcing and quality assurance services.

## **Industry Practices**

### ***Insurance***

We offer a range of integrated services to global insurance companies. Our industry experts employ their knowledge in all stages of the insurance business cycle, from underwriting to compliance. Our offerings include a broad spectrum of services to insurance carriers including life and health, property and casualty and reinsurance companies. The IT services we provide span several functions, including sales and marketing, distribution, policy services, claims, compliance, accounting and reinsurance. Our core services include:

- systems consolidation and integration of mergers and acquisitions;
- policy administration conversions;
- development of frameworks that reduce the cycle time and cost for policy issue and claim handling;
- new product (life and retirement) introductions;
- batch system optimization;
- data mining;
- development of business intelligence applications; and
- legacy support of several applications.

We are a member of global insurance industry organizations such as Life Office Management Association, or LOMA, the Association for Cooperative Research and Development, or ACORD, and the Insurance and Accounting Systems Association. Several of our business analysts are LOMA certified and certified by the American Institute for Chartered Property and Casualty Underwriters.

### ***Manufacturing***

Our manufacturing practice offers IT and business process outsourcing services that support the purchase, sales, production, engineering, finance, human resources and legal functions of a manufacturing company. Within the manufacturing industry, the sectors we service include consumer goods and durables, electronics, engineering, food and beverages, personal care products, paper and rubber products. To businesses in these sectors, we provide services in the following areas:

- supply chain management;
- demand chain management;
- manufacturing applications and core manufacturing systems (including package implementation);
- data warehousing; and
- business intelligence.

Our initiatives in this sector include application development using radio frequency identification, or RFID, technologies and business process monitoring solutions.



***Financial Services***

Our financial services practice focuses on clients in the banking, financial services and securities industries. We provide consulting and software services for consumer and corporate banking, treasury and risk management, mutual funds and investment management and securities. Our software services to these areas include:

- architecture design;
- application integration and development;
- information security assessments;
- legacy system maintenance;
- business intelligence;
- customer relationship management;
- mutual funds and capital markets solutions;
- portfolio accounting and reporting;
- stock exchange and brokerage house solutions; and
- business process outsourcing.

***Telecommunications***

Our telecommunications practice provides domain expertise in a wide spectrum of IT operations and business support systems used by telecommunications service providers across various segments including mobile, wireline, cable, broadband and media. We have expertise particularly in the newer business models that are emerging in these markets such as mobile virtual network operations or integrated voice/data/entertainment content services over broadband and 3G networks. Our telecommunications experts provide solutions that combine a wide variety of services including:

- IT strategy;
- system consulting and design;
- application development;
- implementation and maintenance;
- quality assurance;
- new product development and launch;
- infrastructure management services; and
- business process outsourcing.

***Other Industries***

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In addition, we offer services to clients in the following industries:

### *Retail*

Our experience in the retail practice includes specialty and national chains, and catalogue and internet retailing. We also offer standard services such as global trade item number assessment and redemption.



*Energy & Utilities*

Our experience in the energy and utilities industry includes product development support, concept to implementation project expertise and geographic information systems and related services.

*Logistics & Transportation*

We provide services to logistics and transportation companies covering operational applications such as fleet management, repairs and spares management, vendor management, reservations, flight operations, inventory management, passenger check-in applications, tracking, logistic applications such as warehouse management, business applications such as human resources and payroll and revenue, sales and financial management.

*Media & Entertainment*

The services we provide within the media and entertainment industry and television broadcasting include broadcast station management and automation applications, and traffic and billing systems. Our services for publishing companies cover content layout software and search systems. Our services for online gaming and casinos primarily involve accounts management.

**Technology Practices**

*ISV*

Our ISV technology practice offers outsourcing services that focus on design and development of software products. Our key engagements are with packaged software and engineering software vendors. We help ISVs shorten upgrade release cycles and reduce the time for a new product to be launched while maintaining cost efficiencies. We leverage the latest tools and technologies to assist in re-engineering and migrations to newer technology programs. These services include:

- prototyping;
- design and development for new software products;
- testing, maintenance and sustenance engineering support; and
- deployment support.

*Product Engineering*

Our product engineering technology practice offers our clients complex design and development services in a wide range of industry sectors such as electronics, industrial automation, information storage, mobile and wireless and semiconductors. These services include:

- industrial design;
- electronic system design (chip design, hardware board design and real time embedded software design and development);
- multilingualization;
- technical help desks;
- product prototyping; and
- regulatory compliance.

From January 1, 2007, we have combined our ISV and Product Engineering technology practices.



## **Service Lines**

### ***Application Development***

We custom design, develop and implement software solutions for a variety of client needs. We offer services across the software development lifecycle, including requirements analysis, design, implementation, integration and testing for our projects. We typically perform application design, implementation and testing primarily in our offshore delivery centers located in India, while requirements analysis, transition planning, user training and deployment are performed at our clients' sites. In specific situations, we may work jointly with our clients' teams. Our projects range from single-platform, single-site systems to multi-platform, multiple-site systems and typically include new development and/or significant functional enhancements to existing software applications. We have developed expertise in mainframe, client-server and internet technologies and on emerging platforms such as .NET and J2EE.

### ***Application Maintenance and Support***

Our application maintenance and support services include performance optimization and system modification, product and system support, preventive maintenance and migration to newer technologies and platforms. We perform most of our maintenance and re-engineering assignments at our offshore delivery centers located in India. In addition, we maintain small teams at our clients' premises to coordinate support functions. We perform diagnostics to assess offshore outsourcing potential and prepare a customized offshore road-map. We share the benefits of our continuous improvement initiatives to reduce recurring maintenance costs for our clients. Our application maintenance projects are typically long-term in nature.

### ***Packaged Software Implementation***

We assess, evaluate, implement and maintain packaged software developed by global vendors in the areas of enterprise resource planning, customer relationship management or CRM, supply chain management, business intelligence and enterprise application integration. Our offerings comprise:

- consulting services, which include functional and technical assessment, architecture and technology consulting and training;
- implementation services, which include product implementation and rollout;
- application care services, which include post-implementation support, product customization, interface development and version upgrade; and
- functional extensions and integration of diverse enterprise applications.

### ***Infrastructure Management Services***

We offer full support services of the IT infrastructure and remote managed services of applications, network and hardware infrastructure for our clients. These services are delivered both at customer locations and from our offshore facilities located in India. We specialize in mainframe and client-server operating systems, a wide range of data and voice networks, enterprise management systems, infrastructure products from well-known vendors, web-server products, network security products, disaster recovery and business continuity management. From our network operations center in India we have the facility, hardware and technology to deliver remote managed services to our customers. Our service offerings address several managed services configurations such as traditional, integrated and automated remote monitoring, and management and reporting for enterprise-wide infrastructure environments including hardware, communications and software environments.

### ***Product Engineering Services***

Our product engineering services support the various industry requirements of multiple disciplines such as utilities, manufacturing, insurance, banking and finance. Our primary product engineering services include engineering design and modeling, electronic design, embedded software development, product lifecycle management which includes re-engineering, maintenance and sustenance of legacy products, testing and migrations to new technologies. We offer these services to clients in industry sectors such as consumer electronics, automotive, medical electronics, industrial automation, office automation, handheld/mobile device manufacturing and semiconductor manufacturing. Our technology expertise spans multiple computing languages including assembly language for various micro-controllers and processors, real-time operating systems, various computer aided design and manufacturing platforms, GIS platforms, communication protocols and digital signal processing. We also offer document conversion services and GIS services especially to our customers in the utilities industry.

### ***Business Process Outsourcing***

We started offering business process outsourcing services in 2002. Since then we have been enhancing our expertise and concentrating on transaction processing for our insurance, financial services and telecommunication clients and administrative processes in the areas of finance and accounting, payment processing, human resource management and technical help-desks.

### ***Quality Assurance Services***

Our quality assurance services include functional testing, test automation, performance testing, remote testing and test process consultancy. Apart from testing custom-built applications, we have experience in testing operating systems, utilities, specialized application servers and middleware products. With respect to automation, we have partnerships with leading vendors and expertise in leading commercial and open source tools.

### **Quality and Project Management**

While quality always has been an integral part of our operations at Patni, we became formally certified and assessed for quality models in 1995. We started with ISO 9000-1994, underwent SEI-CMM level 4 and 5 assessments and as of today are ISO 9001-2000 certified and are assessed for P-CMM Level 3 and SEI-CMMi Level 5. ISO 9001 is an international standard for quality management systems maintained by the International Organization of Standardization. The Capability Maturity Model (CMM) is a method for evaluating the quality of a company's management and software engineering practices, with Level 5 being the highest attainable certification. The CMM was developed by the Software Engineering Institute (SEI) at Carnegie Mellon University. The Software Engineering Institute subsequently released a revised version known as the Capability Maturity Model Integration (CMMi). We have been using the Six Sigma Program to implement process changes including the above. We continuously strive to better our quality management system with the help of industry best practices and research findings. Our quality management system involves the review and continuous improvement of software development and related processes, testing of work products and regular internal and external quality audits. We apply sophisticated project management and solution deployment methodologies that we have developed to help ensure timely, consistent and accurate delivery of IT solutions to our clients. We were ranked highest among Indian offshore supply chain solution providers in a customer satisfaction survey conducted by Forrester Research Inc. In 2006, we were also recognized as one of 'The Giant 100' companies at the first CIO 100 awards in India for demonstrating excellence in deploying technology solutions to deliver optimum business value.

*Centers of Excellence.* We have developed internal centers of excellence to create expertise in emerging technologies. We currently have centers of excellence that focus on middleware integration, legacy systems modernization, business intelligence, RFID, process consulting and service oriented architectures based on technologies such as J2EE and .NET. For example, we use our center of excellence on legacy systems modernization to develop solutions for our clients who want to maintain their current business-critical systems but at the same time want to utilize the latest technologies for new systems. We partner with leading technology vendors such as IBM and Microsoft to implement technology solutions soon after they are made available in the market.

### **Sales and Marketing**

Our sales teams use a multi-pronged approach to market our services. They target certain industries and service lines through focused sales executives, geographies through regional sales executives and large clients through dedicated account managers. We have aligned a majority of our sales and marketing teams to focus on specific industries. In addition to our sales executives, we have industry experts and solution architects who complement our sales efforts by providing specific industry and service line expertise. Our sales efforts are also supported by our marketing professionals, who assist in brand-building and tracking our expertise. Our senior management and dedicated account managers are actively involved in managing client relationships and business development through targeted interaction with multiple contacts throughout our clients' organizations. We aim to develop our client relationships into partnerships by working closely with our clients' managers and senior executives to formulate and execute an offshore outsourcing strategy, implement engagement models that suit their particular challenges and explore new service lines.

We undertake detailed periodic reviews to identify existing and prospective clients that we believe can develop into large, strategic clients. We intend to focus on adding more strategic accounts, which we define as those who provide \$4.0 million or more in annual revenues or those with whom we believe we have the potential to achieve such annual revenue amounts over a 24 to 30 month period. For each strategic client, a senior executive is identified and charged with managing the overall client relationship and leading periodic reviews with the client. The number of strategic clients has grown from 17 as of December 31, 2002 to 31 as of December 31, 2006.

We have 21 sales offices across North America, Europe, Japan and rest of the Asia-Pacific region. As of December 31, 2006, we had 205 sales and marketing personnel who are supported by dedicated industry specialists. We set targets for our sales personnel at the beginning of each year, which are subject to periodic reviews. In addition to a base salary, our compensation package for sales personnel includes an incentive-based compensation plan driven by achievement of the prescribed sales targets.

Our sales and marketing professionals help promote the Patni brand through targeted analyst outreach programs, trade shows, white papers, sponsorships, workshops, road shows, speaking engagements and global public relations management. We believe that a stronger brand will facilitate our ability to gain new clients and to attract and retain talented professionals.

## Clients

We market our services to clients located in the United States, Europe, India, Japan, the rest of the Asia-Pacific region (excluding Japan and India) and the rest of the world. A significant proportion of our revenues is derived from clients located in the United States, as illustrated in the table below:

	Fiscal year ended December 31,					
	2004		2005		2006	
United States	87.8	%	84.8	%	80.8	%
Europe	7.9	%	9.1	%	11.6	%
India	0.2	%	0.3	%	0.3	%
Japan	3.3	%	4.3	%	3.8	%
Asia-Pacific (excluding Japan and India)	0.4	%	0.4	%	2.0	%
Rest of the World	0.4	%	1.1	%	1.5	%
Total	100.0	%	100.0	%	100.0	%

Further, a significant proportion of our revenues has been derived historically from the insurance, manufacturing and financial services industries, as illustrated in the table below. Since our acquisition of Cymbal, we have considerably increased our revenues from the telecommunications industry. We also derive a small proportion of our revenues from clients in other industries, which include retail, energy and utilities, logistics and transportation, media and entertainment and from our technology practices, ISV and product engineering.

	Fiscal year ended December 31,					
	2004		2005		2006	
Insurance	32.8	%	27.7	%	23.2	%
Manufacturing	28.3	%	21.9	%	21.7	%
Financial Services	19.2	%	16.0	%	15.3	%
Telecommunications	2.6	%	15.3	%	18.9	%
Others	6.6	%	6.5	%	6.7	%
ISV(1)	5.9	%	5.0	%	4.1	%
Product Engineering(1)	4.6	%	7.6	%	10.1	%
Total	100.0	%	100.0	%	100.0	%

(1) In January 2007, we have combined our ISV and Product Engineering technology practices.

A significant proportion of our revenues is derived from a small number of clients, as illustrated in the table below, although we believe we have successfully diversified our client base over the past three years:

	Fiscal year ended December 31,					
	2004		2005		2006	
General Electric	31.7	%	22.1	%	14.6	%
State Farm Insurance	14.9	%	11.5	%	9.6	%
Top 5 Clients	57.6	%	46.8	%	37.1	%
Top 10 Clients	69.0	%	59.3	%	53.1	%

The following table illustrates a breakdown of our largest clients by revenue categories on a cumulative basis:

	Fiscal year ended		
	December 31,		
	2004	2005	2006
No. of \$1 million + clients	46	61	74
No. of \$5 million + clients	12	19	26
No. of \$10 million + clients	4	9	13
No. of \$25 million + clients	2	2	3
No. of \$50 million + clients	1	2	2

### *The General Electric Association*

Our association with General Electric commenced in 1990. We provide services to a number of entities within the General Electric group of companies. For these businesses, we provide services in the areas of multi-year application support, new program development, infrastructure management, business intelligence solutions and software package implementation. Our largest General Electric engagement is with GE Consumer Finance, for which we act as the preferred IT services supplier for application development and maintenance to its credit card processing business.

Our engagement model with General Electric includes a dedicated development center, integrated telecommunications networks, quality program targets and highly integrated program management and reporting. Most projects are on the basis of fixed-price SLAs, with our responsibilities likewise fixed, and are bid on a competitive basis against other third-party IT service providers. Accordingly, our pricing for these projects is based on our cost and margin expectations for completing the project, which is the same basis that we bid for fixed price projects with other customers. Individual projects under the agreement are separately bid and negotiated by us.

On August 3, 2006, we entered into a new master Information Technology Services Agreement with General Electric, with a term from January 1, 2007 to December 31, 2009. The terms of this agreement generally reflect the provisions described below under Contractual Arrangements. In addition, the agreement provides that we will support General Electric's aim to have (i) at least 90% of all task orders under the agreement on a fixed price basis; (ii) no fewer than 85% of personnel assigned to work on a specific project to remain on such project; and (iii) at least 70% of work under the agreement undertaken at our offshore development centers.

General Electric became a shareholder in 2000, and its shareholding has declined from 9.99% as of December 31, 2000 to 1.9% as of March 31, 2007. See Item 7. B. Related Party Transactions - General Electric.

### *Contractual Arrangements*

We enter into non-exclusive MSAs with clients that typically have a specified term and contain general rights and obligations governing our relationship with the client. The MSAs specify the broad scope of work and typically do not include any commitment by the client to give us a specific volume of business or future work. For each work assignment, the client and we enter into separate work orders that specify the types of services we are required to provide to the client, the performance levels and the price terms. Although some of our MSAs contain the billing rates for time and materials work orders, for most of the services we provide, whether on a time and materials basis or on a fixed-price basis, the separately agreed work order contains the specific pricing and other commercial terms.

Most of our MSAs, including the MSAs with our two largest customers, can be terminated with or without cause, with 0 to 90 days notice and without termination-related penalties. The MSAs typically contain terms that:

- require us to provide various representations and warranties, including those relating to the services we perform;
- require us to maintain confidentiality relating to the client and the contract, including compliances with various laws relating to privacy and data protection;
- require us to protect the intellectual property of our clients;
- require us to comply with certain security obligations, including maintaining network security and back-up data, ensuring our network is virus free and verifying the integrity of employees that work with our clients by conducting background checks;
- require us to indemnify the client, including for third party intellectual property infringement;
- limit the liabilities of both parties under the contract; and
- provide for reciprocal non-solicitation of employees by our clients and us.

The MSAs typically do not stipulate that we are the preferred supplier for the customer and do not provide that we are entitled to any minimum amount of work or revenues from the customer.

#### **Competition**

The market for IT services is rapidly evolving and highly competitive. We expect that competition will continue to intensify. We face competition or competitive pressure from:

- Indian IT services companies, such as HCL Technologies Limited, Infosys Technologies Limited, Satyam Computer Services Limited, Tata Consultancy Services Limited and Wipro Limited;
- international IT services companies, such as Accenture, Cognizant, Computer Sciences Corporation, Sapient Corporation and Electronic Data Systems;
- divisions of large multinational technology firms such as IBM and Hewlett-Packard;
- in-house IT departments of large corporations;
- other international, national, regional and local firms from a variety of market segments, including major international accounting firms, systems consulting and implementation firms, applications software firms, service groups of computer equipment companies, general management consulting firms, programming companies and temporary staffing firms;
- offshore service providers in other countries with low wage costs such as China, the Philippines, and Eastern Europe; and
- involvement of third party intermediaries who negotiate IT services and outsourcing contracts on behalf of their clients.



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A number of our international competitors are setting up operations in India. Further, a number of our international competitors with existing operations in India are ramping up their presence in India as offshore operations in India have become an important element of their delivery strategy. This has resulted in increased employee attrition among Indian vendors and increased wage pressure to retain software professionals. We believe that price alone is not a sustainable competitive advantage in an environment where IT solutions are becoming increasingly critical to clients' core corporate strategy. We have therefore built our competitive position on our ability to leverage our industry specific knowledge and experience in

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a broad range of IT services, to manage and maintain large client relationships, to continually monitor and improve our delivery excellence and to attract and retain highly-skilled software professionals.

### **Innovation**

We believe innovation should be institutionalized so as to ensure our ability to help clients meet emerging challenges. We have two groups involved in our research and development activity initiatives, the product and technology initiatives group and the delivery innovation group. We also have a business analysis group that serves as a channel between our clients and our innovation groups to provide analysis on the trends in client requirements and evolving needs.

#### ***Service and Technology Initiatives***

The product and technology initiatives group is focused on applied research and development initiatives and employs emerging technologies to create new technology service offerings. The group has established systems to harness talent among our employees by providing a shared framework for idea generation. The group is responsible for identifying, evaluating and incubating new technology service offerings and later converting relevant technology offerings into centers of excellence. The current focus areas of the group include service oriented architectures and their usage in building next generation applications, mobile computing and its applications, usage of RFID technologies and legacy systems modernization.

#### ***Delivery Innovation***

Our delivery innovation group is focused on providing operational excellence and serving our customers in the most efficient manner. This group's activities include developing best practices and refining our methodologies, tools and techniques used in the software engineering and project management activities, improving estimation processes and adopting new technologies for improving productivity. The delivery innovation group consists of professionals who are experts in process improvement and automation and who also act as a resource center for our nascent service lines such as our quality assurance services.

### **Human Resources**

We employed 9,661, 11,802 and 12,804 employees as of December 31, 2004, 2005 and 2006, respectively. As of December 31, 2006, we had 10,586 software professionals. Of these software professionals, 2,546 employees were categorized as onsite and 8,040 as offshore. The geographic breakdown for our employees as of December 31, 2006 is as follows:

<b>Location</b>	<b>Number of Employees</b>
India	10,009
North America	2,329
Rest of World	466

We believe that our ability to maintain and continue our growth depends to a large extent on our strength in attracting, training, motivating and retaining our employees. We operate in eight major cities in India, which enables us to recruit technology professionals from different parts of the country. The key elements of our human resource management strategy include recruitment, training and development, compensation and retention.

### ***Recruitment***

We have developed processes to evaluate and recruit large numbers of talented employees. Our hiring is driven by an annual budgeting process, which is monitored and adjusted on a monthly basis based on business visibility. We recruit talent from premier universities, colleges and institutes in India, including the Indian Institutes of Technology, known as IITs, regional engineering colleges, or RECs, and Indian Institutes of Management, or IIMs. For our offshore facilities located in India, our campus recruiting team visited over 149 campuses in 2006. Our rigorous selection process involves a series of activities including case interviews and technical and psychometric tests. We have a similarly competitive recruitment program for our lateral hires. All new hires are inducted into our organization through a structured program, which involves extensive training as well as mentoring.

Our software employees are highly-skilled and have diverse educational backgrounds. As of December 31, 2006, graduate engineers comprised 66.8%, post graduate engineers comprised 5.6%, employees with masters degrees in computer applications or computer management comprised 13.8% and employees with a masters in business administration and equivalent qualifications comprised 4.3% of our software professionals. Other degrees comprised 9.2% of our software professionals. We believe that we have a balanced mix of experience with approximately 44.8%, 25.1% and 30.0% of our software professionals with work experience of under 3 years, 3 to 6 years and over 6 years, respectively, as of December 31, 2006.

### ***Training and Development***

We are committed to investing in training programs to continually enhance the capabilities of our employees. We have a transparent evaluation system for tracking performance and identifying potential that results in individual development plans that help build capabilities and recognize preferences of our employees. We offer our employees multiple avenues and choices for personal and professional growth, including several distinct career paths. In addition, our innovative program, Leadership Excellence at Patni, communicates leadership attributes and helps us identify and develop future leaders necessary for our growth. Our training plans are personalized and address both technical and soft-skill requirements. For each software professional, we plan a minimum of 10 working days of training per year. As of December 31, 2006, we had over 30 faculty members in our training division, 10 dedicated classrooms, 8 computer labs and 11 online labs.

### ***Compensation***

Our software professionals currently receive salaries and benefits which we believe are competitive in the industry. We adjust our compensation packages annually based on industry salary correction, compensation surveys and individual performance. Compensation also includes a variable component which is linked to our performance as a company. Senior employees are eligible for variable compensation depending upon attainment of pre-defined quarterly objectives. Our employees are also eligible for stock option grants. For more information on the terms of our stock option plan, see Item 6. E. Directors, Senior Management and Employees Share Ownership Employee Stock Option Plan.

### ***Retention***

We endeavor to provide a challenging and entrepreneurial work environment and multiple growth opportunities for our employees. This includes an annual salary review, the implementation of the Leadership Excellence At Patni program, the introduction of skill-related bonuses, the creation of an online grievance redressal mechanism, rotation into growth opportunities, higher employee contacts and the adoption of an employee stock option plan in June 2003, which was amended in June 2006 to enable us to issue ADR linked options to our employees. Through the various programs described above, we seek to

identify and develop high-performers early in their careers. The first phase of our scalable knowledge park, a high-tech business facility fitted with lifestyle amenities for our employees, is ready and under partial occupation.

In line with the Indian IT industry, none of our employees are represented by a union. We believe we have positive relations with our employees.

### **Seasonality**

Our IT services business is not affected by seasonality.

### **Government Regulation**

Regulation of our business by the Indian government affects our business in several ways. Currently, we benefit from tax holidays given by the Government of India for the export of IT services from specially designated software technology parks, or STPIs, and special economic zones, or SEZs, in India. These tax incentives currently include a 10-year holiday from the payment of Indian corporate income tax for the operations of most of our Indian facilities and a partial taxable income deduction for profits derived from exported IT services. As a result of these two tax incentives, a substantial portion of our pre-tax income has not been subject to significant tax in recent years. However, on December 31, 2006, we received an assessment order together with a notice of demand from the Income Tax Officer (Technical)-II, Pune, India in connection with the assessment of our income tax return for the assessment year ended March 31, 2004. The assessment order has among other things disallowed our claim for income tax deduction under Section 10A of the Income Tax Act, 1961 for various of our software development units located in India and raised a demand of Rs. 630.16 million (inclusive of interest), or approximately US\$ 14.20 million. On January 22, 2007 we filed an appeal challenging the assessment order before the Commissioner (Appeals). As required by the tax authorities, we have made a payment of \$2.5 million as deposit in this regard during the three months ended March 31, 2007. Additionally, a deposit of Rs. 220 million (approximately \$5.4 million) is required to be paid in monthly instalments of Rs. 20 million (approximately \$0.5 million) each, commencing May 2007.

The aggregate benefit of these tax holidays and deductions with respect to our net income was \$20.6 million, \$19.0 million and \$25.3 million for 2004, 2005 and 2006, respectively. Our current tax holidays for STPI units expire in stages by 2009 and our partial taxable income deduction for profits derived from exported IT services expired in March 2005. The tax benefits available for some of our facilities have expired and certain others will expire upon completion of 10 years, however the tax holiday for the export of IT service will expire on March 31, 2009. Consequently, we expect our effective tax rate to increase.

We are also subject to other government regulations, including those relating to acquisition of foreign securities, raising capital outside India and conversion of our equity shares into ADSs.

Please see Item 10. Additional Information, as well as Item 3. D. Key Information Risk Factors for additional information on the effects of governmental regulation of our business.

### **Intellectual Property**

We rely on a combination of copyright, trademark and design laws, confidentiality procedures and contractual provisions to protect our intellectual property, including our brand identity. We currently do not have any patents. We have registered our trademark and servicemark Patni in the U.S., U.K., Germany, Sweden, Japan, Singapore, Korea, Australia, Canada, the Netherlands and in Class 9 and 16 in India and have applied to register our trademark and/or service mark in India (in other classes) and China. However, we cannot guarantee that our applications will be successful or that our efforts to protect our intellectual property will be adequate.

We require our employees and subcontractors to enter into non-disclosure arrangements to limit access to and distribution of our clients proprietary and confidential information as well as our own. Generally we are responsible to our clients for complying with certain security obligations including maintaining network security, backing-up data, ensuring our network is virus free and verifying the integrity of those employees that work with our clients by conducting background checks. We cannot assure you that we will be able to comply with all such obligations without incurring any liability.

In addition, the terms of our client contracts often impose particular confidentiality and security standards. We have independently established a system of security measures to protect our computer systems from security breaches and computer viruses that may attempt to gain access to our communications network. We have deployed advanced technology and process-based methods to ensure a high level of security and we continually monitor such technologies to ensure that we maintain such levels consistently. Some of these components include clustered and multilevel firewalls, intrusion detection mechanisms, vulnerability assessments, content filtering, antivirus software and access control mechanisms. We use encryption techniques as required. We control and limit access to client-specific project areas.

Although we believe that our intellectual property rights do not infringe on the intellectual property rights of any other party, infringement claims may be asserted against us in the future. There are currently no material pending or threatened intellectual property claims against us.

#### 4.C. Organizational structure

We have the following direct and indirect subsidiaries as of December 31, 2006, all of which are wholly-owned:

Name	Country of Incorporation
Patni Computer Systems, Inc.	USA
Patni Computer Systems (UK) Limited	UK
Patni Computer Systems GmbH	Germany
Patni Telecom Solutions Inc.(1)	USA
Patni Telecom Solutions Private Limited(2)	India
Patni Telecom Solutions (UK) Limited(2)	UK

- (1) Owned through Patni Computer Systems, Inc.
- (2) Wholly-owned subsidiary of Patni Telecom Solutions Inc.

During 2006, The Reference Inc., which was a subsidiary of Patni Computer Systems, Inc., and Cymbal Information Services (Thailand) Ltd., which was a subsidiary of Patni Telecom Solutions Inc., were dissolved.

#### 4.D. Property, plant and equipment

A key component of our global delivery model is the telecommunication linkages between client sites and our sites and between our distributed sites in India. We have designed a global network architecture which provides client connectivity, offshore development center connectivity and internet connectivity. This network provides seamless access and uses high availability networks and advanced routing protocols for redundancy and availability. Although we rely on third parties, such as telecommunications providers and internet service providers to provide such services, we ensure that we have multiple service providers using multiple routes and media to attain high levels of redundancy, availability and performance. We have dedicated teams to monitor the operations of our network operations 24 hours a day and seven days a week. We use encryption techniques for confidentiality of data as required.

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Our principal executive offices are located at Mumbai, India. Our North American headquarters are located in Cambridge, Massachusetts. These facilities are used primarily for management functions and support functions such as sales, marketing and general administration.

We have state-of-the-art facilities in eight locations in India where our technical staff is located and which serve as our primary delivery centers. We also have imaging centers and distribution centers in the United States and in the United Kingdom for handling the digital processing of documents.

Our locations in India are as follows (as at December 31, 2006):

No.	Property	Square Feet	Industry/Technology Practices Covered/Services Provided
1.	Mumbai		
	Owned	130,474	
	Leased	53,174	
	<b>Total Mumbai</b>	<b>183,648</b>	Manufacturing, Financial Services, ISV, Other, Product Engineering Services
2.	Pune		
	Owned	75,477	
	Leased	232,473	
	<b>Total Pune</b>	<b>307,950</b>	Insurance, Manufacturing, Telecommunications, ISV, Other, Enterprise Application Systems, Enterprise Systems Development
3.	Gandhi Nagar		
	Owned	37,014	Insurance, ISV, Other
4.	Chennai		
	Owned	148,000	Financial Services, Manufacturing
5.	Noida		
	Leased	143,000	Financial Services, BPO
6.	Hyderabad		
	Owned	8,497	
	Leased	80,476	
	<b>Total Hyderabad</b>	<b>88,973</b>	Telecommunications
7.	Bangalore		
	Leased	114,330	Manufacturing, Product Engineering Services
8.	Thane		
	Owned	91,159	
	Leased	176,252	
	<b>Total Thane</b>	<b>267,411</b>	Insurance, Manufacturing, Financial Services, Enterprise Application Systems
9.	Airoli		
	Owned	195,444	Enterprise Application Systems, Product Engineering Services, Financial Services, Others
	<b>Total</b>	<b>1,485,770</b>	

We currently have capacity for approximately 15,000 professionals at these facilities. As of December 31, 2006, we used approximately 85.3% of our existing office space in our operations.

Most of our global branch offices located outside of India are used for sales and marketing.

We have 21 sales and marketing offices located in the following locations:

In keeping with our plans for expansion, we have begun construction of new facilities in India, including in particular two knowledge parks in Navi Mumbai and Chennai. We anticipate that expenditures for our expansion plans will total approximately \$150.0 million to \$175.0 million through 2008. We intend these knowledge parks to have state-of-the-art resources with extensive workspace and training facilities and a modular design for ease of segregation of dedicated projects. These campuses will have secure, redundant infrastructure with the ability to provide scale and service to clients from one location. The initial phase of the construction has already begun at each site. The Navi Mumbai and Chennai facilities are expected to accommodate up to 14,000 and 10,000 people, respectively, when completed. We estimate that we may spend an aggregate of approximately \$140 million to complete these two projects. Phase I of the Navi Mumbai facility, having a capacity of 1,800 seats, is complete and under partial occupation. Phase I of the Chennai facility, having a capacity of 1,200 seats, is complete and under partial occupation. Another building in the Chennai facility with a capacity of 1,200 seats is complete and will be furnished as per future requirements. As of December 31, 2006, we had spent approximately \$66.3 million on the knowledge parks.

In continuation of our policy to have our own campus operations, land has been acquired at Pune, Hyderabad, Kolkata and Noida in addition to our campuses in Mumbai and Chennai. These facilities when fully constructed will have a sitting capacity for approximately 28,000 professionals.

For the Chennai facility, we have entered into a lease dated September 30, 2004 with the State Industrial Promotion Corporation of Tamil Nadu, or SIPCOT. We have acquired 18.75 acres of land near Chennai for a lease term of 99 years to establish a project in connection with software development and support services. According to the terms of the agreement, we require SIPCOT's prior approval for any change in the composition of our board of directors that causes a change in ownership or management.

Further, for the Mumbai facility we have entered into license agreements dated February 10, 2005, with the Maharashtra Industrial Development Corporation, or MIDC. We have been granted licenses to construct facilities over 50 acres of land in a phased manner in Navi Mumbai. Our occupation of the land is subject to entering into a lease agreement with a term of 95 years. We have currently entered into lease agreements for 15 acres and will soon be entering into lease agreement for 25 acres. This land may only be used for activities related to the information technology industry.

**ITEM 4A. UNRESOLVED STAFF COMMENTS**

Not applicable

**ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

The following discussion of the financial condition and results of operations of our company should be read in conjunction with the financial statements and the related notes included elsewhere in this document. This discussion contains forward-looking statements that involve risks and uncertainties. For additional information regarding these risks and uncertainties, please see Item 3.D. Key Information Risk Factors.

**Overview**

We are a leading Indian provider of information technology services. We deliver a comprehensive range of IT services through globally integrated onsite and offshore delivery locations primarily in India, which we call our global delivery model. We offer our services to customers through industry-focused practices, including insurance, manufacturing, telecommunications and financial services, and through technology-focused practices. Within these practices, our service lines include application development, application maintenance and support, packaged software implementation, infrastructure management services, product engineering services, business process outsourcing and quality assurance services.

Our revenues grew from \$188.3 million in 2002 to \$578.9 million in 2006, representing a compound annual growth rate of 32.4%. Our net income grew from \$31.5 million in 2002 to \$59.3 million in 2006, representing a compound annual growth rate of 17.1%. Our total number of employees was 5,570 as of December 31, 2002 and 12,804 as of December 31, 2006. In light of this growth, we are investing in new high-tech facilities, which we refer to as knowledge parks, designed for expanding our operations and training our employees. As of December 31, 2006, we had 205 sales and marketing personnel supported by dedicated industry specialists in 21 sales offices around the globe, including North America, Europe, Japan and the rest of the Asia-Pacific region.

Our industry segments comprise of financial services, insurance services, manufacturing companies, telecommunications, technology services and others such as energy and utilities, retail, logistics and transportation and media and entertainment. We evaluate segment performance and allocate resources based on revenue growth. We categorize revenue in relation to segments based on items that are individually identifiable with that segment. Costs are not specifically allocable to individual segments as the underlying resources and services are used interchangeably. Fixed assets used in our business or liabilities contracted have not been identified with any of the reportable segments, as the fixed assets and services are used interchangeably between segments.

Our management evaluates our results of operations by examining financial and operating data in a variety of categories, including our industry and technology practices, onsite and offshore revenues, type of contract, type of customer and geographic region. We manage and market our business according to our industry and technology practices. Our industry practices consist of insurance, manufacturing, financial services and telecommunications, and a group of other industries (including retail, energy and utilities, logistics and transportation, and media and entertainment).

We have also developed technology practices that offer research, design and development services for product engineering and to independent software vendors, or ISVs. Our service lines support both our industry and technology practices. We do not, however, treat our service lines as separate components of our business for financial reporting purposes.

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## 5.A. Operating results

### Revenues

We discuss below the components of our IT service revenues by onsite and offshore revenues, industry and technology practice, contract type, customer type and customer geography.

#### *Onsite and Offshore Revenues*

We derive revenues from the provision of services offshore and onsite. Offshore revenues consist of revenues from IT services work conducted in India. Onsite revenues consist of revenues from IT services work conducted at clients' premises outside India or from our limited number of premises outside India. Although a substantial portion of our software personnel are located at our offshore locations, our customers generally pay higher charges for onsite work, which is consistent with our industry. As a result, our onsite revenues are proportionally higher than our offshore revenues.

We have not experienced significant changes in our prices since 2002, whether onsite or offshore, principally due to increased competition for IT outsourcing services. Some of our larger customers receive reduced pricing through volume discounts. In order to provide competitive pricing to our customers, we have endeavored to shift the delivery of our services from onsite locations to lower cost offshore delivery centres.

As of December 31, 2005, 9,352 of 11,802 total employees were located in India and as of December 31, 2006, 10,009 of 12,804 total employees were located in India. Our overall employee numbers will increase as we add employees for both onsite and offshore work. We measure our service efforts that can be billed to clients in units of billed person-months. The number of offshore billed person-months has increased as a percentage of total billed person-months from 64.6% in 2005 to 67.0% in 2006.

To some extent, the onsite/offshore breakdown by billed person-month varies by industry and technology practices as is illustrated in the table below. For example, insurance and telecommunications employ a higher level of onsite personnel than other industry and technology practices. Within our industry and technology practices, our offshore and onsite breakdown by billed person-month is as follows:

	Year ended December 31, 2005			Year ended December 31, 2006		
	Onsite Billed Person-months	Offshore Billed Person-months	Total	Onsite Billed Person-months	Offshore Billed Person-months	Total
Financial Services	4,711	11,123	15,834	5,006	12,389	17,394
Insurance	8,953	11,417	20,369	8,382	13,238	21,620
Manufacturing	6,225	13,060	19,285	7,116	15,661	22,776
Telecommunications	3,977	4,206	8,203	5,484	6,347	11,831
ISV(1)	1,025	4,227	5,253	895	3,983	4,878
Product Engineering(1)	1,804	5,041	6,845	2,721	8,554	11,275
Other	2,076	3,556	5,642	2,452	3,909	6,361
Total	28,791	52,639	81,430	29,603	60,172	89,775

(1) From January 2007 we have combined our ISV and Product Engineering practices.

Certain of our service lines, such as product engineering services and business process outsourcing, employ a greater level of offshore personnel, whereas our packaged software implementation service line utilizes a larger portion of onsite work compared to most of our other service lines.

Since 2004, we have seen a trend towards greater use of offshore services, which has positively affected our profitability. Services performed at a client site or our premises located outside India typically generate higher revenues per employee, but at a lower gross margin, than the same services performed at

our facilities in India. These differences are attributable to the higher billing rates getting compensated by higher average cost of labor in the United States and other countries in which work is performed as compared to India. Accordingly, although offshore work (measured by billed person-months) is expected to increase, we do not expect that the mix of our onsite and offshore revenues will change significantly in the near future.

The above measurement of work does not reflect the actual revenues derived by us during the relevant period and you are cautioned not to estimate revenues in a particular period on the basis of these offshore and onsite billed person-months during such period.

**Revenues by Industry Segments**

Our operations pertain to provision of IT services and solutions to customers belonging to various industries such as insurance, manufacturing and financial services, and also to technology practices. Accordingly, revenues represented along industry classes comprise the principal basis of segmental information.

We derive a significant proportion of our revenues from clients in the insurance, manufacturing, telecommunications and financial services industries. We also provide services to clients in other industries, including retail, energy and utilities, logistics and transportation, and media and entertainment. In addition, we market our services to clients through our technology practices, comprising our product engineering and ISV practices. The following table indicates the breakdown of our revenues by our industry and technology practices:

Industry Segments	Year ended December 31,		
	2004	2005	2006
<b>Industry Practice</b>			
Financial Services	19.2 %	16.0 %	15.3 %
Insurance	32.8 %	27.7 %	23.2 %
Manufacturing	28.3 %	21.9 %	21.7 %
Telecommunications	2.6 %	15.3 %	18.9 %
Other	6.6 %	6.5 %	6.7 %
<b>Technology Practice</b>			
ISV Practice(1)	5.9 %	5.0 %	4.1 %
Product Engineering(1)	4.6 %	7.6 %	10.1 %
Total	100.0 %	100.0 %	100.0 %

(1) In January 2007 we have combined our ISV and Product Engineering practices.

**Revenues by Contract Type**

Our revenues are recorded either on a time-and-material, or T&M, basis or a fixed-price basis. The following table shows our revenues by contract type:

	Year ended December 31,		
	2004	2005	2006
Time-and-Material	57.4 %	59.5 %	64.8 %
Fixed Price	42.6 %	40.5 %	35.2 %
Total	100.0 %	100.0 %	100.0 %

Although we seek to use our software engineering processes and past project experience to reduce the risks associated with estimating, planning and performing fixed-price projects, we bear the risk of cost

overruns and completion delays in connection with fixed-priced contracts. Accordingly, we believe that we bear a greater amount of risk from our fixed-price contracts than from our T&M contracts.

A large proportion of our revenues from fixed-price contracts are from fixed-price SLAs. A large proportion of our fixed-price SLAs are application maintenance and support projects, as to which work and cost estimates have been fairly predictable. Our revenues from fixed-price SLAs were 26.8%, 27.9%, and 24.4% in 2004, 2005 and 2006 respectively. .

Revenues from T&M contracts as a percentage of our overall revenues increased in each of the past three years because a large portion of our new business is billed on a T&M basis and the proportion of our revenues generated from services provided to General Electric has declined. Most of our business with General Electric is on the basis of fixed-price contracts.

Revenue with respect to T&M contracts is recognized in the period that the services are performed. Revenue with respect to fixed-price SLA contracts is recognized on a straight line basis. Revenue with respect to other fixed-price contracts is recognized on a percentage of completion basis, measured by the percentage of costs incurred to date compared to the estimated total costs for each contract. See Critical Accounting Policies Revenue Recognition below.

#### ***Revenues by Top Customers***

As illustrated in the table below, a significant proportion of our revenues is derived from a small number of clients. In recent years, however, we have diversified our client revenues as a result of various initiatives, including our addition of new strategic clients, our focus on additional industry practices, our development of technology practices and our expansion of the range of service lines we offer. As of December 31, 2006, we had 74 clients, each of whom generated revenues of \$1.0 million or more, compared to 61 in 2005 and 46 in 2004. We expect that this trend toward greater client diversification will continue.

	Year ended		
	December 31,		
	2004	2005	2006
General Electric	31.7 %	22.1 %	14.6 %
State Farm Insurance	14.9 %	11.5 %	9.6 %
Top 5 Clients	57.6 %	46.8 %	37.1 %
Top 10 Clients	69.0 %	59.3 %	53.1 %

#### ***Revenues by New and Existing Customers***

Repeat business accounted for 88.8%, 91.7% and 91.5% of our revenues in 2004, 2005 and 2006. Each customer is treated as a new customer for the quarter that it first starts business with us and continues to remain as a new customer for the four succeeding quarters. The revenues in any quarter from customers other than new customers are termed as repeat business. We provide services to our largest client, General Electric, in a number of industries, including financial services, insurance and manufacturing.

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The following table indicates the breakdown of revenues we derive from new customers and existing customers.

	Year ended December 31, 2006		Total
	Existing Customers (in millions)	New Customers	
<b>Industry Practice</b>			
Insurance	128.3	6.2	134.5
Manufacturing	114.3	11.1	125.4
Financial Services	82.4	6.0	88.4
Telecommunications	91.5	17.7	109.2
Other Industries	36.9	2.0	38.9
<b>Technology Practice</b>			
ISV(1)	20.0	3.8	23.8
Product Engineering(1)	56.3	2.3	58.6
<b>Total</b>	<b>\$ 529.8</b>	<b>\$ 49.1</b>	<b>\$ 578.9</b>

(1) In January 2007 we have combined our ISV and Product Engineering practices.

Although we engage in one-time projects in some service lines, the majority of our projects are recurring in nature. Work done in product engineering services and packaged software implementation services, however, tends to be more for non-recurring projects.

### *Revenues by Geography*

We record our revenue based on the location of our clients rather than according to the location where our services are provided. We classify our revenues into five geographic segments: the United States, Europe, India, Japan and Others. As the table below illustrates, a significant proportion of our revenues is derived from clients located in the United States. We expect that a substantial majority of our revenues will continue to be derived from clients located in the United States. We categorize revenues geographically based on the location of the specific client entity for which the project has been executed, irrespective of the location at which the invoice is rendered or whether the work for a specific client entity is performed onsite or from our offshore delivery centers in India.

	Year ended December 31,					
	2004		2005		2006	
United States	87.8	%	84.8	%	80.8	%
Europe	7.9	%	9.1	%	11.6	%
India	0.2	%	0.3	%	0.4	%
Japan	3.3	%	4.3	%	3.8	%
Others						
Asia-Pacific (excluding Japan and India)	0.4	%	0.4	%	1.9	%
Rest of the World	0.4	%	1.1	%	1.5	%
<b>Total</b>	<b>100.0</b>	<b>%</b>	<b>100.0</b>	<b>%</b>	<b>100.0</b>	<b>%</b>

We have experienced revenue growth in the European market. Revenues in Europe have increased from \$25.7 million in 2004 to \$41.0 million in 2005 and were at \$67.3 million in 2006.

## Expenses

### *Cost of Revenues*

Cost of revenues represented 62.0%, 64.1% and 63.9% of our revenues in 2004, 2005 and 2006. Our cost of revenues largely consists of costs relating to our software professionals, including salary and other compensation and benefits expenses, travel expenses, immigration expenses, data communications expenses, computer and software expenses and depreciation. Cost of revenues also includes the cost of subcontractors.

The principal component of our cost of revenues is the salary cost of our software professionals. A majority of our software professionals are located in India. However, because labor costs in the IT services industry in India have historically been significantly lower than in the United States and other countries where our customers are located, a majority of our compensation costs relate to salaries of software professionals located in the United States and those other countries. As wages in India increase at a faster rate than in the United States, we may experience increases in our costs of personnel, particularly project managers and other mid-level professionals. We seek to maintain salary levels in accordance with prevailing trends in our industry.

We hire subcontractors on a limited basis from time to time. We use subcontractors across our industry practices and service lines. The use of subcontractors is more prevalent in service lines that have a larger onsite element, such as packaged software implementation and infrastructure management services. We expect to continue to incur subcontractor costs principally to service specific technical requirements of some of our clients in a timely manner.

The utilization rates of our software professionals also affect our gross profits. We define employee utilization as the proportion of total billed person-months to total available person-months, including employees in training and holiday and vacation time, and excluding support personnel. We manage utilization by monitoring project requirements and timetables. The number of software professionals assigned to a project varies according to the size, complexity, duration, and demands of the project. Our utilization rates for the years ended December 31, 2004, 2005 and 2006 were 69.2%, 67.2% and 71.4%. We try to minimize the cost impact of unutilized capacity by ensuring that a majority of our unutilized capacity is attributable to software professionals based in India.

We incur immigration costs due to the onsite component of work performed on projects. We expect immigration expenses to increase due to increases in visa filing costs generally commensurate with our growth and increases in visa filing fees in the United States. We expense costs related to immigration as incurred.

We do not expect to incur borrowing costs to finance the addition of planned new facilities and physical infrastructure, including our knowledge parks in Navi Mumbai and Chennai and other facilities in India. These new facilities will increase our depreciation expenses. However, we expect that the increased depreciation will largely be offset by reduced rental costs resulting from a shift from existing rental facilities to the new facilities. These new facilities will provide a consolidated location for our existing employees and new employees as we expand our service offerings.

### *Selling, General and Administrative Expenses*

Selling, general and administrative expenses consist primarily of costs relating to personnel other than software professionals, including salary and other compensation and benefits expense, depreciation, sales and marketing expenses, telecommunications expenses, office expenses and traveling expenses. Selling, general and administrative expenses also includes legal and other professional fees and other miscellaneous administrative costs.

Selling, general and administrative expenses represented 18.8%, 19.9% and 19.3% of our revenues in 2004, 2005 and 2006. These expenses comprise an important element of our sales strategy, as we seek to ensure that senior management personnel are based in client locations and continue to invest in developing our sales and marketing presence in key markets. We expect selling, general and administrative expenses to continue at current levels as a proportion of revenues. We continue to invest in sales and marketing and in building brand awareness, leading to a slight increase in sales and marketing expenses as a proportion of revenues. We have started to transfer a larger part of our general and administrative expenses offshore to India as the scale of our operations increases. We expect to achieve improved efficiencies in general and administrative expenses as a result of this transfer and economies of scale resulting from our recent growth. Accordingly, we expect our increased selling expenses to be partially offset by a decrease in our general and administrative expenses.

#### **Foreign Currency Translation and Foreign Exchange Regulations**

Our consolidated financial statements are reported in U.S. dollars. Our functional currency is the rupee, though the functional currency of our subsidiaries is the currency of the country in which the subsidiary is located. A substantial portion of our revenues is generated in dollars while a portion of our expenses are incurred in rupees and we expect that this will continue for the foreseeable future. Consequently, our results of operations will be affected to the extent the rupee fluctuates against the dollar.

We seek to mitigate the effect of exchange rate fluctuation on our operating results by purchasing foreign exchange forward contracts. However, these activities do not entirely mitigate the effects of exchange rate fluctuations. Effective May 2004, we designated certain forward contracts as cash flow hedges in accordance with SFAS 133, *Accounting for Derivative Instruments and Hedging Activities*. We defer changes in fair value of designated cash flow hedges and record them as a component of accumulated other comprehensive income until the transactions close, at which time we recognize the hedges in our consolidated statements of income. The conversion of the rupee, U.K. pound and Euro into U.S. dollars is performed for balance sheet accounts using the exchange rate in effect at the balance sheet date and for revenues and expense accounts using an appropriate monthly weighted average exchange rate for the respective periods.

Under the Foreign Exchange Management Act, 1999 or FEMA, as amended, an Indian company is required to take all reasonable steps to realize and repatriate into India all foreign exchange earned by the company outside India, in accordance with the rules specified by the Reserve Bank of India, or RBI. FEMA also imposes certain restrictions on capital account transactions by Indian companies. These regulations do not significantly affect our operations at present.

## Accounts Receivable

Our accounts receivable as of December 31, 2004, 2005 and 2006 were \$72.0 million, \$74.4 million and \$115.6 million, respectively. Our days of sales outstanding in 2004, 2005 and 2006 were 80, 62 and 75 days, respectively. We define our days of sales outstanding as the ratio of accounts receivable at year-end to revenues in a year, multiplied by 365. We are increasing our focus on collections, and we expect the days of sales outstanding to decline further. The following table presents a profile of our accounts receivable in terms of days for which accounts receivable have been outstanding:

Period in days	As of December 31,		
	2004	2005	2006
	(\$ in millions)		
0-90	64.0	68.9	105.9
91-180	6.9	4.4	8.6
More than 180	1.1	1.1	1.1
Total	72.0	74.4	115.6

In 2004, 2005 and 2006, the provision made for doubtful debts and advances was \$0.5 million, reversal of \$0.2 million and provision of \$1.2 million, respectively. We expect to continue to have low levels of provisions for doubtful debts.

## Taxes

As an Indian company, we are a tax resident of India and are therefore subject to Indian income taxes on our global income. Our net income earned from providing services outside India is subject to tax in the country where we perform the work. Most of our tax paid in countries other than India can be applied as a credit against our Indian tax liability to the extent that the same income is subject to tax in India.

Currently, we benefit from tax holidays given by the Government of India for the export of IT services from specially designated software technology parks, or STPIs, and special economic zones, or SEZs, in India. These tax incentives currently include a 10-year holiday from the payment of Indian corporate income tax for the operations of most of our Indian facilities and a partial taxable income deduction for profits derived from exported IT services. As a result of these two tax incentives, a substantial portion of our pre-tax income has not been subject to significant tax in recent years. The aggregate benefit of these tax holidays and deductions with respect to our net income was \$20.6 million, \$19.0 million and \$25.3 million for 2004, 2005 and 2006. The tax benefits available for some of our facilities on account of tax holidays have expired and certain others will expire upon completion of 10 years, however the tax holiday for the export of IT service will expire on March 31, 2009. Consequently, we expect our effective tax rate to increase. In addition, the 10-year tax holidays are given for new software units.

On December 31, 2006, we received an assessment order, together with a notice of demand from the Income Tax officer (Technical)-II, Pune, India, in connection with the assessment of our income tax return for the year ended March 31, 2004. The said assessment order among other things disallowed our claim for income tax deduction under Section 10A of the Income Tax Act, 1961 of India pertaining to various software development units located in India. Section 10A of the Income Tax Act, 1961 provides a 10-year tax holiday for setting up software development units in the Software Technology Parks of India, or STPI. The assessing officer has denied the tax deduction under Section 10A upon the premise that the Company is already in the same business as the new software development units. The assessing officer has also stated that the business has been split as the company has grown over the last several years. The order states that Section 10A benefits are for new business undertakings and are available only for new businesses. The order further provides that the same business in new undertakings does not qualify for such benefits. Accordingly, the assessment officer has disallowed our claim for deduction under

Section 10A, along with other disallowances, and has required us to make a payment of Rs. 630.16 million (inclusive of interest), or approximately \$14.20 million. Based on legal advice received by us, we believe that the demand referred to in the assessment order is not tenable against us, and accordingly, no provision for such income tax demand is considered necessary. On January 22, 2007, we filed an appeal challenging the assessment order before the Commissioner (Appeals), the first appellate authority under the Indian tax laws. As required by the tax authorities, we have made a payment of \$2.5 million as deposit in this regard during the three months ended March 31, 2007. Additionally, a deposit of Rs. 220 million (approximately \$5.4 million) is required to be paid in monthly instalments of Rs. 20 million (approximately \$0.5 million) each, commencing May 2007. Although we currently believe we will ultimately prevail in our appeal, the results of such appeal, and any subsequent appeals, cannot be predicted with certainty. Should we fail to prevail in our appeal, or any subsequent appeals, in any reporting period, the financial results of such reporting period could be materially adversely affected.

The provisions of the Income Tax Act of India are amended on an annual basis by enactment of the Finance Act. The Finance Bill, 2007 has marginally increased the corporate income tax rate from effective rate of 33.66% to 33.99%. The Finance Bill, 2007 has increased dividend distribution tax rate on dividend distributed by an Indian company, from effective tax rate of 14.025% to 16.995%. Further, it has extended the scope under the fringe benefit tax to cover benefits given to employees in the form of right to subscribe for shares under an employee stock option plan. The Finance Bill, 2007 has also extended the scope of service tax to cover renting, leasing or licensing of immovable property such as office buildings, warehouses and factories for use in business or commerce. These changes, if implemented in their current form, are likely to increase our operating expenses.

In addition, we may also be subject to changes in taxation resulting from the actions of applicable income tax authorities in India or from Indian tax laws that may be enacted. For example, we may incur increased tax liability as a result of a determination by applicable income tax authorities that the transfer price applied to transactions involving our subsidiaries and us was not appropriate.

Any increases in our effective tax rate, as a result of the expiration of tax benefits we currently enjoy, changes in applicable tax laws or the actions of applicable income tax or other regulatory authorities could materially reduce our profitability.

In connection with a review of various tax aspects relating to our international operations, during 2006, we reached a settlement with the IRS, relating to our tax returns for our US operations for 2001 and 2002. IRS has also commenced, but not yet completed, a tax review of our U.S. operations for the years 2003 and 2004. Pursuant to the settlement, we revised our tax provisions for 2001 and 2002 and recomputed our tax provision for 2003, 2004 and 2005. This revision, representing changes in estimates, has resulted in an additional charge of approximately \$14.1 million in our financial statements for the year ended December 31, 2006. Additionally, the consequential interest and deferred tax charge in an amount of \$6.0 million has been accrued in our financial statements for the year ended December 31, 2006. As the IRS review for 2003 and 2004 is still in progress, we cannot currently assess whether this review may result in increased tax liability.

Our total income tax liability for the year ended December 31, 2006 was \$47.7 million, of which \$30.3 million resulted from provisioning due to reassessment of our payroll and corporate tax obligations for our international operations.

### **Cymbal Acquisition**

In November 2004, we acquired Cymbal to establish expertise and operations in the provision of IT services to the telecommunications industry. We paid an initial purchase price of approximately \$36.1 million, including expenses, of which \$25.4 million has been accounted for as goodwill and \$10.3 million has been accounted for as customer related intangibles. We agreed to pay contingent



consideration in cash of up to \$33.0 million to the sellers over a three-year period ending on October 31, 2007 based on the achievement of revenue and margin targets. This contingent consideration includes the payment of up to \$3.4 million as special incentives to specified employees of Cymbal. The contingent consideration for the period July 2004 to June 2006 has been accrued and paid as of December 31, 2006 in the amount of \$17.0 million and recorded as goodwill and an amount of \$2.1 million has been accrued as special incentive and recorded as compensation cost. Also as part of the purchase price adjustment in accordance with the stock purchase agreement and amendments thereof, an additional amount of \$0.7 million was paid and has been recorded as goodwill. See also Critical Accounting Policies Income Taxes and Note 3 to our consolidated financial statements. Revenues from Cymbal for 2005 and 2006 were \$60.6 million and \$109.4 million respectively. Cymbal has been renamed as Patni Telecom Solutions.

## Recent Developments

### Expansion Plans

We operate through our facilities located in various parts of India. In the recent past we have acquired facilities to support our growth. In keeping with our plans for expansion, we have begun construction of new facilities in India, including two knowledge parks in Navi Mumbai and Chennai. These knowledge parks will have state-of-the-art resources with extensive workspace and training facilities and a modular design for ease of segregation of dedicated projects. These campuses will have secure, redundant infrastructure with the ability to provide scale and service to clients from one location. The initial phase of the construction has already begun at each site. The Navi Mumbai and Chennai facilities are expected to accommodate up to 14,000 and 10,000 people, respectively, when completed.

Phase 1 of the Navi Mumbai facility having a capacity of 1,800 seats, is complete and under partial occupation. Phase I of Chennai facility having a capacity of 1,200 seats, is complete and under partial occupation. Another building in the Chennai facility with a capacity of 1,200 seats is complete and will be furnished as per future requirements.

See Item 4.D. Information on the Company Property, plant and equipment.

## Results of Operations

The following table sets forth certain financial information as a percentage of revenues, calculated from our consolidated financial statements under U.S. GAAP:

	Year ended December 31,		
	2004	2005	2006
Revenues	68.3 %	77.9 %	85.4 %
Revenue from a significant shareholder	31.7 %	22.1 %	14.6 %
Cost of revenues	62.0 %	64.1 %	63.9 %
<b>Gross profit</b>	<b>38.0 %</b>	<b>35.9 %</b>	<b>36.1 %</b>
Selling, general and administrative expenses	18.8 %	19.9 %	19.3 %
Foreign exchange gain (loss), net	(0.6) %	0.4 %	0.5 %
<b>Operating income</b>	<b>18.6 %</b>	<b>15.6 %</b>	<b>16.3 %</b>
Interest and dividend income	1.3 %	0.9 %	1.7 %
Interest expense	(0.6) %	(0.5) %	(0.5) %
Gain on sale of investments, net	0.0 %	0.3 %	0.3 %
Other (expense) income, net	(1.1) %	0.2 %	0.6 %
<b>Income before income taxes</b>	<b>18.2 %</b>	<b>16.6 %</b>	<b>18.4 %</b>
Income taxes	3.9 %	3.1 %	8.2 %
<b>Net income</b>	<b>14.3 %</b>	<b>13.5 %</b>	<b>10.2 %</b>

**Year Ended December 31, 2006 Compared to Year Ended December 31, 2005**

**Revenues:** Our revenues were \$578.9 million in 2006, representing an increase of 28.5% from revenues of \$450.3 million in 2005. Revenues from existing customers contributed \$529.8 million and new customers contributed \$49.1 million to our revenues. This represented an increase of 28.2% in revenues from existing customers and increase of 32.0% in revenues from new customers compared to 2005. Growth in revenues was attributable to an increase of 18.1% in the total billed person-months from work performed at both our offshore and onsite locations. Onsite work measured in billed-person months increased 11.3% in 2006 compared to 2005, while offshore work increased 21.7% over the same period. We increased our client relationships to 239 as of December 31, 2006 from 199 as of December 31, 2005. In addition, the total number of clients that individually accounted for over \$1.0 million in annual revenues increased to 74 as of December 31, 2006 from 61 as of December 31, 2005.

During 2006, our revenues from T&M projects increased by 40.0% over revenues in 2005, while revenues from fixed price contracts increased by 11.8% over the same period. T&M projects accounted for 64.8% of our revenues in 2006, compared to 59.5% in 2005 mainly because 75.4% of our new business was billed on a T&M basis.

Our client concentration, as measured by the proportion of revenue generated from our top ten clients, decreased to 53.1% in 2006 from 59.3% in 2005. General Electric, our largest client, contributed 14.6% of our revenues in 2006, compared to 22.1% in 2005.

During 2006, clients in the insurance, manufacturing, telecommunications and financial services industries continued to contribute a large proportion of our revenues. Revenues from clients in these industries in 2006 increased by 7.7%, 27.1%, 58.6% and 22.4% compared to 2005 and contributed 23.2%, 21.7%, 18.9% and 15.3% to overall revenues as compared to 27.7%, 21.9%, 15.3% and 16.0% in 2005. Our other industries practice contributed 6.7% and 6.5% of our revenues in 2006 and 2005. Our ISV practice contributed 4.1% and 5.0% of our revenues in 2006 and 2005 and our product engineering practice contributed 10.1% and 7.5% of our revenues in 2006 and 2005.

During 2006, we continued to derive a significant proportion of our revenues from clients located in the United States. In 2006 and 2005, we derived 80.8% and 84.8% of our revenues from clients located in the United States. Revenues from these clients grew by 22.5% in 2006, while revenues from clients in other regions grew by 62.1% in the same period.

**Cost of revenues:** The cost of revenues was \$370.2 million in 2006, representing an increase of 28.3% from \$288.5 million in 2005. Cost of revenues represented 63.9% and 64.1% of our revenues in 2006 and 2005. Out of the increase of \$81.7 million in cost of revenues, \$49.9 million was attributable to wage costs, \$16.4 million to sub-contractor costs, \$4.7 million to travel costs, \$4.2 million to rental and repairs, \$0.5 million to data-link charges, \$1.2 million to deferred costs, \$1.7 million to stock compensation costs, \$2.1 million to other general administration costs and \$2.8 million to depreciation charged on assets and a reduction of \$2.2 million in immigration costs. Wage costs increased by \$49.9 million due to an increase in headcount of software professionals and annual salary revisions which was partly compensated due to a reversal of \$9.0 million on payroll and related taxes for our international operations arising on reassessment of certain wages paid, and short-term benefits given, to our employees when working outside India. Expansion of our facilities led to increased rental costs and other related expenses. Our immigration costs were lower due to a decrease in the number of applications processed.

**Gross profit:** Our gross profit for 2006 was \$208.7 million, representing an increase of 28.9% from \$161.9 million in 2005. Gross profit as a percentage of our revenues increased to 36.1% from 35.9% during 2006 reflecting a lower increase in cost of revenues as compared to increase in revenues.

**Selling, general and administrative expenses:** During 2006, our selling, general and administrative expenses were \$111.5 million, representing an increase of 24.2% from \$89.7 million in 2005. During 2006



our selling, general and administrative expenses as a percentage of revenues decreased to 19.3% from 19.9% in 2005.

During 2006, our sales and marketing expenses were \$43.1 million, representing an increase of 19.6% from \$36.0 million in 2005. Personnel costs increased by \$6.2 million due to the additions to sales and marketing personnel and higher compensation costs resulting from salary increases. Other selling and marketing costs increased by \$0.8 million. We believe that our investment in selling and marketing expenses has contributed to the growth and diversification of our client revenues.

Our general and administrative expenses in 2006 were \$68.4 million, representing an increase of 27.4% from \$53.7 million in 2005. Personnel costs increased by \$7.5 million due to the addition of general and administrative personnel and annual salary revisions. Establishment costs increased by \$0.9 million due to an increase in the number of facilities. Professional and consultancy charges increased by \$0.9 million, bad debts provision increased by \$1.3 million and other general expenses increased by \$2.3 million. Depreciation expense increased by \$0.6 million.

**Foreign exchange gain/loss:** In 2006, we had a foreign exchange loss of \$2.7 million as compared to a loss of \$1.7 million in 2005. Mark to market of foreign exchange contracts and revaluation of debtors resulted in the foreign exchange loss.

**Operating income:** Our operating income was \$94.5 million in 2006, representing an increase of 34.1% from \$70.4 million in 2005. As a percentage of revenues, operating income increased to 16.3% from 15.6% in 2005 reflecting a decrease in cost of revenues and selling, general and administration expenditures as compared to increase in revenues.

**Other income (expense), net:** Other income (expense), net reflects interest and dividend income, interest expense, net gain on sale of investments and other income or expense. Our other income (expense), net was income of \$12.5 million in 2006, increasing 194.1% from income of \$4.2 million in 2005 resulting in a net increase of \$8.3 million. In 2005, we had recorded a gain on sale of asset of \$3.2 million and a loss of revaluation of ADR proceeds of \$2.0 million. In 2006, our gain on sale of investments was \$1.7 million as compared to \$1.1 million in 2005. In 2006, our interest and dividend income were \$10.1 million as compared to \$4.2 million in 2005. On account of reassessment of our payroll and corporate tax obligations for our international operations, we have recorded a reversal for interest and other related expenses with respect to delayed payments amounting to \$1.1 million in 2006 against a provision of \$1.7 million in 2005.

**Income taxes:** We made a provision of \$47.7 million for income taxes in 2006, representing an increase of 245.5% from \$13.8 million in 2005. Our effective tax rate (excluding the impact of change in estimates on account of the IRS settlement) decreased from 18.6% in 2005 to 16.2% in 2006. The 2006 income taxes include a \$30.3 million provision due to the reassessment of our payroll and corporate tax obligations for our international operations. The 2005 tax provisioning included an amount of approximately \$1.0 million relating to an adjustment for an earlier year's income tax assessment.

**Net income:** Our net income was \$59.3 million in 2006, representing a decrease of 2.7% from \$60.9 million in 2005. As a percentage of our revenues, net income decreased to 10.2% in 2006 from 13.5% in 2005. The reduction in net income is mainly on account of the tax provision we made in 2006 and the other reasons explained above.

#### **Year Ended December 31, 2005 Compared to Year Ended December 31, 2004**

**Revenues:** Our revenues were \$450.3 million in 2005, representing an increase of 37.9% from revenues of \$326.6 million in 2004. Out of this increase, \$60.6 million (representing 49.0% of the increase in revenues) was due to revenues from Patni Telecom. Patni Telecom was acquired in November 2004 and therefore revenues for only November and December 2004 were reflected in our income statement for the



year ended December 31, 2004. Other than Patni Telecom, revenues from existing customers contributed \$354.4 million and new customers contributed \$27.0 million to our revenues. This represented an increase of 25.8% in revenues from existing customers and decrease of 26.0% in revenues from new customers compared to 2004. Excluding revenues from Patni Telecom, the growth from our existing operations would have been 19.8% in 2005. Growth in revenues from our existing operations was attributable to an increase of 21.2% in the total billed person-months from work performed at both our offshore and onsite locations. Onsite work measured in billed-person months increased 12.7% in 2005 compared to 2004, while offshore work increased 26.0% over the same period. Due to this higher growth in offshore efforts than onsite efforts, our revenue growth was less than our growth in total billed person-months. We increased our client relationships to 199 as of December 31, 2005 from 170 as of December 31, 2004. In addition, the total number of clients that individually accounted for over \$1.0 million in annual revenues increased to 61 as of December 31, 2005 from 46 as of December 31, 2004.

During 2005, our revenues from T&M projects increased by 42.9% over revenues in 2004, while revenues from fixed price contracts increased by 31.1% over the same period in 2004. T&M projects accounted for 59.5% of our revenues in 2005, compared to 57.4% in 2004 mainly because 62.7% of our new business was billed on a T&M basis.

Our client concentration, as measured by the proportion of revenue generated from our top ten clients, decreased to 59.3% in 2005 from 69.0% in 2004. General Electric, our largest client, contributed 22.1% of our revenues in 2005, compared to 31.7% in 2004. While revenues from General Electric declined by 4.0% in 2005 as compared to 2004, revenues from other clients grew by 57.3%.

During 2005, clients in the insurance, manufacturing and financial services industries continued to contribute a large proportion of our revenues. Revenues from clients in these industries in 2005 increased by 16.7%, 6.8% and 15.1% compared to 2004 and contributed 27.7%, 21.9% and 16.0% to overall revenues as compared to 32.8%, 28.3% and 19.2% in 2004 respectively. Our telecommunications industry practice grew by \$60.4 million mainly due to business from Patni Telecom and contributed 15.3% to our overall revenues in 2005. Our other industries practice contributed 6.5% and 6.6% of our revenues in 2005 and 2004. Our ISV practice contributed 5.0% and 5.9% of our revenues in 2005 and 2004 and our product engineering practice contributed 7.5% and 4.6% of our revenues in 2005 and 2004.

During 2005, we continued to derive a significant proportion of our revenues from clients located in the United States. In 2005 and 2004, we derived 84.8% and 87.8% of our revenues from clients located in the United States. Revenues from these clients grew by 33.2% in 2005, while revenues from clients in other regions grew by 71.2% in the same period.

**Cost of revenues:** The cost of revenues was \$288.5 million in 2005, representing an increase of 42.5% from \$202.5 million in 2004. Cost of revenues represented 64.1% and 62% of our revenues in 2005 and 2004. Out of the increase of \$86.0 million in cost of revenues, \$36.2 million increase was due to the cost of revenues of Patni Telecom. Patni Telecom was acquired in November 2004 and therefore cost only for November and December 2004 was reflected in our income statement for the year ended December 31, 2004. Of the remaining increase of \$49.8 million in cost of revenues, \$32.6 million was attributable to wage costs, \$2.2 million to sub-contractor cost, \$2.5 million to travel costs, \$2.6 million to immigration costs, \$4.6 million to rental and repairs, \$1.1 million to data-link charges, \$2.8 million to other general administration costs and \$1.4 million to depreciation charged on assets. Wage costs increased by \$32.6 million due to an increase in headcount of software professionals by 2,084, annual salary revisions and recognition of additional payroll and related taxes for our international operations arising on reassessment of certain wages paid, and short-term benefits given to our employees when working outside India. Our immigration costs were higher due to increased costs of applications as well as an increase in the number of applications processed. Expansion of our facilities led to increased rental costs and other related expenses. Depreciation charged on assets increased by \$1.4 million in 2005 as compared to 2004. Patni Telecom s

cost of revenues of \$36.2 million consisted of wage costs of \$21.2 million, sub-contractor costs of \$11.9 million, travel costs of \$2.6 million and other costs of \$0.5 million.

**Gross profit:** Our gross profit for 2005 was \$161.9 million, representing an increase of 30.4% from \$124.1 million in 2004. Gross profit as a percentage of our revenues dropped to 35.9% from 38% during 2004 reflecting the increase in cost of revenues.

**Selling, general and administrative expenses:** During 2005, our selling, general and administrative expenses were \$89.7 million, representing an increase of 46.6% from \$61.2 million in 2004. During 2005 our selling, general and administrative expenses as a percentage of revenues increased to 19.9% from 18.7% in 2004. Out of the total increase of \$28.5 million, \$10.3 million was due to the selling, general and administrative expenses of Patni Telecom. Patni Telecom was acquired in November 2004 and therefore the cost for November and December 2004 only was reflected in our income statement for the year ended December 31, 2004.

During 2005, our sales and marketing expenses were \$36.0 million, representing an increase of 55.6% from \$23.2 million in 2004. Apart from the Patni Telecom costs, personnel costs increased by \$5.0 million due to the addition of 35 sales and marketing personnel and higher compensation costs resulting from salary increases. Other selling and marketing costs increased by \$2.0 million. Selling and marketing costs associated with Patni Telecom increased by \$5.8 million. We believe that our investment in selling and marketing expenses has contributed to the growth and diversification of our client revenues.

Our general and administrative expenses were \$53.7 million, representing an increase of 60.9% from \$37.5 million in 2004. Apart from Patni Telecom, personnel costs increased by \$1.7 million due to the addition of general and administrative personnel and annual salary revisions. Establishment costs increased by \$1.4 million due to an increase in the number of facilities. Professional and consultancy charges increased by \$3.8 million, recruitment expenses increased by \$1.6 million and other general expenses increased by \$1.1 million. General and administrative expenses associated with Patni Telecom increased by \$4.3 million. Depreciation expense increased by \$1.8 million.

**Foreign exchange gain/loss:** In 2005, we had a foreign exchange loss of \$1.7 million as against a loss of \$2.1 million in 2004, as our dollar-denominated receivables continued to be hedged to a significant level. Our receivables are marked to market.

**Operating income:** Our operating income was \$70.4 million in 2005, representing an increase of 15.8% from \$60.8 million in 2004. As a percentage of revenues, operating income dropped to 15.6% from 18.6% in 2004 reflecting increase in cost of revenues and selling, general and administration expenditures at an increasing rate compared to revenues.

**Other income (expense), net:** Other income (expense), net reflects interest and dividend income, interest expense, net gain on sale of investments and other income or expense. Our other income (expense), net was income of \$4.2 million in 2005, increasing 401% from an expense of \$1.4 million in 2004 resulting in net increase of \$5.6 million represented by following. In 2005, we had recorded gain on sale of asset of \$3.2 million and loss of revaluation of ADR proceeds \$2.0 million. In 2004, we incurred expenses of approximately \$1.0 million in relation to our initial public offering. In 2005, our gain on sale of investments were \$1.1 million as compared to \$0.1 million in 2004. On account of reassessment of our payroll and corporate tax obligations for our international operations, we have provided for interest and other related expenses with respect to delayed payments amounting \$1.7 million in 2005 and \$4.3 million in 2004

**Income taxes:** We made a provision of \$13.8 million for income taxes in 2005, representing an increase of 7.1% from \$12.9 million in 2004. Our effective tax rate decreased to 18.5% in 2005 from 21.7% in 2004. The 2005 tax provisioning included an amount of approximately \$1.0 million relating to an adjustment for an earlier year's income tax assessment. The 2004 tax provisioning included \$5.2 million for taxes arising on account of reassessment of the corporate taxes for our international operations. Also, the tax provision for Patni Telecom was for the whole year of 2005 as compared to two months of 2004. While significant portion of income is derived from India operations is exempt from income tax, income from Patni Telecom operations is taxed at the enacted tax rate of approximately 40%.

**Net income:** Our net income was \$60.9 million in 2005, representing an increase of 30.8% from \$46.5 million in 2004. As a percentage of our revenues, net income decreased to 13.5% in 2005 from 14.3% in 2004. The reduction in net income is mainly on account of the reasons explained above.

### **5.B. Liquidity and Capital Resources**

Our operations and our growth have been financed by cash generated from operations and from the proceeds of sales of equity shares. We received net proceeds of \$117.0 million from our ADSs issue in 2005.

As of December 31, 2005, we had \$148.8 million in cash and cash equivalents, \$108.3 million invested in units of mutual funds, and \$33.4 million invested in other securities. As of December 31, 2006, we had \$46.5 million in cash and cash equivalents, \$136.4 million invested in units of liquid mutual funds, and \$106.6 million invested primarily in other securities.

Our working capital (comprising current assets excluding cash and cash equivalents and investments less current liabilities) at December 31, 2005 and at December 31, 2006 was \$20.5 million and \$41.2 million, respectively. Our working capital is sufficient to meet our present requirements. We had no outstanding bank borrowings or long-term debt as of such date. Net cash provided by operating activities was \$59.1 million, \$73.1 million and \$47.8 million in the years ended December 31, 2006, 2005 and 2004 respectively. The adjustments for the year ended December 31, 2006, to reconcile the \$59.3 million net income to net cash provided by operating activities, consisted primarily of depreciation expense of \$19.6 million and gain from sale of investments of \$1.7 million. The adjustments for the year ended December 31, 2005, to reconcile the \$60.8 million net income to net cash provided by operating activities, consisted primarily of depreciation expense of \$16.0 million, gain from sale of property, plant and equipment of \$3.2 million and gain from sale of investments of \$1.1 million. The adjustments for 2004, to reconcile the \$46.5 million net income to net cash provided by operating activities, consisted primarily of depreciation expense of \$11.5 million, loss from sale of property, plant and equipment of \$0.6 million and gain from sale of investments of \$0.1 million. The increase in depreciation was due to an increase in investment in property, plant and equipment to develop and expand our existing as well as new facilities. The net asset base was \$131.0 million, \$92.0 million and \$55.1 million in the years ended December 31, 2006, 2005 and 2004 respectively. Provision for bad debts was \$1.2 million and \$0.5 million in the year ended December 31, 2006 and 2004 respectively. There was a reversal of provision for bad debts of \$0.2 million for the year ended December 31, 2005.

Days of sales outstanding increased to 75 in the year ended December 31, 2006 from 62 in 2005 and from 80 in 2004. Net accounts receivable and cost and estimated earnings in excess of billings on uncompleted contracts increased by \$36.3 million for the year ended December 31, 2006, \$14.7 million in 2005 and \$15.4 million in 2004 primarily as a result of increases in activity.

Current assets and other assets increased by \$1.3 million for the year ended December 31, 2006 and \$6.2 million for the year ended December 31, 2004 respectively, however it decreased by \$3.3 million for the year ended December 31, 2005. Cash outflows for the year ended December 31, 2006 were \$1.4 million in leasehold land, \$0.1 million in prepaid expenses, and \$1.2 million in foreign exchange advances. Cash



inflows for the year ended December 31, 2006 were \$1.2 million in deferred cost and revenue and \$0.2 million in advances to vendors. Cash outflows for the year ended December 31, 2005 were \$0.7 million in advances to vendors, \$0.3 million in other receivables, \$0.8 million in prepaid expenses and \$0.4 million in prepaid gratuities. Cash inflows for the year ended December 31, 2005 were \$1.0 million in deposits and \$4.7 million in premium receivables on forward contracts. Cash outflows in 2004 were \$0.4 million in advances to vendors, \$4.0 million in rental deposits (mainly on account of new properties leased in India), \$1.3 million in premium receivables on forward contracts and \$0.7 million in prepaid gratuities.

Accounts payable and accrued expenses increased by \$20.3 million for the year ended December 31, 2006, compared to an increase of \$7.5 million in 2005 and a decrease of \$1.3 million in 2004. The increase in 2006 is due to an increase in accruals related to employee related expenses of \$8.0 million, \$4.0 million in trade accounts payable and other accruals of \$8.2 million.

Our billings in excess of costs and estimated earnings on uncompleted contracts, which represent billings in excess of revenues that are recognized, increased by \$0.9 million in the year ended December 31, 2006, decreased by \$0.5 million in 2005 and increased by \$0.6 million in 2004.

Taxes paid were \$39.9 million as against a tax provision of \$43.3 million for the year ended December 31, 2006. Taxes paid were \$15.3 million as against a tax provision of \$15.7 million for the year ended December 31, 2005. Taxes paid were \$12.5 million as against a tax provision of \$14.8 million for the year ended December 31, 2004.

Other current liabilities and other liabilities decreased by \$16.0 million during the year ended December 31, 2006. The decrease in the year ended December 31, 2006 resulted from a \$6.7 million premium receivables on forward contracts, \$14.6 million payroll and related tax liability on account of payment and liability reversal and an increase of \$2.0 million leave encashment provision, \$0.9 million sales discount, \$0.2 million warranty provision, \$1.7 million pension benefit and \$0.5 million other current liabilities. Other current liabilities and other liabilities increased by \$7.3 million during the year ended December 31, 2005. The increase in the year ended December 31, 2005 resulted from a \$1.0 million leave encashment provision, a \$0.3 million pension benefit, a \$3.6 million payroll and related tax liability and corporate tax liability, \$1.3 million in advances from customers and \$0.7 million VAT payable. The increase in 2004 of \$10.6 million resulted from a \$1.3 million leave encashment provision, a \$1.0 million pension benefit, a \$8.2 million payroll and related tax liability and corporate tax liability and \$0.2 million of warranty costs.

The changes in the operating activities is in line with the growth in our revenues and volume of operations.

Net cash used in investing activities was \$155.4 million for the year ended December 31, 2006, \$111.7 million for 2005 and \$85.5 million for 2004. Net cash used in the acquisition of property, plant and equipment for the years ended December 31, 2006, 2005 and 2004 was \$48.5 million, \$48.9 million and \$21.1 million respectively. In 2006 and 2005 cash outflow was higher mainly on account of the purchases of new facilities and expansion of our existing facilities. Net purchases of investment securities were \$94.5 million for the year ended December 31, 2006. Additional purchase consideration to Cymbal shareholders for the year ended December 31, 2006 amounted to \$12.2 million. Net purchases of investment securities were \$57.2 million for the year ended December 31, 2005. Additional purchase consideration to Cymbal shareholders for the year ended December 31, 2005 amounted to \$5.6 million. Net cash used in investing activities in 2004 included \$32.5 million for the acquisition of Cymbal Corporation, net of cash acquired. Net purchase of investment securities was \$32.0 million in 2004.

Net cash used in financing activities was \$7.1 million for the year ended December 2006. Net cash provided by financing activities was \$112.0 million for the year ended December 2005. Net cash provided by financing activities was \$61.4 million for 2004. We paid \$8.6 million in dividends, including dividend tax

on our equity shares in the year ended December 31, 2006. We received net proceeds of \$1.8 million from our employee stock option plan during the year ended December 31, 2006. We paid \$6.5 million in dividends, including dividend tax on our equity shares in the year ended December 31, 2005. We received net proceeds of \$118.7 million from our initial offering of ADSs and our employee stock option plan during the year ended December 31, 2005. We received net proceeds of \$64.8 million from our initial public offering in India and our employee stock option plan during 2004. We also paid \$3.1 million towards dividend payouts on our equity shares in 2004.

We anticipate capital expenditures of between approximately \$150 million to \$175 million through 2008, principally to finance the construction of our new knowledge park facilities in Navi Mumbai and Chennai and other facilities and physical infrastructure in India. Estimated amounts remaining to be executed on such contracts (net of advances), aggregated approximately \$31.9 million at December 31, 2006. See Item 4.D. Information on the Company Property, plant and equipment. We believe that existing cash and cash equivalents and funds generated from operations will be sufficient to meet these requirements. However, we may significantly alter our proposed capital expenditures plans and, accordingly, may require additional financing to meet our requirements. We believe that a sustained reduction in IT spending, a longer sales cycle or an economic downturn in any of the various industry segments in which we operate, or a combination of these events, could result in a decline in our revenues and adversely affect our liquidity and capital resources.

#### **5.C. Research and development, patents and licenses, etc.**

Research and development expenditures for the years ended December 31, 2004, 2005 and 2006 were \$2.1 million, \$2.2 million and \$2.1 million, respectively. For a description of our research and development initiatives, see Item 4.B. Information on the Company Business Overview Innovation.

#### **5.D. Trend information**

Other than as described in Item 3.D. Key information Risk Factors , Item 4. Information on the Company and Item 5. Operating and Financial Review and Prospects and elsewhere in this Annual Report, to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on our revenues or income from continuing operations or profitability or liquidity or capital resources, or that could cause reported financial information not necessarily indicative of future operating results or financial condition.

#### **5.E. Off-balance sheet arrangements**

We currently do not engage in any off-balance sheet arrangements.

**5.F. Tabular disclosure of contractual obligations**

The following table sets forth our contractual obligations and commercial commitments to make future payments as of December 31, 2006. The following table excludes our accounts payable, accrued operating expenses and other current liabilities which are payable in the normal course of operations.

	Payments due as of December 31, 2006				More than 5 years
	Total (in millions)	Within 1 year	1-3 years	3-5 years	
Capital (Finance) Leases	\$ 0.7	\$ 0.3	\$ 0.4	\$ 0.0	
Operating Leases	\$ 11.8	\$ 4.9	\$ 5.4	\$ 1.5	\$ 0.0
Capital Commitment	\$ 31.9	\$ 24.2	\$ 7.7		
<b>Total Contractual Obligations(1)</b>	<b>\$ 44.4</b>	<b>\$ 29.4</b>	<b>\$ 13.5</b>	<b>\$ 1.5</b>	<b>\$ 0.0</b>

(1) In addition, pursuant to our agreement with Cymbal, we agreed to pay up to \$33.0 million as contingent consideration over a three year period ending on October 31, 2007. Of this, as of December 31, 2006 contingent consideration of up to \$20.2 million has been paid to the sellers of Cymbal.

**5.G. Safe Harbor**

This Annual Report contains forward-looking statements. See the section entitled Special Note regarding Forward Looking Statements.

**Recently Adopted Accounting Pronouncements under U.S. GAAP**

We adopted SFAS No. 123R, Share-Based Payment (SFAS No. 123R) effective January 1, 2006. This statement requires compensation expense relating to share-based payments to be recognized in net income using a fair value measurement method. Under the fair value method, the estimated fair value of awards is charged to income on an accelerated basis over the requisite service period, which is generally the vesting period. We elected the modified prospective method as prescribed in SFAS No. 123R and therefore, prior periods were not restated. Under the modified prospective method, this statement was applied to new awards granted after the time of adoption, as well as to the unvested portion of previously granted equity-based awards for which the requisite service had not been rendered as of January 1, 2006. The net effect of adopting this new standard was a reduction to the net income by \$3.3 million.

Prior to January 1, 2006, we accounted for share-based employee compensation under the provisions of SFAS No. 123 using the intrinsic value method prescribed by APB No. 25 and related interpretations. Under the intrinsic value method, no compensation expense was recognized for stock options, as the exercise price of employee stock options equated the market value of our stock on the date of grant.

The Financial Accounting Standards Board ( FASB ) issued FASB Interpretation No. 48 Accounting for Uncertainty in Income Taxes ( FIN 48 ) in June 2006. FIN 48 clarifies the accounting for uncertainty in income taxes recognised in an enterprise's financial statements in accordance with FASB Statement No. 109 Accounting for Income Taxes . This Interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Interpretation also provides guidance on recognition, classification, interest, penalties, accounting in interim periods, disclosure and transition. The Interpretation is effective for fiscal years beginning after December 15, 2006. The differences, if any between the amounts recognized in the statements of financial position prior to the adoption of FIN 48 and the amounts reported after adoption will be accounted for as a cumulative-effect adjustment recorded to the beginning balance of retained earnings. We adopted the provisions FASB Interpretation No. 48 Accounting for Uncertainty in Income Taxes (FIN 48) on January 1, 2007. As a result of the

implementation of FIN 48, we recognized no material adjustment in the liability for unrecognized income tax benefits. At the adoption date of January 1, 2007 we had \$35.7 million of gross unrecognized tax benefits arising out of tax position taken for period starting April 1, 2005, all of which would affect the effective tax rate if recognized.

In September 2006, the SEC staff issued Staff Accounting Bulletin No. 108 ( SAB 108 ). SAB 108 provides guidance on the consideration of the effects of prior year misstatements in quantifying current year misstatements for the purpose of a materiality assessment. Registrants electing not to restate prior periods should reflect the effects of initially applying the guidance in Topic 1N in their annual financial statements covering the first fiscal year ending after November 15, 2006. The cumulative effect of the initial application should be reported in the carrying amounts of assets and liabilities as of the beginning of that fiscal year, and the offsetting adjustment should be made to the opening balance of retained earnings for that year. Registrants should disclose the nature and amount of each individual error being corrected in the cumulative adjustment.

The disclosure should also include when and how each error being corrected arose and the fact that the errors had previously been considered immaterial. Early application of the guidance in Topic 1N is encouraged in any report for an interim period of the first fiscal year ending after November 15, 2006, filed after the publication of this Staff Accounting Bulletin. Adoption of this guidance does not have any impact on the financial statements..

The Financial Accounting Standards Board ( FASB ) issued SFAS No. 157 Fair Value Measurements (SFAS No. 157) in September 2006. SFAS No. 157 establishes a framework for measuring fair value and expands disclosures about fair value measurements. The changes to current practice resulting from the application of this Statement relate to the definition of fair value, the methods used to measure fair value, and the expanded disclosures about fair value measurements. The Statement is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. We are currently evaluating the impact that is expected to result from the adoption of this standard

The Financial Accounting Standards Board ( FASB ) issued SFAS No. 158 Employer's Accounting for Defined Benefit Pension and Other Postretirement Plans (SFAS No. 158) in September 2006. SFAS 158 requires an employer to recognize the over funded or under funded status of a defined benefit plan as an asset or liability with changes in that funded status recognized through comprehensive income; and measure the funded status of a plan as of the year-end date. Effective December 31, 2006, we adopted the recognition and disclosure provisions of SFAS No. 158. The adoption of SFAS No. 158, had no effect on the Company's net income, however it was effected via a gross charge to accumulated other comprehensive income under stockholders' equity of \$1.2 million net of related deferred income tax of \$0.3 million.

#### **Critical Accounting Policies**

We consider the policies discussed below to be critical to an understanding of our financial statements as their application places the most significant demands on management's judgment, with financial reporting results relying on estimates about the effect of matters that are inherently uncertain. Specific risks for these critical accounting policies are described in the following paragraphs. For these policies, future events may not develop as forecast, and estimates may require revision.

#### ***Estimates***

We prepare financial statements in conformity with U.S. GAAP, which requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the financial reporting period. We primarily make estimates related to contract costs expected to be

incurred to complete development of software, allowances for doubtful accounts receivable, our future obligations under employee retirement and benefit plans, useful lives of property, plant and equipment, deferred tax assets and liabilities and provisions for contingencies and litigation.

We continually evaluate these estimates and assumptions based on the most recently available information, our own historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from those estimates.

### ***Revenue Recognition***

We recognize revenues by following specific and applicable accounting guidelines in measuring revenue. These guidelines require us to make certain judgments that affect recognized and unrecognized revenue. Judgments involve the method of recognizing revenue, costs and time required to complete projects for our clients. Revenue results are difficult to predict, and any shortfall in revenue or delay in recognizing revenue could cause our operating results to vary significantly from quarter to quarter.

We currently are in the software services business and, to a lesser extent, in business process outsourcing. Our revenues from software services are derived by providing the following services:

- custom application development;
- application maintenance and support;
- packaged software implementation;
- infrastructure management services;
- product engineering;
- business process outsourcing; and
- quality assurance services.

### ***Software Services***

We derive our revenues primarily from software services. Revenue is recognized when there is persuasive evidence of a contractual arrangement with customers, the sales price is fixed or determinable and collectibility is reasonably assured. Our software services contracts are either on a fixed-price or on a time and material basis. Currently a majority of revenues are derived on time and material basis. Revenues earned from services performed on a time and material basis are recognized as the services are performed. Our fixed-price contracts include application maintenance and support services, on which revenue is recognized on a straight line basis over the term of maintenance. Our other fixed-price contracts are recognized on a percentage of completion basis.

Guidance has been drawn from paragraph 95 of Statement of Position ( SOP ) 97-2, Software Revenue Recognition to account for revenue from fixed price arrangements for software development and related services in conformity with SOP-81-1 ( Accounting for Performance of Construction Type and Certain Production Type Contracts ). The input method has been used because management considers this to be the best available measure of progress on these contracts as there is a direct relationship between input and productivity.

We review the estimated revenues and estimated costs on each project at the end of each reporting period. Any revisions to existing estimates are made when required by management having the relevant authority. As part of the review process, management regularly compares and analyzes the actual costs and

the estimate of costs to complete the projects to the original estimated costs and the total contract price with revisions to estimates reflected in the period in which changes become known. To date, we have not incurred a material loss on any contracts executed on a fixed-price basis. However, as a policy, provisions for estimated losses on such engagements will be made during the period in which a loss becomes probable and can be reasonably estimated.

We charge direct and incremental contract origination and set up costs incurred in connection with application maintenance and support services to expense as incurred. We defer these costs only in situations where there is a contractual arrangement establishing a customer relationship for a specific period. The costs to be deferred are limited to the extent of future contractual revenues. Further, we defer and recognize revenue attributable to set up activities over the periods that the related fees are earned, as services performed during such periods do not result in separate earnings process.

We generally provide our clients with a one- to three-month warranty as post-sale support. Costs associated with such services are accrued based on management's estimates and historical data at the time related revenues are recorded. We use our past experience relating to actual warranty costs incurred on similar kinds of projects in order to estimate future warranty costs.

We grant volume discounts to certain customers, which are computed based on a pre-determined percentage of the total revenues from those customers during a specified period, pursuant to the terms of the contract. These discounts are earned only after the customer has generated a specified cumulative level of revenues in the specified period. The discounts can be utilized by the customer in the form of free services i.e., the customer can get the service without paying up to the discount amount.

We estimate the total number of customers that will ultimately earn these discounts, based on which a portion of the revenue on the related transactions is allocated to the free services that will be delivered in the future. The amount of revenue to be allocated to the free services is based on the relative fair value of the free services.

Historically, changes in estimates of warranty costs and volume discounts have not had a material impact on our financial statements.

We include reimbursement of out-of-pocket expenses received from customers as part of revenues.

#### ***Business Process Outsourcing***

Revenue from business process outsourcing is recognized on the proportionate performance method.

#### ***Business Combinations, Goodwill and Intangible Assets***

We account for business combinations in accordance with SFAS 141, *Business Combinations*, which requires that the purchase method of accounting be used for all business combinations. SFAS 141 requires intangible assets acquired in a business combination to be recognized and reported separately from goodwill. Accounting for contingent consideration based on earnings or other performance measures is a matter of judgment that depends on the relevant facts and circumstances. If the substance of the contingent consideration is to provide compensation for services, use of property, or profit sharing, we account for the additional consideration as an expense of the appropriate period. Otherwise, the additional consideration paid is recorded as an additional cost of the acquired business.

Goodwill represents the cost of the acquired businesses in excess of the fair value of identifiable tangible and intangible net assets purchased. We generally seek the assistance of independent valuation experts in determining the fair value of the identifiable tangible and intangible net assets of the acquired business. We assign all the assets and liabilities of the acquired business, including goodwill, to reporting units in accordance with SFAS 142, *Goodwill and Other Intangible Assets*.

We test goodwill for impairment at least on an annual basis. In this process, we rely on a number of factors including operating results, business plans and future cash flows. Recoverability of goodwill is evaluated using a two-step process. The first step involves a comparison of the fair value of a reporting unit with its carrying value. The fair value of a reporting unit is determined using the income approach. If the carrying value of the reporting unit exceeds its fair value, the second step of the process involves a comparison of the implied fair value and carrying value of the goodwill of that reporting unit. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination. If the carrying value of the goodwill of a reporting unit exceeds the fair value of that goodwill, an impairment loss is recognized in an amount equal to the excess. Goodwill of a reporting unit will be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of the reporting unit below its carrying amount.

We amortize intangible assets over their respective individual estimated useful lives in proportion to the economic benefits consumed in each period. Our estimates of the useful lives of identified intangible assets are based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

We evaluate intangible assets for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying value of the assets exceeds the fair value of the assets.

In evaluating goodwill and intangible assets for impairment, we may seek the assistance of independent valuation experts, perform internal valuation analyses and consider other information that is publicly available. The results of our evaluation may be dependent on a number of factors including estimates of future market growth and trends, forecasted revenue and costs, discount rates and other variables. While we use assumptions which we believe are fair and reasonable, future results may differ from the estimates arrived at using the assumptions.

#### ***Income Taxes***

As part of our financial reporting process, we are required to estimate our liability for income taxes in each of the tax jurisdictions in which we operate. This process requires us to estimate our actual current tax exposure together with an assessment of temporary differences resulting from differing treatment of items, such as depreciation on property, plant and equipment, for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within our balance sheet.

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of changes in tax rates is recognized in results of operations in the period that includes the enactment date. We must then assess the likelihood that our deferred tax assets will be recovered from future taxable income and to the extent we believe that recovery is not likely, we must establish a valuation allowance. To the extent we establish a valuation allowance or increase this allowance in a period, we must include an expense within the tax provision in the statement of operations.

Our deferred tax liabilities mainly arise from taxable basis differences in intangible assets and undistributed earnings of branch, property, plant and equipment, unrecognized gain in available for sale

securities and costs and estimated earnings in excess of billings on completed contracts. Our deferred tax assets comprise assets arising from our accrued expenses, provisions for doubtful accounts receivable and from ultimate realization of the tax asset that may be dependent on the availability of future capital gains. We assess the likelihood that our deferred tax assets will be recovered from future taxable income. This assessment takes into consideration tax planning strategies, including levels of historical taxable income and assumptions regarding the availability and character of future taxable income over the periods in which the deferred tax assets are deductible. We believe it is more likely than not that we will realize the benefits of those deductible differences in the future, net of the existing valuation allowance at December 31, 2006. The ultimate amount of deferred tax assets realized may be materially different from those recorded, as influenced by potential changes in income tax laws in the tax jurisdictions where we operate, or future changes in operating results.

To the extent we believe that realization of a deferred tax asset is not likely, we establish a valuation allowance or increase this allowance in an accounting period and include an expense within the tax provision in our statements of income. Upon our acquisition of Cymbal, we were entitled to utilize tax benefits on carry forward business losses of Cymbal. Based on preliminary projections of future taxable income and tax planning strategies, we believed that there existed significant uncertainty regarding realization of tax benefits on the carry forward losses. Consequently, we recorded a valuation allowance for the carry forward business losses of Cymbal. In 2005, we evaluated the expected realisation of such carry forward losses and available tax planning strategies and believed that the we would make sufficient profits in future years to set off the carry forward losses. Accordingly, the valuation allowance has been reversed and adjusted against goodwill. In the year 2006, valuation allowance was recorded on the business loss of our Japan branch.

#### ***Stock-based compensation***

We adopted SFAS 123R, Share-Based Payment (SFAS 123R) effective January 1, 2006. This statement requires compensation expense relating to share-based payments to be recognized in net income using a fair value measurement method. Under the fair value method, the estimated fair value of awards is charged to income on an accelerated basis over the requisite service period, which is generally the vesting period. We elected the modified prospective method as prescribed in SFAS 123R and therefore, prior periods were not restated. Under the modified prospective method, SFAS 123R was applied to new awards granted after the time of adoption, as well as to the unvested portion of previously granted equity-based awards for which the requisite service had not been rendered as of January 1, 2006. We granted stock options under the Patni ESOP 2003 ..

The fair value of each option is estimated on the date of grant using the Black-Scholes model.

Prior to the adoption of SFAS 123R, we were required to record benefits associated with the tax deductions in excess of recognized compensation cost as an operating cash flow. However SFAS 123R requires that such benefits be recorded as a financing cash inflow.

#### ***Derivatives and Hedge Accounting***

We enter into forward foreign exchange contracts to mitigate the risk of changes in foreign exchange rates on intercompany transactions and forecasted transactions denominated in certain foreign currencies. We designate the forward contracts in respect of forecasted transactions, which meet the hedging criteria, as cash flows hedges. Changes in the derivative fair values that are designated, effective and qualify as cash flow hedges, under SFAS 133, *Accounting for Derivative Instruments and Hedging Activities*, are deferred and recorded as a component of accumulated other comprehensive income until the hedged transactions occur and are then recognized in the consolidated statements of income. Changes in fair value for derivatives not designated as hedging instruments and ineffective portion of the hedging instruments are



recognized in consolidated statements of income in the current period. We assess the hedge effectiveness at the end of each reporting period and recognize the ineffective portion in the consolidated statements of income.

In respect of derivatives designated as hedges, we formally document all relationships between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. We also formally assesses, both at the inception of the hedge and on an ongoing basis, whether each derivative is highly effective in offsetting changes in fair values or cash flows of the hedged item. If it is determined that a derivative is not highly effective as a hedge, or if a derivative ceases to be a highly effective hedge, we will, prospectively, discontinue hedge accounting with respect to that derivative.

Hedge ineffectiveness could result from forecasted transactions not happening in the same amounts or in the same periods as forecasted or changes in the counterparty credit rating. Further, change in the basis of designating forward contracts as hedges of forecasted transactions could alter the proportion of forward contracts which are ineffective as hedges. Hedge ineffectiveness increases volatility of the consolidated statements of income since the changes in fair value of an ineffective portion of forward contracts is immediately recognized in the consolidated statements of income.

As of December 31, 2006, there were no gains or losses on derivative transactions or portions thereof that were either ineffective as hedges, excluded from the assessment of hedge effectiveness, or associated with an underlying exposure that did not occur.

### ***Commitments and Contingencies***

Liabilities for loss contingencies arising from claims, assessments, litigations, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment and/or remediation can be reasonably estimated.

## **ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

### **6.A. Directors and senior management**

The following table sets forth details regarding our board of directors and executive officers:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Mr. Narendra K. Patni(1)(4)(5)(7)	65	Director (Chairman) and Chief Executive Officer
Mr. Gajendra K. Patni(1)(8)	66	Executive Director
Mr. Ashok K. Patni(1)(9)	55	Executive Director
Dr. Michael A. Cusumano(3)(11)	52	Director
Mr. Arun Duggal(2)	60	Director
Mr. William O. Grabe(5)(6)(10)(11)	69	Director
Mr. Arun Maira (3)(5)(11)	63	Director
Mr. Pradip Shah(2)	55	Director
Mr. Louis T. van den Boog(2)	53	Director
Mr. Ramesh Venkateswaran(3)(11)	54	Director
Mr. Russel Boekenkroeger	61	Executive Vice President
Mr. Neeraj Gupta	39	Executive Vice President
Mr. Satish M. Joshi	51	Executive Vice President and Chief Technology Officer
Mr. Vijay P. Khare	49	Executive Vice President and Chief Delivery Officer and Chief Administrative Officer
Mr. Mrinal R. Sattawala	52	Chief Operating Officer

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- (1) Mr. Narendra K. Patni, Mr. Gajendra K. Patni and Mr. Ashok K. Patni are brothers.
- (2) Member of the Audit committee.
- (3) Member of the Compensation and Remuneration committee.
- (4) Permanent invitee of the Compensation and Remuneration committee.
- (5) Member of the Shareholder and Investor Grievances committee.
- (6) Our Articles of Association provide that the board can appoint an alternate director pursuant to the provisions of the Indian Companies Act. Mr. Abhay Havaldar is presently the alternate director to Mr. William O. Grabe.
- (7) Mr. Narendra K. Patni is the nominee of the NKP Group.
- (8) Mr. Gajendra K. Patni is the nominee of the GKP Group.
- (9) Mr. Ashok K. Patni is the nominee of the AKP Group.
- (10) Mr. Grabe is the nominee for General Atlantic.
- (11) Member of the Corporate Governance and Nomination committee.

#### **Board of Directors and Executive Officers**

*Mr. Narendra K. Patni*, Chairman and CEO, is one of the founders of our company. Mr. Patni has a Master's degree in Electrical Engineering from the Massachusetts Institute of Technology, or MIT, and a Master's degree in Management from the Sloan School of Management at MIT. He also has a Bachelor's degree in Electrical Engineering from IIT, Roorkee. As an entrepreneur, he has played an integral role in the development of the Indian IT industry through his various ventures. Mr. Patni was instrumental in initiating the offshore outsourcing business model for the software industry. Prior to founding his first company, Data Conversion Inc. (now our U.S. subsidiary Patni Computer Systems, Inc.) in 1972, he was President and Director of the Forrester Consulting Group and was previously with the U.S. Trust Company of New York and was a consultant to Arthur D. Little, Inc. Mr. Patni as a nominee of the NKP Group, is not required to retire by rotation.

*Mr. Gajendra K. Patni*, Executive Director, is one of the founders of our company. Mr. Patni has a Chemical Engineering background and has over 35 years of experience in finance, banking, legal and personnel functions. He has contributed significantly in the past to the growth of the computer rental business of our company, which led to the formation of PCS Data Products (PCSDP) in 1981, and PCS Data General (PCSDG) in 1987. These companies were merged to form what is now PCS Technology Limited in 1994. Mr. Patni is a Joint Managing Director of PCS Technology Limited. Previously he was the Managing Director of Industrial Oxygen Company Limited. Mr. Patni as a nominee of the GKP Group, is not required to retire by rotation.

*Mr. Ashok K. Patni*, Executive Director, is one of the founders of our company. Mr. Patni is a Mechanical Engineer from IIT, Mumbai. Mr. Patni has over 22 years of experience in computer hardware and systems software. Mr. Patni has

contributed significantly in the past to the growth of the hardware business of our company which led to the formation of PCSDP in 1981, and PCSDG in 1987. These companies were merged to form what is now PCS Technology Limited in 1994. He is a Joint Managing Director of PCS Technology Limited. Mr. Patni as a nominee of the AKP Group, is not required to retire by rotation.

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*Dr. Michael A. Cusumano* has been a director since April, 2004. Dr. Cusumano has a B.A. degree from Princeton University and a PhD from Harvard University. Dr. Cusumano completed a postdoctoral fellowship in Production and Operations Management at the Harvard Business School. Dr. Cusumano is the Sloan Management Review Distinguished Professor at MIT's Sloan School of Management. He has published eight books and is a director of Coral Networks. Dr. Cusumano's term of office expires in 2007, but he is eligible for reappointment.

*Mr. Arun Duggal* has been a director since November, 2003. Mr. Duggal has a Bachelor's degree in Mechanical Engineering from IIT, Delhi, and a post graduate diploma in management from IIM, Ahmedabad. Mr. Duggal has over 25 years experience with Bank of America, in positions including Managing Director of Bank of America in India and Chief Executive Officer of Bank of America Asia, Hong Kong. He was most recently Chief Financial Officer of HCL Technologies Limited. Mr. Duggal is currently a director of a number of other companies including Blackstone Investment Company Private Limited, Transparency International, Fidelity Fund Management Private Limited, FourS Services, Punjab Tractors Ltd, Petronet LNG Ltd, Jubilant Energy Limited, Canada, Bellwether Microfinance Company Ltd, Matrix Laboratories Limited and Info Edge (India) Pvt. Ltd. In addition, Mr. Duggal is a former special advisor to General Atlantic. See Relationship with General Atlantic below. Mr. Duggal's term of office expires in 2008, but he is eligible for reappointment.

*Mr. William O. Grabe* has been a director since September, 2002. Mr. Grabe has a BS degree in Engineering from New York University and an MBA from the University of California, Los Angeles. Since 1992, Mr. Grabe has been a managing director at General Atlantic LLC, a worldwide private equity firm. Prior to that, he was a Vice President of IBM and held various positions, the last of which was head, North America Sales and Marketing. He is a director of various companies in which General Atlantic has investments, including Ai Metrix, Bottomline Technologies, Digital China Holdings, Lifecare and LHS GmbH, and is also a director of Compuware Corporation and Gartner, Inc. General Atlantic is one of our principal shareholders, with a shareholding of 16.52%. See Item 7. Major Shareholders and Related Party Transactions and Relationship with General Atlantic below. Mr. Grabe's term of office expires in 2008, but he is eligible for reappointment.

*Mr. Arun Maira* has been a director since June, 2006. Mr. Maira received his bachelors and masters degrees in Physics from St. Stephen's College, Delhi University. He worked for 25 years in several senior positions in the Tata Group, India's premier industrial conglomerate. Prior to joining Boston Consulting Group in India, he worked in the USA with Arthur D. Little, the international consulting company, for 10 years where he served as Leader of its Global Organisation Practice and Managing Director of Innovation Associates, its subsidiary. Mr. Maira's term of office expires in 2009, but he is eligible for reappointment.

*Mr. Pradip Shah* has been a director since November, 2003. Mr. Shah is a Chartered Accountant, has an MBA from the Harvard Graduate School of Business and a degree from The Institute of Cost and Works Accountants of India. Mr. Shah was responsible for introducing credit ratings in India and is a founder of CRISIL Limited. Mr. Shah is currently the Chairman of the Board at IndAsia Fund Advisors Private Limited. His directorships in other companies include AMP IndAsia Fund Advisors (Mauritius) Limited, Asset Reconstruction Company (India) Limited, BASF India Limited, Bombay Stock Exchange Limited, Godrej & Boyce Mfg Limited, Gokaldas Exports Limited, Hardy Oil & Gas Limited, IndAsia Fund Advisors Private Limited, Matsushita Lakhnapal Battery India Limited, Pfizer Limited, Shah Foods Limited, Sonata Software Limited, Supra Advisors (BVI) Limited (British Virgin Islands), The Shipping Corporation of India Limited, Taib Bank EC, Wartsila India Limited, Grindwell Norton Limited and Vakrangee Softwares Limited. Mr. Shah's term of office expires in 2009, but he is eligible for reappointment.

*Mr. Louis T. van den Boog* has been a director since March, 2005. Mr. van den Boog has a Master's degree in Business Economics and in Public Accounting from the Free University in Amsterdam.



Mr. van den Boog is an IT industry veteran with approximately 20 years experience in the software industry, as well as extensive experience in mergers and acquisitions, public offerings and private equity and venture capital fundings. Mr. van den Boog has supported a series of European and U.S. portfolio companies, in particular as a director of Metapath Software International, GWI AG, abaXX Technology AG and other software and services companies looking to expand internationally. Mr. van den Boog was previously with Oracle Corporation where he helped to build the European operations of the company. Mr. van den Boog is a former special advisor to General Atlantic. See Relationship with General Atlantic below. Mr. van den Boog's term of office expires in 2007, but he is eligible for reappointment.

**Mr. Ramesh Venkateswaran** has been a director since November, 2003. Mr. Venkateswaran has a Bachelor's degree in Mechanical Engineering from IIT, Mumbai and a post graduate diploma in management from IIM, Bangalore. Mr. Venkateswaran is a Management Consultant and is currently the Managing Director of Almak Management Services Private Limited. He is a visiting professor of Marketing at the Indian Institute of Management, Bangalore. He is also a founder member of a non profit organization, Vishwas. Mr. Venkateswaran's term of office expires in 2010, but he is eligible for reappointment.

For more information on our Board of Directors, please see Item 10.B. Additional Information Board of Directors.

**Mr. Russell Boekenkroeger** is our Executive Vice-President and has been with Patni for four years. Mr. Boekenkroeger has a Bachelor's degree in Government from Franklin & Marshall College, a Master's degree in Urban and Regional Planning and a Master's degree in Civil Engineering from the University of Pittsburgh. He is responsible for the Regional Operations of the U.S. and for Merger & Acquisition activities. Additionally, he oversees the Product Engineering Services and the Independent Software Vendors business units, besides the Engineering Services center of excellence. He has over 25 years of experience in managing large global product development organizations, shared services operations, international business and product marketing while serving in a variety of executive management positions at Computervision, Prime Computer and PTC. He has also served as an advisor to companies from a wide range of industries around the world, on business and technology matters.

**Mr. Neeraj Gupta**, is our Executive Vice-President and has been with Patni since November 2004. Mr. Gupta has a Bachelor's degree in Electronics & Communications Engineering from Punjab Engineering College, India and a Master's degree in Electrical Engineering from the University of Alabama, USA. His responsibilities includes overseeing Telecom and Growth Industry business units. Mr. Gupta has had over fifteen years of proven leadership experience, including managing product management, professional services and engineering teams at various leading technology companies including Octel Communications, Lucent Technologies, Genesys Telecom, and Alcatel. Previously, he was Chief Executive Officer of Patni Telecom (formerly Cymbal), a US based IT services Company, which he led from start-up to successful exit.

**Mr. Satish M. Joshi** is our Executive Vice President and Chief Technology Officer and he has been at Patni for 23 years. Mr. Joshi has a Bachelor's degree in Electrical Engineering and a Master's degree in Computer Science from IIT, Mumbai. His responsibilities include supervision of the Manufacturing business unit and all horizontal business units, namely BPO, Enterprise Application Solutions and Infrastructure Management Services. He also oversees several corporate shared services departments, namely Products and Technology Initiatives, Quality Processes & Delivery Innovation, and IT Infrastructure Management, besides the IT Governance center of excellence. Prior to Patni, Mr. Joshi worked with the Tata Institute of Fundamental Research in areas including concurrent programming languages, storage techniques for large databases, compiler optimization and data communication networks.

*Mr. Vijay P. Khare* is our Executive Vice President and Patni's Chief Administrative Officer (CAO) and Chief Delivery Officer (CDO) and he has been employed with Patni for 27 years. Mr. Khare has a Bachelor's degree in Engineering from the Regional Engineering College, Nagpur and a Masters degree in Computer Science from IIT, Mumbai. His responsibilities include top level control of key operation metrics across the organization and global delivery coordination. He additionally has responsibility for Centers of Excellence namely Verification & Validation, Business Intelligence and Database Administration; besides that for Quality Assurance; Human Resources; CIO; Patni Academy for Competency Enhancement; and the Global Resource Pool. Mr. Khare began his career with Patni in 1980. During his initial years, he worked on several projects in areas like distribution, manufacturing, and office automation in technologies ranging from Data General to Unix and IBM. He was later involved in the customer relationship management of several accounts including Data General, Waterland BV, and RBS. He managed the General Electric relationship from 1995 to 2000.

*Mr. Mrinal R. Sattawala* was appointed as our Chief Operating Officer with effect from May 4, 2006. Prior to this, he was designated as Executive Vice-President and Global Sales and Marketing Coordinator and has been with Patni for 20 years. He is also directly responsible for the Sales and Operations of the Europe and APAC regions, besides overseeing Global Sales & Marketing, and the Insurance and Financial Services business units. Mr. Sattawala is an electrical engineer from IIT, Mumbai, and he also received his MBA in 1979 from MacMaster University, Canada. Mr. Sattawala has over 26 years of experience in the IT industry. Prior to Patni, Mr. Sattawala worked with Computer Maintenance Corporation and the ICI group of companies in India.

*Mr. Surjeet Singh* is our Chief Financial Officer (CFO). Before his appointment as CFO in 2006, he headed the Mergers & Acquisitions function and prior to this, he was the CFO at Cymbal Corporation which he co-founded and which has since been acquired by Patni. His responsibilities include managing global financial operations, corporate finance, treasury, global reporting and international taxation, financial and business planning, and enterprise-wide risk management. Mr. Singh has around two decades of multi-industry global experience in senior management roles at leading finance, business planning and global supply chain functions. He has a successful track record of building finance as a key business enabler, fostering collaboration in large and mid-sized culturally diverse, global and matrixed organizations. Mr. Singh holds a B.S. in Finance and Accounting from the University of Pune and is a fellow of the Institute of Costs and Works Accountants, India and AICPA, USA.

#### **6.B. Compensation**

During fiscal 2006, the aggregate annual compensation paid or payable by us and our subsidiaries to our executive directors and executive officers was approximately \$4,262,700; (including Mr. N. K. Patni \$1,282,887; Mr. G. K. Patni Rs. 19,957,535 (\$440,535); Mr. A. K. Patni Rs. 19,869,709 (\$438,596); Mr. Russel Boekenkroeger \$228,828; Mr. Neeraj Gupta \$451,039; Mr. S. M. Joshi Rs. 8,648,177 (\$190,897); Mr. V. P. Khare Rs. 8,282,047 (\$182,815); Mr. Mrinal Sattawala \$711,763 and Mr. Surjeet Singh- \$335,340. In addition to receiving annual base compensation, some members of our executive management, under Indian laws and regulations, are eligible for grants under the Employee Stock Option Plan (described below).

Our independent directors on the board are each entitled to \$40,000 annually in addition to actual boarding and lodging expenses and sitting fees for attending board and committee meetings.

#### **Service Agreements**

Mr. Narendra K. Patni is our Chairman and Chief Executive Officer. He is also the President and Chief Executive Officer of Patni Computer Systems, Inc, our U.S. subsidiary, pursuant to an employment agreement with Patni Computer Systems, Inc. dated December 1, 2000, and as amended on August 29,





2003. The employment agreement has an initial term until December 31, 2008. Mr. Patni's annual base salary under the agreement is \$500,000 for the first year of the initial term, after which time it is increased by 10% of the then current annual base salary per year. Mr. Patni does not receive a separate fee for attending board meetings. The agreement may be extended after the initial term at Mr. Patni's option, on terms and conditions at least as favorable or as are otherwise mutually agreed between Mr. Patni and the board of directors. The agreement can be terminated by the board of directors only after the initial term expires. In the event of termination, Mr. Patni is entitled to a lump sum severance payment equal to five times his then most recent annual base salary.

We have entered into a consultancy agreement with Patni Computer Systems, Inc. dated October 24, 2000, and as amended on August 19, 2003, pursuant to which Mr. Narendra K. Patni has been seconded to us to act as our Chairman and CEO. Our Articles provide that as long as our consultancy agreement with Patni Computer Systems, Inc. is in effect, Mr. Narendra K. Patni shall continue to be the CEO of the Company. In addition, our Articles of Association also provide that so long as Mr. Narendra K. Patni is the CEO, he has the right to appoint and remove all of our key senior personnel and senior management following consultation with General Atlantic. Our board of directors has approved the extension of the consultancy agreement to December 31, 2010.

We have entered into employment agreements with each of Mr. Gajendra K. Patni and Mr. Ashok K. Patni to be appointed as executive director on similar terms. Each agreement had an initial term which expired on October 23, 2005. Our board of directors had resolved that, in accordance with our Articles and subject to the provisions of the Indian Companies Act and approval of our shareholders, to reappoint each of Messrs. Gajendra K. Patni and Ashok K. Patni as our executive directors for a further period of five years commencing October 24, 2005. Our shareholders at the Annual General Meeting held on June 21, 2006 approved these re-appointments for a further period of five years beginning October 24, 2005. Under the terms of the extended agreements, the executive directors are entitled to an annual base compensation of Rs. 9,663,060 (\$215,021) per annum from October 2005, which amount is subject to an upward adjustment of 10% of the previous year's salary. The executive directors are also entitled to medical insurance, allowances for housing, travel and leave and pension and retirement benefits. They do not receive any separate fees for attending board meetings. Subject to our Articles and the provisions of the Indian Companies Act, in the event of termination, each agreement provides that the executive director shall receive a lump sum severance payment equal to five times the annual salary plus house rent allowance.

#### **Relationship with General Atlantic**

Our largest shareholder is General Atlantic Mauritius Limited, a Mauritius company formed by General Atlantic LLC, or General Atlantic, for purposes of this section. General Atlantic is a private equity firm that focuses on the information technology, process outsourcing and communications industries.

One of our directors, Mr. William O. Grabe, has been a managing director of General Atlantic since 1992. In addition, Mr. Arun Duggal and Mr. Louis T. van den Boog were the former special advisors to General Atlantic. Special advisors are persons with industry and/or geographic expertise that provide, on a part-time basis, a range of advisory services to General Atlantic in different parts of the world. These services range from identifying new investment opportunities to assisting in the preparation of investment proposals, serving on the boards of portfolio companies and providing strategic advice to such portfolio companies. Special advisors are not directors, managing directors, general partners, executive officers or employees of General Atlantic or any of its affiliates, and do not have any other formal association with General Atlantic, except that they enter into consulting agreements with General Atlantic under which they receive a cash retainer and/or are granted the right to co-invest in one or more of the General Atlantic investment vehicles.

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Mr. Arun Duggal served as a special advisor from October 2003 to December 2005. He received an annual cash retainer of \$150,000 and had the right to invest as a limited partner in various General Atlantic investment vehicles.

Mr. van den Boog served as a special advisor from 1996 to 2004. Pursuant to past co-investment rights, Mr. van den Boog invested in various General Atlantic investment vehicles, including one that is an investor in General Atlantic Mauritius Limited, as a result of which he has an approximate 0.2% ownership interest in General Atlantic Mauritius Limited. General Atlantic loaned certain amounts to Mr. van den Boog for purposes of such investments, of which approximately \$355,127 is outstanding.

We have no financial or other obligations in respect of the status of Messrs. Duggal or van den Boog, former special advisors, and General Atlantic has informed us that no compensation, loans or investment opportunities provided to these individuals are related in any way to our operating or financial performance or the value of our equity shares or ADSs.

### Provident Fund

All of our eligible employees receive provident fund benefits through a defined contribution plan in which both the employee and employer make monthly contributions to the plan of 12% each of the covered employee's defined portion of salary. We have no further obligations under the plan beyond the monthly contribution. We contribute to the Provident Fund Plan maintained by the Government of India. We contributed \$1,765,281, \$2,613,644 and \$3,895,116 to the Provident Fund Plan in 2004, 2005 and 2006.

### Benefits

In 2006, we provided approximately \$0.9 million for pension, retirement or similar benefits to our directors and executive officers.

### Options

Set forth below is information concerning options granted to directors and executive officers. The term of stock options granted to our directors and executive officers will expire on completion of five years from the date of vesting. As of June 1, 2007, our directors and executive officers as a group (directly and indirectly) were granted options under our Employee Stock Option Plan to exercise 1,535,600 of our equity shares, representing less than 1% of our share capital on the following terms:

Name	Exercise Price Per Share	Number of Shares under Option	Expiration Date
Dr. M. Cusumano	Rs. 254/381/458/455	20,000/5,000/5,000/5,000	(1) 2010/2011/2012/2013 (1)
Mr. A. Duggal	Rs. 254/381/458/455	20,000/5,000/5,000/5,000	(1) 2010/2011/2012/2013 (1)
Mr. P. Shah	Rs. 254/381/458/455	20,000/5,000/5,000/5,000	(1) 2010/2011/2012/2013 (1)
Mr. L. van den Boog	Rs. 381/ 458/455	20,000/5,000/5,000	(2) 2011/2012/2013 (1)
Mr. R. Venkateswaran	Rs. 254/381/458/455	20,000/5,000/5,000/5,000	(1) 2010/2011/2012/2013 (1)
Mr. S. Joshi	Rs. 145/338	62,000/100,000	(3) 2009/2010 (3)
Mr. V. Khare	Rs. 145/338	63,300/100,000	(3) 2009/2010 (3)
Mr. M. Sattawala	Rs. 145/338/376	58,300(3)/100,000(3)/350,000	(4) 2009(3)/2010(3)/2012 (4)
Mr. R. Boekenkroeger	Rs. 145/458	50,000/100,000	(5) 2009/2012 (5)
Mr. N. Gupta	Rs. 451/493/385	24,000/11,000/150,000	(6) 2011/2012/2012 (6)
Mr. S. Singh	Rs. 451/493/336	11,000/11,000/1,50,000	(7) 2011/2012/2012 (7)
Mr. Arun Maira	Rs. 336/455	20,000/5,000	(7) 2011/2013 (8)

(1) Options will vest in four equal instalments, i.e. 25% each year, and expiry date in respect of the four grants will be from 2010 to 2013, 2011 to 2014, 2012 to 2015 and 2013 to 2016, respectively.

(2) Options will vest in four equal instalments, i.e. 25% each year, and expiry date in respect of two grants will be from 2011 to 2014, 2012 to 2015 and 2013 to 2016, respectively.

(3) Options will vest in four equal instalments, i.e. 25% each year, and expiry date in respect of the two grants will be from 2009 to 2012 and 2010 to 2013, respectively.

(4) Out of 350,000 options granted in May 2006, 150,000 options will vest in four equal installments i.e. 25% each year, and expiry date will be 2012 to 2015. The balance 200,000 options granted in May 2006 will vest in four years depending upon the performance of the Company for which Mr. Sattawala is responsible as Chief Operating Officer (COO) of the business units of the Company. These options will expire at the end of five years from the date of vesting.

(5) Options will vest in four equal instalments, i.e. 25% each year, and expiry date in respect of two grants will be from 2009 to 2012 and 2012 to 2015, respectively.

(6) Options will vest in four equal instalments, i.e. 25% each year, and expiry date in respect of the first grant will be from 2011 to 2014 and for the balance two grants expiry date will be from 2012 to 2015.

(7) Options will vest in four equal instalments, i.e. 25% each year, and expiry date in respect of the first grant will be from 2011 to 2014 and for the balance two grants will be from 2012 to 2015.

(8) Options will vest in four equal instalments, i.e. 25% each year, and expiry date in respect of two grants will be from 2012 to 2015 and 2013 to 2016, respectively.

## **6.C. Board Practices**

### **Board Composition**

As per the provisions of the Articles of Association of the Company, our Board shall be comprised of not less than three directors and not more than ten directors. Accordingly, our current strength of the Board is ten directors. Further the Articles of Association also provides that Mr. Narendra K Patni, Mr. Gajendra K Patni and Mr. Ashok K Patni, being nominees of the NKP Group, GKP Group and AKP Group respectively, are permanent directors of the Company.

Pursuant to the provisions of the Articles of Association, two third of the total board of directors of the Company will retire by rotation but they are eligible for reappointment. Out of this two-third, one-third will be retiring at every Annual General Meeting but being eligible for re-election can be reappointed at such AGM. Accordingly, Dr. Michael A. Cusumano's term of office expires in 2007, but he is eligible for reappointment. Mr. Arun Duggal's term of office expires in 2008, but he is eligible for reappointment. Mr. William O. Grabe's term of office expires in 2008, but he is eligible for reappointment. Mr. Anupam Puri has resigned as a Director with effect from April 25, 2006. Mr. Pradip Shah's term of office expires in 2009, but he is eligible for reappointment. Mr. Louis T. van den Boog's term of office expires in 2007, but he is eligible for reappointment. Mr. Ramesh Venkateswaran's term of office expires in 2010, but he is eligible for reappointment. Mr. Arun Maira was appointed as a Director with effect from June 21, 2006 and his term of office expires in 2009, but he is eligible for reappointment. For information regarding our board, see Item 6.B. Compensation Service Agreements above and Item 10.B. Additional Information Board of Directors.

### **Board Committees**

#### ***Audit Committee***

The Audit committee comprises Mr. Arun Duggal (Chairman), Mr. Pradeep Shah and Mr. Louis T van den Boog. The primary objective of the Audit Committee is to monitor and provide effective supervision of our financial reporting process with a view towards ensuring accurate, timely and proper



disclosures and the transparency, integrity and quality of financial reporting. Our Audit Committee oversees the work carried out in the financial reporting process by our management, including the internal auditors and reviews the processes and safeguards employed by each. In addition our Audit Committee has the responsibility of oversight and supervision over our system of internal control over financial reporting, audit process, and process for monitoring the compliance with related laws and regulations. The Audit Committee recommends to our Board of Directors the appointment, reappointment and if required the replacement or removal of our independent auditors and fixation of audit and non-audit fees.

#### ***Compensation and Remuneration Committee***

During the year under review, the Compensation and Remuneration Committee was formed by merging the earlier Committees i.e., the Compensation Committee and the Remuneration Committee. The newly formed Compensation and Remuneration Committee comprises Mr. Ramesh Venkateswaran (Chairman), Dr. Michael Cusumano (Member), Mr. Arun Maira (Member) and Mr. Narendra K. Patni (Permanent invitee). The Committee was formed primarily to administer our employee stock option plan. The Committee also reviews other programs and policies aimed at attracting, motivating and retaining personnel.

#### ***Shareholder and Investor Grievances Committee***

The Shareholder and Investor Grievances Committee comprises Mr. Arun Maira (Chairman), Mr. Narendra K. Patni and Mr. William O. Grabe (alternate director, Mr. Abhay Havaladar). The Shareholder and Investor Grievances Committee looks into redressal of shareholder and investor complaints, is responsible for the issue of duplicate/split/consolidated share certificates, the allotment and listing of shares and for communications with statutory and regulatory authorities.

#### ***Corporate Governance and Nomination Committee***

The Corporate Governance and Nomination Committee comprises of Mr. William Grabe (Chairman), Mr. Ramesh Venkateswaran, Dr. Michael Cusumano and Mr. Arun Maira as the Members of the said Committee. The said Committee was constituted to oversee the Corporate Governance compliance and other related compliances of the Company.

#### **6.D. Employees**

For a description of our employees, see Item 4.B. Information on the Company Business Overview Human Resources.

#### **6.E. Share ownership**

For the total number of equity shares, ADSs and options to purchase equity shares and ADSs for each director and executive officer as of June 1, 2007, see Item 7. Major Shareholders and Related Party Transactions and Item 6.B. Directors, Senior Management and Employess Compensation Options .

#### **Employee Stock Option Plan**

On June 30, 2003, our shareholders approved an employee stock option plan, which was later ratified after our initial public offering in India by our shareholders at the annual general meeting on June 29, 2004. Under the plan, we may issue up to 11,142,085 equity shares of Rs.2 each to our eligible employees and directors and those of our subsidiaries. The plan is administered by the Compensation and Remuneration Committee of our board of directors. As of June 1, 2007, options to purchase 5,376,295 equity shares were outstanding.

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Details regarding various grants to employees and directors are mentioned in the below table.

Description of Grant	No. of options granted	No. of options Vested	Shares allotted pursuant to exercise up to March 31, 2007
Grant as on September 1, 2003 to employees	2,743,400	2,057,550	1,358,224
Grant as on July 1, 2004 to certain of our directors	100,000	50,000	10,000
Grant as on October 1, 2004 to employees	2,750,632	1,375,316	110,967
Grant as on April 1, 2005 to employees and directors	190,000	47,500	
Grant as on October 1, 2005 to employees	670,710	167,678	
Grant as on January 2, 2006 to employees	288,000	72,000	
Grant as on April 1, 2006 to employees and directors	345,000		
Grant as on October 1, 2006 to employees and directors	840,750		
Grant as on April 2, 2007 to employees	356,000		
Grant as on April 24, 2007 to directors	30,000		

Apart from the grant of options described above, Mr. Mrinal Sattawala, Chief Operating Officer was granted 350,000 options on May 4, 2006 and out of this grant, 37,500 options are vested as of June 1, 2007. On July 1, 2006, Mr. Arun Maira, Director of the Company and Mr. Surjeet Singh, Chief Financial Officer of the Company, were also granted 20,000 and 150,000 options, respectively. None of the options covered under these grants are vested as of June 1, 2007.

On April 25, 2006, our Board, subject to the approval of our shareholders, recommended the amendment of our plan to provide an option to the Company to grant ADR-linked stock options to enable certain employees outside India to acquire ADSs upon exercise of the option. The shareholders of the Company at the annual general meeting held on June 21, 2006 have approved the said amendment to the Patni ESOP 2003 to enable the Company to issue up to 2,000,000 ADR linked options to the employees of the Company as well as its subsidiaries. Accordingly, the amended plan, i.e., Patni ESOP 2003 Revised 2006 has come into force with effect from June 21, 2006.

All options have been granted with an exercise price equal to the fair market value of the equity shares on the date of grant of the option. All of the options we have granted vest in four equal annual installments beginning one year from the date of grant. The options have a term of five years from the date of vesting during which they can be exercised.

### ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

#### 7.A. Major shareholders

The following table provides information relating to the beneficial ownership of our equity shares (directly or in the form of ADSs) as of June 1, 2007 by:

- each of our directors and executive officers;
- all of our directors and executive officers as a group; and
- each person or group of affiliated persons who is known by us to own beneficially 5% or more of our equity shares.

Beneficial ownership is determined in accordance with the rules of the U.S. Securities and Exchange Commission. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, equity shares subject to options or warrants held by that person that are currently exercisable, or will become exercisable within 60 days are deemed outstanding, while the shares are not deemed outstanding for purposes of computing percentage ownership of any other person. Unless

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otherwise indicated in the footnotes below, the persons and entities named in the table have sole voting or investment power with respect to all shares beneficially owned, subject to community property laws where applicable.

The number and percentage of shares beneficially owned are based on 138,663,350 equity shares outstanding as of June 1, 2007 :

Name	Number of Equity Shares	% of outstanding equity shares
<b>Directors and Executive Officers</b>		
Mr. Narendra K. Patni(1)	20,364,198	14.69
Mr. Gajendra K. Patni(2)	19,994,302	14.42
Mr. Ashok K. Patni(3)	20,614,302	14.87
Mr. William O. Grabe(4)	22,913,949	16.52
Mr. Louis T. van den Boog(5)	48,002	*
Mr. Mrinal R. Sattawala(6)	43,774	*
Mr. Satish M. Joshi	17,800	*
<b>All Directors and Executive Officers as a Group</b>	<b>61,082,378</b>	<b>44.05</b>
<b>5% Shareholders</b>		
General Atlantic Mauritius Limited(4)	22,913,949	16.52
HSBC(7)	10,748,996	7.75
<b>Total</b>	<b>94,745,323</b>	<b>68.33</b>

\* Indicates less than 1% of the shares

(1) Includes equity shares held by Mr. Narendra K. Patni and his relatives and entities controlled by them including iSolutions Inc., a Massachusetts corporation wholly-owned by Mrs. Poonam Patni, Mr. Narendra K. Patni's wife, and Mr. Anirudh Patni, Mr. Narendra K. Patni's son.

(2) Includes equity shares held by Mr. Gajendra K. Patni and his family members and entities controlled by them.

(3) Includes equity shares held by Mr. Ashok K. Patni and his family members and entities controlled by them.

(4) Includes 20,161,868 ADSs representing 20,161,868 equity shares held by The Bank of New York as depositary. General Atlantic Mauritius Limited, or General Atlantic, owns 2,752,081 of our equity shares directly (after the ADS offering) and 20,161,868 ADSs, each one of which represents one equity share. General Atlantic GenPar (Mauritius) Limited, or GenPar, controls the management of General Atlantic by virtue of ownership of a majority of its voting shares. General Atlantic LLC owns all the shares of GenPar. Mr. William O. Grabe is a managing director of General Atlantic LLC. Mr. Grabe disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(5) Mr. van den Boog's shareholding was acquired through previous co-investment rights in which Mr. van den Boog invested in various General Atlantic LLC investment vehicles, including one that is an investor in General Atlantic Mauritius Limited, as a result of which he has an approximate 0.2% ownership interest in General Atlantic Mauritius Limited.

(6) Includes 43,724 underlying shares represented by 21,862 ADRs held by Mr. Mrinal Sattawala.

(7) Includes 81,88,428 equity shares held by HSBC Global Investment Fund A/c HSBC Global Investment Funds Mauritius Limited, 14,97,568 equity shares held by The Master Trust Bank of Japan, Ltd. A/c HSBC Indian Equity Mother Fund, 10,63,000 equity shares held by HSBC Global Investment Funds A/c HSBC Global Investment Funds Bric Freestyle.





As otherwise stated above and to the best of our knowledge, we are not owned or controlled directly or indirectly by any government or by any other corporation or by any other natural or legal persons. We are not aware of any arrangement, the consummation of which may at a subsequent date result in a change in our control.

As of June 1, 2007, approximately 99.97% of our equity shares were held in the names of 26,809 record holders with registered addresses in India. As of June 1, 2007, there were 11 U.S. holders of record with registered addresses in the U.S., who accounted for less than 0.02% of our equity shares. As on December 31, 2006, we had 133 depository receipts institutional holders in the United States.

### **Significant Changes in Shareholdings**

There are no significant changes in the percentage ownership held by our major shareholders during the fiscal year.

### **Preferential Rights**

Our principal shareholders have certain preferential rights pursuant to special provisions in our Articles and a registration rights agreement with us. Please see Item 7.B. Related Party Transactions Registration Rights Agreement.

### **7.B. Related party transactions**

#### **Patni Family Companies**

We enter into various transactions from time to time in the ordinary course of our business with several companies in which certain of our directors, Mr. Narendra K. Patni, Mr. Gajendra K. Patni and Mr. Ashok K. Patni, are directors and in which they and members of their families have substantial shareholdings. Mr. Narendra K. Patni does not have any management responsibilities in any of these companies. These companies are:

- PCS Technology Limited, or PCSTL, which manufactures computer hardware products and also offers hardware maintenance services.
- PCS Cullinet Private Limited, which owns and manages listed and unlisted shares and units and real estate.
- PCS Finance Private Limited, which owns and manages listed and unlisted shares and units and real estate.
- Ashoka Computer Systems Private Limited, which owns and manages listed and unlisted shares and units and real estate.

These transactions have comprised the following:

- sale of hardware from Patni Computer Systems, Inc. to PCSTL, amounting to \$8,974, nil and nil for the years ended December 31, 2004, 2005 and 2006;
- operating lease payments for residential and commercial property from these companies and the relatives of our founders, amounting to \$289,964, \$266,325 and \$127,748 for the years ended December 31, 2004, 2005 and 2006; and
- security deposits for operating leases, with amounts outstanding totaling \$297,510, \$251,569 and \$107,203 for the years ended December 31, 2004, 2005 and 2006.

We do not believe that any of these transactions, individually or in the aggregate, have a material effect on our business as a whole.



Pursuant to a resolution of our board of directors on August 26, 2005, we have determined that we will no longer enter into any transactions for the purchase and sale of hardware with any of Mr. Narendra K. Patni, Mr. Gajendra K. Patni, Mr. Ashok K. Patni or their respective relatives or any affiliate of any of Mr. Narendra K. Patni, Mr. Gajendra K. Patni, Mr. Ashok K. Patni or their respective relatives, who are together referred to as the Patni Family, or any company or entity owned or controlled by any member of the Patni Family.

In addition, our Audit Committee will, on an ongoing basis, review the terms of all operating leases entered into between us and any member of the Patni Family or with any company or entity owned or controlled by any member of the Patni Family, and will inform management whether or not all such operating leases and related arrangements, including payment of security deposits, are for bona fide business purposes and at prevailing market rates; and management will take all steps to ensure that such operating leases are for bona fide business purposes and at prevailing market rates.

#### ***License Agreements***

We had entered into non-exclusive, perpetual, royalty-free license agreements with PCSTL and PCS International Limited granting a license for use of the PCS trademark. These agreements were of unlimited duration and were to continue until revoked by mutual consent. By letter agreements dated November 10, 2005, we and each of PCSTL and PCS International Limited have terminated the license agreements relating to the PCS trademark. By a deed of assignment and transfer dated November 10, 2005, we have assigned and transferred all rights to the PCS trademark to PCSTL.

#### ***Consultancy Agreement***

We have entered into a consultancy agreement with Patni Computer Systems, Inc., our U.S. subsidiary, for, among other things, the secondment of Mr. Narendra K. Patni. See Item 6. B. Directors, Senior Management and Employees Service Agreements.

#### ***Donations***

We have given donations to the Ravindra Patni Charitable Trust, in which our director Mr. Gajendra K. Patni is one of the trustees, totaling \$111,898 for the two years ended December 31, 2005. However, pursuant to a resolution of our board of directors on August 26, 2005, we have determined that we will not make any future donations to the Ravindra Patni Charitable Trust or any other trust or similar entity owned or controlled by any member of the Patni Family or any trust or similar entity in which a member of the Patni Family is a trustee. The restriction will not apply to any trust set up by us, the majority of whose trustees are independent trustees, including independent of any member of the Patni Family, and the investments in, and activities of, any such trust are reviewed on an on-going basis by our board of directors.

#### ***General Electric***

General Electric is our largest customer. Revenues for software services to various entities within General Electric amounted to approximately \$103.4 million, \$99.4 million and \$84.4 million in the years ended December 31, 2004, 2005 and 2006, respectively. In addition, General Electric charges Patni for data link connections. Data link charges paid to General Electric for the three years ended December 31, 2006 amounted to \$3.1 million. In January 2005, we also entered into a finance lease for the use of commercial vehicles in an amount of \$0.2 million with GE Capital Transportation Financial Services Limited. General Electric became an investor in our company in 2000. For a more detailed description of our relationship with General Electric, please see Item 4. Information on the Company Business Overview The General Electric Association.

### **Deposit Agreement**

We have entered into a deposit agreement with The Bank of New York, or the depository, and the owners of and beneficial owners of ADSs dated July 15, 2002, pursuant to which we have deposited 20,161,868 equity shares with the depository. The depository has executed and delivered to General Atlantic 20,161,868 ADSs representing such equity shares. The holders of ADSs can, at any time, convert their ADSs into equity shares. Under the deposit agreement, we have agreed to pay the fees, reasonable expenses and out-of-pocket charges of the depository in accordance with agreements entered into in writing between us and the depository from time to time. ADSs issued under this deposit agreement may, when General Atlantic wishes to sell ADSs, be exchanged, subject to applicable laws, for ADSs under the deposit agreement, which ADSs may be sold subject to applicable securities laws.

We have also entered into a deposit agreement with The Bank of New York, or the depository, and the owners and holders of ADRs dated December 7, 2005 for deposit of equity shares of the Company from time to time with the depository or with the Custodian as agent of the depository for the purposes set forth in this Deposit Agreement, for the creation of ADSs representing the equity shares so deposited and for the execution and delivery of ADRs evidencing the ADSs. Each ADS represents two (2) equity shares.

### **Registration Rights Agreement**

We have entered into a registration rights agreement with General Atlantic, certain General Electric entities, Mr. Ashok K. Patni, Mr. Gajendra K. Patni and certain of their relatives, Mr. Narendra K. Patni and iSolutions Inc. dated July 15, 2002. This agreement grants rights with respect to registration of our equity shares under the Securities Act, certain provisions of which are summarized below. Subject to limitations provided in the registration rights agreement and in lock-up agreements that certain of these shareholders have signed, these shareholders have demand registration rights and may also require us to file an unlimited number of registration statements on Form F-3 (or the equivalent) under the Securities Act when such form is available for our use.

If we propose to register our securities under the Securities Act, these shareholders will be entitled to notice of the registration and to include their shares in the registration provided that the underwriters of that offering will have the right to limit the number of their shares included in the registration. We are required to pay all expenses arising from or incident to our performance of, or compliance with, the registration rights agreement, other than any underwriters' discounts and commissions. In addition, we are required to bear the fees, disbursements and other charges of one counsel to these shareholders in connection with any registration in an amount not exceeding \$50,000 for the first such registration and \$15,000 for any subsequent registration.

### **Loans**

We grant personal loans to employees who are not executive officers. These loans are repayable in equal installments over periods ranging from six to 60 months. Interest on these loans is charged at 7.5% to 9.0%. Loans outstanding as of December 31, 2004, 2005 and 2006 were \$86,453, \$56,662 and \$267,328. There are no outstanding loans to any of our directors or executive officers.

### **7.C. Interests of experts and counsel**

Not applicable.

## ITEM 8. FINANCIAL INFORMATION

### 8.A. Consolidated Statements And Other Financial Information

The following financial statements and auditors' report for fiscal 2006 appear under Item 18 in this Annual Report:

- Report of Independent Registered Public Accounting Firm
- Consolidated Balance sheets as of December 31, 2005 and 2006
- Consolidated Statements of Income for the years ended December 31, 2004, 2005 and 2006
- Consolidated Statements of Shareholders' Equity and Comprehensive Income for the years ended December 31, 2004, 2005 and 2006
- Consolidated Statements of Cash Flows for the years ended December 31, 2004, 2005 and 2006
- Notes to the Consolidated financial statements

#### Amount of Export Sales

For the year ended December 31, 2006, we generated \$ 577.04 million, or 99.69% of our total revenues of \$ 578.85 million, from the export of our products and rendering of services out of India.

#### Legal Proceedings

Certain income tax related legal proceedings are pending against us. We are currently cooperating with the US Department of Labor with respect to compliance matters related to our past and present labor practices. Additionally, we are also involved in lawsuits and claims which arise in ordinary course of business. Please see the description of various tax proceedings in US & India under the section titled "Taxes" under Item 5 of this Annual Report. Other than as disclosed herein, there are no such matters pending that we expect to be material in relation to our business.

#### Dividends

We do not have a stated dividend policy and determine the amount of dividends to be recommended for approval by the shareholders on a year-by-year basis by reference to our earnings, cash flow, financial condition and other factors prevailing at the time. We have paid dividends in the past. Although we have no current intention to discontinue dividend payments, we cannot assure you that any future dividends will be declared or paid or that the amount thereof will not be decreased.

Owners of ADSs will be entitled to receive dividend payable in respect of the equity shares represented by such ADSs. Cash dividends in respect of the equity shares represented by the ADSs will be paid to the depository in rupees and, will generally be converted by the depository into U.S. dollars and distributed, net of depository fees and expenses, to the holders of such ADSs.

Our Board of Directors at its meeting held on February 7, 2007 recommended a dividend of 150% of par value, i.e. Rs. 3 per share (approximately \$0.07) for fiscal 2006, subject to approval of our shareholders.

### 8.B. Significant Changes

None

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**ITEM 9. THE OFFER AND LISTING****9.A. Offer and listing details**

Our equity shares have been listed and traded on the Bombay Stock Exchange Limited, or BSE, and the National Stock Exchange of India Limited, or NSE, since February 25, 2004. The prices for equity shares as quoted in the official list of each of the Indian Stock Exchanges are expressed in rupees. Our ADSs evidenced by American Depositary Receipts, or ADRs, are traded in the United States on the New York Stock Exchange, or NYSE. Our ADSs commenced trading on the NYSE on December 8, 2005. Each ADS represents two equity shares. The number of our outstanding equity shares (including the underlying shares for ADSs) as of December 31, 2006 was 138,281,853. As of December 31, 2006, there were 20,161,868 privately placed ADSs (representing 20,161,868 equity shares) and 7,684,781 ADSs outstanding (representing 15,369,562 equity shares).

The table below sets forth, for the periods indicated, the reported high and low quoted prices of our shares on the BSE, NSE and the NYSE: (source [www.bseindia.com](http://www.bseindia.com), [www.nse-india.com](http://www.nse-india.com) [www.ny.frb.org/markets/fxrates/noon/cfm](http://www.ny.frb.org/markets/fxrates/noon/cfm), [www.nyse.com](http://www.nyse.com))

	<b>BSE High \$</b>	<b>Low \$</b>	<b>NSE High \$</b>	<b>Low \$</b>	<b>NYSE High \$</b>	<b>Low \$</b>
<b>2006</b>						
First Quarter	11.13	9.99	11.12	10.00	25.10	20.59
Second Quarter	10.00	6.39	9.95	6.36	20.87	13.94
Third Quarter	9.24	5.92	9.22	5.90	19.31	11.81
Fourth Quarter	10.24	8.66	10.23	8.69	22.15	18.61
Full Year	11.13	5.92	11.12	5.90	25.10	11.81
<b>2005</b>						
First Quarter	9.08	8.16	9.08	8.11		
Second Quarter	8.72	7.49	8.73	7.55		
Third Quarter	10.43	7.93	10.42	7.92		
Fourth Quarter (NYSE beginning on December 8, 2005)	11.02	9.27	10.97	9.25	23.56	21.90
Full Year	11.02	7.25	10.97	7.30		
<b>Month ended</b>						
June 2007 (through June 25, 2007)	13.78	12.12	13.78	12.13	26.99	24.45
May 2007	14.00	11.43	14.03	11.42	27.25	24.64
April 2007	11.56	9.15	11.56	9.15	26.49	22.35
March 2007	9.74	8.45	9.73	8.44	23.43	20.90
February 2007	10.37	9.37	10.35	9.38	24.39	20.38
January 2007	10.50	9.05	10.44	9.05	22.40	19.81
December 2006	9.47	8.76	9.48	8.73	20.38	18.61

**9.B. Plan of distribution**

Not applicable.

## 9.C. Markets

### *Trading Practices and Procedures on the Indian Stock Exchanges*

#### *Stock Exchange Regulation*

The stock exchanges in India are regulated by the Securities and Exchange Board of India, or SEBI, and the Ministry of Finance, Capital Markets Division, the Government of India under the Securities Contracts (Regulation) Act, 1956, as amended, or the SCRA, and the Securities Contracts (Regulation) Rules, 1957, as amended, or the SCRR. The SCRR, together with the rules, bye-laws and regulations of the respective stock exchanges, regulate the recognition of stock exchanges, the qualifications for membership thereof and the manner in which contracts are entered into and enforced between members of such stock exchanges.

The main objective of SEBI, pursuant to the Securities and Exchange Board of India Act, 1992, as amended, or the SEBI Act, is to promote the development of and regulate the Indian securities markets and protect the interests of investors. The SEBI Act granted SEBI the powers to regulate the business of the Indian securities markets, including stock exchanges and other financial intermediaries, promote and monitor self-regulatory organizations, prohibit fraudulent and unfair trade practices and insider trading, and regulate substantial acquisitions of shares and takeovers of companies. SEBI has also issued guidelines concerning minimum disclosure requirements by public companies, rules and regulations concerning investor protection, buybacks of securities, employee stock option schemes, stockbrokers, merchant bankers, underwriters, mutual funds, foreign institutional investors, credit rating agencies and other capital market participants.

The SCRA has been amended to include derivatives of securities and units or any other instruments issued by any collective investment scheme to the investors in such schemes, in the definition of securities. Trading in index-linked futures, index-linked options, options on individual securities and futures on individual securities takes place on the Indian Stock Exchanges. SEBI has also set up a committee for the review of Indian securities laws, which has proposed a draft Securities Bill. The draft Securities Bill, if enacted in its present form may result in a substantial revision in the laws relating to securities in India.

The Companies (Amendment) Act of 2000 amended the Indian Companies Act and incorporated significant provisions relating to securities, options in securities and equity shares with differential rights. Further, the Indian Companies Act, as amended, has empowered SEBI to administer provisions in so far as they relate to the issue and transfer of securities, non payment of dividends in the case of listed public companies and public companies proposing to get their securities listed and to conduct inspection of a company's records in respect of matters relating to the issue and transfer of securities. The power to prosecute the defaulting companies in compliance with the said matter has also been vested with SEBI. The Indian Companies Act has been amended to introduce significant changes such as allowing book building for public offerings of securities, buy back of securities, compulsory dematerialization of shares in an initial public offering of securities for a sum of Rs.100 million or more, issue of sweat equity shares, provisions relating to corporate governance, making accounting standards issued by the Institute of Chartered Accountants of India mandatory and relaxing restrictions on inter-corporate investment and loans.

#### *Public Issue of Securities and Listing*

Under the Indian Companies Act, a public offering of securities in India must be made by means of a prospectus, which must contain information specified in the Indian Companies Act and the SEBI (Disclosure and Investor Protection) Guidelines, 2000, as amended, or the SEBI Guidelines, and be filed with the Registrar of Companies having jurisdiction over the place where a company's registered office is



situated. A company's directors and promoters are subject to civil and criminal liability for misstatements in a prospectus. The Indian Companies Act also sets forth procedures for the acceptance of subscriptions and the allotment of securities among subscribers and establishes maximum commission rates for the sale of securities.

SEBI has issued detailed guidelines concerning disclosures by public companies making a public offering of securities and investor protection. Previously, the Controller of Capital Issues of the Government of India regulated the prices at which companies could issue securities. The SEBI Guidelines now permit companies to freely price their issues of securities.

The listing of securities on recognized Indian stock exchanges is regulated by the Indian Companies Act, the SCRA, the SCRR, the SEBI Act and the listing agreements of the respective stock exchanges. Under the standard terms of stock exchange listing agreements, the governing body of each stock exchange is empowered to suspend trading of or dealing in a listed security for breach of an issuer's obligations under such agreement, subject to such issuer receiving prior notice of the intent of the exchange. A listed company can be delisted under the provisions of SEBI (Delisting of Securities) Guidelines, 2003, which govern voluntary and compulsory delistings of shares of Indian companies from the stock exchanges. SEBI has the power to amend listing agreements and bye-laws of stock exchanges in India.

Pursuant to recent amendments by SEBI to the listing agreements, with effect from May 1, 2006, listed Indian companies are required to ensure that the minimum level of public shareholding, on a continuous basis, is 25% of the total issued shares of a particular class, for every such class that is listed. However, companies which (i) have offered less than 25% (but at least 10%) of the total number of issued shares of a particular class to the public under Rule 19(2)(b) of the SCRR, or (ii) have at least 20 million shares of a particular class listed and a market capitalization of Rs.10,000 million, are permitted to maintain their minimum public shareholding at 10%. Where the public shareholding in a company is less than 25% or 10%, as the case may be, the company is only permitted to dilute its public shareholding pursuant to certain extraordinary events with the prior approval of the concerned stock exchanges. Public shareholding excludes shares held by promoters and the promoter group as well as shares held by custodians against which depository receipts have been issued overseas.

The standard listing agreements require an acquirer of a listed company's shares to comply with the disclosure and tender offer requirements under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as amended, or the Takeover Code. For a brief discussion on the disclosure and tender offer requirements under the Takeover Code, see Item 10. Additional Information-Takeover Code below.

In addition, a listed company is subject to continuing disclosure requirements pursuant to the terms of its listing agreement with the relevant stock exchange, including the requirement to publish unaudited financial statements on a quarterly basis and to inform stock exchanges immediately of any price sensitive information.

The shareholders of a listed company and the company itself are also subject to certain disclosure requirements pursuant to the terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended. Pursuant to such requirements, any person holding more than 5% equity shares or voting rights in any listed company must disclose to the company the number of equity shares or voting rights held by such person, on becoming such a holder, within four working days of (a) the receipt of intimation of allotment of equity shares or (b) the acquisition or sale of equity shares or voting rights. Additionally, any change in such shareholding or voting rights in excess of 2% (even if such change results in the shareholding or voting rights falling below 5%) is required to be disclosed to the company within four working days of (a) the receipt of intimation of allotment of equity shares or (b) the acquisition or sale of equity shares or voting rights, as the case may be. The company is also required to disclose such

information received from its shareholders within five days of the receipt of such information to the stock exchanges on which the company's equity shares are listed.

*Indian Stock Exchanges*

The major stock exchanges in India are the BSE and the NSE, which together account for a majority of trading volumes of securities in India. The BSE and NSE together dominate the stock exchanges in India in terms of the number of listed companies, market capitalization and trading volumes of securities.

Beginning April 1, 2003, the stock exchanges in India operate on a trading day plus two, or T+2, rolling settlement system. At the end of the T+2 period, obligations are settled with buyers of securities paying for and receiving securities, while sellers transfer and receive payment for securities. For example, trades executed on a Monday would typically be settled on a Wednesday. SEBI proposes to move to a T+1 settlement system. In order to contain the risk arising out of the transactions entered into by the members of various stock exchanges either on their own account or on behalf of their clients, the stock exchanges have designed risk management procedures, which include compulsory prescribed margins on the individual broker members, based on their outstanding exposure in the market, as well as stock-specific margins from the members.

To restrict abnormal price volatility, SEBI has instructed stock exchanges to apply the following price bands calculated at the previous day's closing price (there are no restrictions on price movements of index stocks):

*Market Wide Circuit Breakers:* Market wide circuit breakers are applied to the market for movement by 10%, 15% and 20% for two prescribed market indices, whichever is breached earlier: the BSE Sensex for the BSE, or the BSE Sensex, and the Nifty for the NSE, or the NSE Nifty. If any of these circuit breaker thresholds are reached, trading in all equity and equity derivatives markets nationwide is halted.

*Price Bands:* Price bands are circuit filters of up to 20% movements either up or down, and are applied to most securities traded in the markets, excluding securities included in the BSE Sensex and the NSE Nifty and derivatives products.

*The National Stock Exchange of India Limited*

The NSE was established by financial institutions and banks to provide nationwide on-line satellite linked screen-based trading facilities with market makers and electronic clearing and settlement for securities, including Government of India securities, debentures, public sector notes and units. Deliveries for trades executed on-market are exchanged through the National Securities Clearing Corporation Limited. The NSE commenced operations in the wholesale debt market and capital markets in 1994 and in derivatives in 2000. As of February 2007, there were 1,063 listed companies trading on the capital markets (equities) segment of the NSE. As of February 2007, the market capitalization of the NSE was approximately Rs.32,969,310 million.

*The Bombay Stock Exchange Limited*

The BSE, established in 1875, is the oldest stock exchange in India and has evolved over the years into its present status as the premier stock exchange of India. The BSE switched over to an on-line trading network in May 1995 and has expanded this network to over 411 cities in India. Derivatives trading commenced on the BSE in 2000. Retail trading in government securities commenced in June 2003. As of February 2007, the BSE had 921 members, comprising 180 individual members, 719 Indian companies and 22 Foreign Institutional Investors, or FIIs. Pursuant to the BSE (Corporatization and Demutualization) Scheme 2005 of SEBI, on August 19, 2005 the BSE was incorporated as a company under the Indian Companies Act. Only a member of the BSE has the right to trade in the stocks listed on the BSE. As of

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February 2007, there were 4,816 listed companies trading on the BSE with an estimated total market capitalization of Rs. 34,892,140 million.

Trading on both the NSE and the BSE occurs Monday through Friday between 9:55 a.m. and 3:30 p.m.

### *Derivatives (Future and Options)*

Trading in derivatives is governed by the SCRA and the SEBI Act. The SCRA was amended in February 2000 and derivative contracts were included within the term securities, as defined by the SCRA. Trading in derivatives in India takes place either on separate and independent derivatives exchanges or a separate segment of an existing stock exchange. The derivative exchange or a derivative segment of a stock exchange functions as a self regulatory organization under the supervision of SEBI. Derivatives products have been introduced in a phased manner in India, starting with futures contracts in June 2000 and index options, stock options and stock futures in June 2000, July 2001 and November 2001, respectively.

### *Depositories*

The Depositories Act, 1996, as amended, provides the legal framework for the establishment of depositories to record ownership details and effectuate transfers in book-entry form. SEBI framed the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, which, among other things, provide for the formulation of such depositories and the regulation of participants, as well as the *inter se* rights and obligations of the depositories, participants, beneficial owners and issuers.

The National Securities Depository Limited and Central Depository Services (India) Limited are the two depositories that provide electronic depositories facilities for trading in equity and debt securities in India. SEBI mandates a company making a public or rights issue or an offer for sale to enter into an agreement with a depository for dematerialization of securities already issued or proposed to be issued to the public or existing shareholders. SEBI has also provided that the issue and allotment of shares in initial public offerings, rights offerings or offers for sale shall only be in electronic form.

### *Securities Transaction Tax*

The rates applicable on taxable securities transactions are specified below:

<b>Taxable Securities Transaction</b>	<b>Rate</b>	<b>Payable by</b>
Purchase of an equity share in a company or a unit of an equity oriented fund, where: (i) the transaction of such purchase is entered into on a recognized stock exchange; and (ii) the contract for the purchase of such share or unit is settled by the actual delivery or transfer of such share or unit	0.125 %	Purchaser
Sale of an equity share in a company or a unit of an equity oriented fund, where: (i) the transaction of such sale is entered into on a recognized stock exchange; and (ii) the contract for the sale of such share or unit is settled by the actual delivery or transfer of such share or unit	0.125 %	Seller
Sale of an equity share in a company or a unit of an equity oriented fund, where: (i) the transaction of such sale is entered into on a recognized stock exchange; and (ii) the contract for the sale of such share or unit is settled otherwise than by the actual delivery or transfer of such share or unit	0.025 %	Seller
Sale of derivatives where the transaction of such sale is entered into on a recognized stock exchange	0.017 %	Seller
Sale of a unit of an equity oriented fund to the Mutual Fund	0.25 %	Seller

The responsibility for collection of the securities transaction tax lies with the stock exchange where the purchase of securities takes place. The rates were applicable with effect from June 1, 2006.

**9.D. Selling Shareholders**

Not applicable.

**9.E. Dilution**

Not applicable.

**9.F. Expenses of the Issue**

Not applicable.

**ITEM 10. ADDITIONAL INFORMATION**

**Governance Standards for Listed Companies**

Many of the corporate governance standards set out in the NYSE Listed Company Manual do not apply to us as a foreign private issuer. Under the NYSE corporate governance standards, we need only (i) establish an independent audit committee that satisfies the requirements of Rule 303A.06 of the NYSE Listed Company Manual described in the following table; (ii) provide prompt certification by our chief executive officer of any material non-compliance with any corporate governance rules of the NYSE; (iii) provide annual written affirmations to the NYSE with respect to our corporate governance practices (and provide interim written affirmations each time a change occurs to the board or any of our committees); and (iv) provide a brief description of significant differences between our corporate governance practices and those followed by U.S. companies listed on the NYSE as required by Rule 303A.11 of the NYSE Listed Company Manual.

Indian corporate governance requirements for listed companies are contained in Clause 49 of the listing agreement that companies enter into with Indian stock exchanges. The following table sets out a brief, general summary of the significant differences between the corporate governance standards applicable to us under our listing agreements with the Indian Stock Exchanges and the requirements of standards relating to U.S. domestic companies listed on the NYSE.

## Standard for NYSE-Listed Companies

### Director Independence

A majority of the board must consist of independent directors. Independence is defined by various criteria including the absence of a material relationship between the director and the listed company. For example, directors who are employees, are immediate family of an executive officer of the company or receive over \$100,000 per year in direct compensation from the listed company are not independent. Directors who are employees of or otherwise affiliated through immediate family with the listed company's independent auditor are also not independent. Determinations of independence are made by the board.

### Requirements under our Indian Listing Agreements

If the Chairman of the Board is an executive director then not less than 50 per cent of the board of directors should comprise of independent directors. If the Chairman of the board is a non-executive director, then at least one third of the board should comprise of independent directors.

Clause 49 of the listing agreement defines an independent director to mean a non-executive director who (i) apart from receiving director's remuneration, does not have any material pecuniary relationships or transactions with the company, its promoters, its directors, its senior management or its holding company, its subsidiaries and associates, which may affect the independence of the director; (ii) is not related to the promoters or persons occupying management positions at the board level or at one level below the board; (iii) has not been an executive of the company in the immediately preceding three financial years; (iv) is not a partner or an executive and has not been a partner or an executive during the preceding three financial years, of the statutory audit firm or the internal audit firm that is associated with the company, or of the legal firm(s) or consulting firm(s) that have a material association with the company; (v) is not a material supplier, service provider, customer, lessee, or lessor of the company, which may affect the independence of the director and (vi) is not a substantial shareholder owning two per cent or more of the block of voting shares of the company.

The non-management directors must meet at regularly scheduled executive sessions without management.

**Audit Committee**

• The audit committee must (i) be comprised entirely of independent directors; (ii) be directly responsible for the appointment, compensation, retention and oversight of any registered public accounting firm engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the listed issuer, and each such registered public accounting firm must report directly to the audit committee; (iii) establish procedures for the receipt, retention and treatment of complaints with respect to accounting and auditing issues; (iv) establish procedures for the confidential, anonymous submission by employees of the listed issuer of concerns regarding questionable accounting or auditing matters (v) be authorized to engage independent counsel and other advisers it deems necessary in performing its duties; and (vi) be given sufficient funding by the board of directors to compensate the independent auditors and other advisors as well as for the payment of ordinary administrative expenses incurred by the committee that are necessary or appropriate in carrying out its duties.

There is no comparable requirement under Indian law. The board of directors (as a whole) is required to meet at least four times a year, with a maximum gap of four months between any two meetings.

The listing agreement requires that the role of the audit committee should include the following:

1. To oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. To recommend the appointment, re-appointment and if required, the replacement or removal of the external auditor, fix the audit fees and also approve payment to the external auditors for any other services rendered by the external auditors.
3. To review with the management the annual financial statements before submission to the board for approval, focusing primarily on matters required to be included in the Director's Responsibility Statement to be included in the board's report, any changes in accounting policies and practices and reasons therefor, any major accounting entries involving estimates based on exercise of judgment by management, any qualifications in the draft audit report, any significant adjustments in the financial statements arising out of the audit findings, compliance with listing and other legal requirements concerning financial statements and disclosure of any related party transactions.
4. To review with the management the quarterly financial statements before submission to the board for approval.
5. To review with the management, the performance of external and internal auditors, and the adequacy of internal control systems.
6. To review the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
7. To discuss with internal auditors any significant findings and follow-up thereon.



8. To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and report the matter to the board.
9. To discuss with external auditors before the audit commences, the nature and scope of audit as well as to conduct post-audit discussions to ascertain any area of concern.
10. To examine the reasons for substantial defaults in payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
11. To review the functioning of the whistle blower mechanism, if the same is in existence.
12. To carry out any other function as is mentioned in the terms of reference of the Audit Committee.

In addition the audit committee is required to mandatorily review the following information:

1. Management's discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions, submitted by the management;
3. Management letters or letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor.

The audit committee must consist of at least three members, and each member must be independent within the meaning established by the NYSE and Rule 10A-3 under the Securities Exchange Act of 1934.

- The audit committee members must be financially literate or become financially literate within a reasonable period of their appointment to the audit committee.
- Each listed company must have disclosed whether their board of directors has identified an audit committee financial expert (as defined under applicable rules of the SEC), and if not the reasons why the board has not done so.

Clause 49 requires that a qualified and independent audit committee shall be set up, which has a minimum of three members. Two-thirds of its members shall be independent directors and the chairman of the audit committee shall be an independent director. The listing agreements require that all members of the audit committee shall be financially literate and at least one member shall have accounting or related financial management expertise.

- The audit committee must have a written charter that addresses the committee's purpose and responsibilities.
- At a minimum, the committee's purpose must be to assist the board in the oversight of the integrity of the company's financial statements, the company's compliance with legal and regulatory requirements, the independent auditor's qualifications and independence and the performance of the company's internal audit function and independent auditors.
- The duties and responsibilities of the audit committee include conducting a review of the independent auditing firm's annual report describing the firm's internal quality control procedures, any material issues raised by the most recent internal quality control review or peer review of the firm and any steps taken to address such issues.
- In addition to the role of the audit committee described above, the audit committee is required to have powers that include being able to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers this necessary.

The audit committee is also to assess the auditor's independence by reviewing all relationships between the company and its auditor. It must establish the company's hiring guidelines for employees and former employees of the independent auditor.

The committee must also discuss the company's annual audited financial statements and quarterly financial statements with management and the independent auditors, the company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies, and policies with respect to risk assessment and risk management.

Each listed company must have an internal audit function.

- The committee must also meet separately, periodically, with management, with internal auditors (or other personnel responsible for the internal audit function) and with independent auditors and review with the independent auditor any audit problems or difficulties and management's response.

- The committee must report regularly to the board.

An Indian listed company should have an internal audit function.

- Clause 49 requires that the audit committee shall meet at least four times in a year and not more than four months shall elapse between two meetings. The audit committee may invite such executives as it considers appropriate, such as the head of the company's finance function, to be present at its meetings but it may also meet without the presence of any executives of the company.

### **Compensation Committee**

- Listed companies must have a compensation committee composed entirely of independent board members as defined by the NYSE listing standards.
- The committee must have a written charter that addresses its purpose and responsibilities.
- These responsibilities include (i) reviewing and approving corporate goals and objectives relevant to CEO compensation; (ii) evaluating CEO performance and compensation in light of such goals and objectives for the CEO; (iii) based on such evaluation, reviewing and approving CEO compensation levels; (iv) recommending to the board non-CEO compensation, incentive compensation plans and equity-based plans; and (v) producing a report on executive compensation as required by the Securities and Exchange Commission to be included in the company's annual proxy statement or annual report. The committee must also conduct an annual performance self-evaluation.

### **Nominating/Corporate Governance Committee**

- Listed companies must have a nominating/corporate governance committee composed entirely of independent board members.
- The committee must have a written charter that addresses its purpose and responsibilities, which include (i) identifying individuals qualified to become board members; (ii) selecting, or recommending that the board select, the director nominees for the next annual meeting of shareholders; (iii) developing and recommending to the board a set of corporate governance principles applicable to the company; (iv) overseeing the evaluation of the board and management; and (v) conducting an annual performance evaluation of the committee.

The listing agreement states that the board of a company may set up a remuneration committee, which shall comprise of at least three directors, all of whom shall be non-executive directors, the chairman of this committee being an independent director.

The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended, require that no employee stock options shall be offered unless the listed company constitutes a compensation committee consisting of a majority of independent directors. These guidelines define an independent director as a director of the company who is not a whole-time director and who is neither a promoter nor belongs to the promoter group.

There is no comparable provision under Indian law.

### **Equity-Compensation Plans**

Shareholders must be given the opportunity to vote on all equity-compensation plans and material revisions thereto, with certain limited exceptions.

Section 79A of the Indian Companies Act requires that a company may issue sweat equity shares of a class of shares already issued if such issue is authorized by a special resolution passed by the company in general meeting.

The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended, also require that a special resolution be passed by the shareholders of a company in general meeting to approve an employee stock option or stock purchase scheme.

### **Corporate Governance Guidelines**

Listed companies must adopt and disclose corporate governance guidelines.

Corporate governance requirements for listed companies in India are included in Clause 49 of the Indian listing agreements required to be entered into with the stock exchanges.

### **Code of Business Conduct and Ethics**

All listed companies must adopt and disclose a code of business conduct and ethics for directors, officers and employees, and promptly disclose any waivers of the code for directors or executive officers.

Clause 49 requires that the board shall lay down a code of conduct for all board members and senior management of a listed company. This code of conduct is required to be posted on the website of the company. Further, all board members and senior management personnel shall affirm compliance with the code on an annual basis and the company's annual report shall contain a declaration to this effect signed by its chief executive officer.

#### **10.A. Share Capital**

Not applicable.

#### **10.B. Memorandum and articles of association**

##### **General**

The following description of our equity shares and the material provisions of our Articles of Association, or Articles, is only a summary and is qualified in its entirety by our Articles and Memorandum and by the provisions of the Indian Companies Act which governs our affairs, and other applicable provisions of Indian law.

Our authorized share capital consists of 250,000,000 equity shares with a par value of Rs. 2 each. As of June 1, 2007, 138,663,350 equity shares were issued and outstanding and fully paid. On August 30, 2003 we effected a one for two stock split in the form of a stock dividend. The equity shares are our only class of share capital. We currently have no convertible debentures or warrants outstanding. Substantially all of our equity shares are in non-physical form.

We use the following terms in our Articles:

- NKP Group means Mr. Narendra K. Patni, certain of his family members, iSolutions Inc. and certain of their named entities and their respective permitted transferees and the depository bank;
- GKP Group means Mr. Gajendra K. Patni and certain of his family members and their respective permitted transferees and the depository bank;
- AKP Group means Mr. Ashok K. Patni and certain of his family members and their respective permitted transferees and the depository bank;
- General Atlantic means General Atlantic Mauritius Limited its successors and permitted assigns and General Atlantic Group means General Atlantic and its permitted transferees and the depository bank; and
- For the purposes of this document, Significant Shareholder means each of these groups.

##### **Registration number and the objects of the Company**

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Our company registration number is 11-020127 (CIN U72200MH1978PLC020127). Under our Memorandum of Association, our main objects include, but are not limited to the following:

1. To manufacture, purchase, sell or otherwise transfer, lease, import, export, hire, license, use, dispose off, operate, fabricate, construct, distribute, assemble, design, charter, acquire, market, recondition, work upon or otherwise, generally deal in any electronic, electrical, mechanical and electromechanical product, machine, apparatus, appliance, custom products, merchandise, systems, software procedures, peripheral products, computers, tabulators, data processing machines and systems and components thereof, electronic calculators, electric and electromechanical accounting systems, terminal products and systems, machines for registering data preparation, recording, perforating, tabulating, sorting, printing, typewriting products which possess an internal intelligence for recognizing and co-relating any type of data or information to be processed recognition and memory systems, optical scanning machine transmission lines, transmission equipment, terminals, copying, reproducing and distributing machines, check signing, protecting and disbursing equipment machines for facsimile reproduction, facsimile transmission and word processions facilities and accessories and devices of all kinds, and for all purposes and any products and component parts thereof or materials or articles used in connection therewith, and any-all other machinery, appliance, apparatus, devices, materials,

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substances, business firms and supplies, articles or things of a character similar or analogous to the foregoing, or any of them or connected therewith.

2. To establish, maintain and conduct training schools, courses and programmes in connection with the use, purchase, sale, import, export, license, distribution, design, manufacture or rental of the aforesaid types of machines, apparatus, appliances, systems and merchandise and of the articles required in the use thereof or used in connection therewith.
3. To carry on the business of developing, improving, designing, marketing, selling and licensing software and program-products of any and all description.
4. To carry on the business of electricians, electrical, electronic engineers and manufacturers of and dealers in electrical, mechanical, chemical, optical and electronic machines, appliances and apparatus of every description.
5. To carry on the business of consultants in computers, computer-oriented systems all branches of computer science, civil, electrical, electronic, mechanical, chemical, optical, metallurgical and all other branches of engineering.
6. To carry on the business of consultancy services related to the preparation and maintenance of accounting, statistical, scientific or mathematical, information and reports, data conversion, data processing, programming, collecting, storing, processing and transmitting information and data of every kind and description, systems analysis and machine services for solving or aiding commercial, industrial, scientific and research problems and for all other related business.
7. To carry on the business of advisers and consultants and collaborators on all matters and problems relating to the administration, organization, finance management, personnel, commencement or expansion of industry and business (including construction of plants and buildings production, purchases, sales marketing, advertisement, publicity, personnel export and import) and of institutions, concerns, bodies, associations (incorporated and unincorporated), departments and services of the government, public or local authorities, trusts, scientific research and development centres.
8. To supply and provide, maintain and operate, design any engineering consultancy services applicable over the whole range of industry, trade, commerce and agriculture.

#### **Board of Directors**

##### *Election*

The Articles of Association provide that our board of directors shall be comprised of not less than three directors and not more than ten directors. Eight directors on the Board shall be appointed as follows:

- three permanent directors nominated by each of the AKP Group, the GKP Group and the NKP Group so long as the relevant Group holds 5% or more of the equity shares;
- one rotating director nominated by General Atlantic, so long as General Atlantic holds 5% or more of the equity shares; and
- four non-permanent independent directors who will be appointed in accordance with our Articles for a term of three years and eligible for re-election by the shareholders at the annual general meeting.





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Each director nominated by a Significant Shareholder shall hold office and may only be removed by that Significant Shareholder. Except in the event of the removal of a director for a breach of duty, fraud, bankruptcy or unless contrary to law, all the Significant Shareholders have agreed in the Articles that the independent directors shall not be removed except at a general meeting by the votes of shareholders (present and voting) holding not less than 51% of the equity shares, which includes the votes of at least three Significant Shareholders in a general meeting and except by a majority of the directors, which includes at least three nominee directors appointed by the Significant Shareholders.

General Atlantic is also entitled to nominate one of the members to each committee of the board of directors, including the Audit Committee, the Compensation Committee and such other committees, so long as General Atlantic holds 5% or more of the equity shares.

### *Notice and Quorum*

Under the Articles, subject to Section 287 of the Indian Companies Act, the quorum for a meeting of the board of directors shall be the presence of at least four directors which must include at least one nominee director (or his or her alternate) of each of the AKP Group, the GKP Group, the NKP Group, and General Atlantic (unless the absent nominee director consents in writing to a quorum requirement being satisfied despite his or her absence). Provided that where at any time the number of interested directors exceeds or is equal to two-thirds of the total strength, the number of remaining directors, that is to say, the number of directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time.

If a quorum is not present on the date the board meeting is convened, it shall automatically stand adjourned to a date 7 days after the original board meeting. The adjourned board meeting may be held on such other date and such other place as may be unanimously agreed by a nominee director of each of the AKP Group, the GKP Group, the NKP Group and General Atlantic. In the event of a quorum once again not being available at such an adjourned board meeting, the directors present shall constitute the quorum.

The Articles require that at least 15 clear days notice be provided for any board meeting unless a shorter notice period is agreed by a majority of the directors.

Under our Articles, Mr. Narendra K. Patni shall be the permanent Chairman of the Board. The Chairman shall preside at all board and shareholder meetings. In the absence of Mr. Narendra K. Patni at any meeting of the board, a General Atlantic nominee shall preside as Chairman. The Chairman has a casting vote in case of a tie. If for any reason Mr. Narendra K. Patni is unable to continue as the Chairman, the board shall appoint the Chairman.

### *Interested Directors*

Pursuant to Section 300 of the Indian Companies Act, interested directors are not allowed to take part in the discussion of, or vote on, any contract or arrangement entered into or to be entered into by or on behalf of the Company if the director is in any way, directly or indirectly, concerned with or interested in the contract or arrangement. In addition, a director is required to disclose the nature of his concern or interest under Section 299 of the Indian Companies Act.

Under Section 297 of the Indian Companies Act, the consent of the board of directors is required where a director of the company or his relative, a firm in which such a director or relative is a partner, any other partner in such a firm, or a private company of which the director is a member or director, is entering into certain contracts with the company.

### *Qualifying Shares*

Our directors are not required to hold any of our equity shares to be qualified to serve on the board of directors.

### *Borrowing Powers*

Our directors shall not, except with the consent of the shareholders in a general meeting, borrow moneys, where the moneys to be borrowed together with the moneys already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) will exceed the aggregate of our paid up capital and the aggregate of all free reserves.

### *Director Compensation*

The board of directors is entitled to set its remuneration subject to maximum limits prescribed by Indian law and our Articles. If the number of interested directors exceeds the quorum requirement for board meetings, then the resolution to be passed would be subject to the approval of the shareholders at a general meeting. Normally any resolution of the board regarding an increase in directors' fees is subject to shareholder approval in a general meeting.

### *Rotation and Retirement*

There is no age limit for retirement of our directors. Our Articles require two-thirds of our directors to retire by rotation, but they are eligible for re-election. One-third of the directors who are subject to retirement by rotation must retire at each annual general meeting but can be re-appointed at such annual general meeting. Mr. Narendra K. Patni, Mr. Gajendra K. Patni and Mr. Ashok K. Patni as the respective nominees of the NKP Group, GKP Group and AKP Group are permanent directors according to our Articles in that capacity they are not required to retire by rotation like our other directors.

### **Dividends**

Under the Indian Companies Act, the board of directors first recommends the payment of a dividend which is then declared by shareholders in a general meeting. However, the board of directors is not obliged to recommend a dividend. Under our Articles and the Indian Companies Act, our shareholders may, at the annual general meeting, declare a dividend in an amount less than that recommended by the board of directors, but they cannot increase the amount of the dividend.

In India, dividends generally are declared as a percentage of the par value of the company's equity shares. The dividend recommended by the directors, if any, and subject to the limitations described above, is required to be distributed and paid to shareholders in proportion to the paid up value of their shares as on the record date that such dividend is payable within 30 days of the approval by the shareholders at the annual general meeting. Pursuant to the Articles, the directors have discretion to declare and pay interim dividends without shareholder approval. Under the Indian Companies Act, dividends can only be paid in cash to the registered shareholder at a record date fixed on or prior to the annual general meeting or to his order or his banker's order. No shareholder is entitled to a dividend while any lien in respect of unpaid calls on any of such shareholder's shares is outstanding.

The Indian Companies Act provides that any dividends that remain unpaid or unclaimed after the 30-day period referred to above must be transferred to a special bank account. We transfer any dividends that remain unclaimed for seven years from the date of such transfer to an Investor Education and Protection Fund created by the Indian Government. The proceeds of such funds are utilized to promote investors' awareness and protection of investors' interests. Following such transfer, such unclaimed

dividends cannot be claimed. Neither we nor such fund shall be liable in respect of amounts transferred to such fund.

Under the Indian Companies Act, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits of the previous fiscal years, in either case after providing for depreciation. Before declaring a dividend on its shares, a company is required under the Indian Companies Act to transfer to its reserves, a certain percentage of its profits for that year, ranging from 2.5% to 10% depending upon the dividend percentage to be declared in such year. The Companies (Declaration of Dividend out of Reserves) Rules, 1975 provide that, in the event of inadequacy or absence of profits in any year, a dividend may be declared for such year out of the company's accumulated profits, subject to the following conditions:

- the rate of dividend to be declared may not exceed 10% of the company's paid up capital or the average of the rate at which dividends were declared by the company in the prior five years, whichever is less;
- the total amount to be drawn from the accumulated profits earned in the previous years and transferred to the reserves may not exceed an amount equivalent to 10% of the sum of its paid up capital and free reserves, and the amount so drawn is to be used first to set off the losses incurred in the fiscal year before any dividends in respect of preference or equity shares are declared; and
- the balance of the reserves after withdrawal shall not fall below 15% of its paid up capital.

#### **Bonus Shares**

In addition to permitting dividends to be paid out of current or retained earnings as described above, the Indian Companies Act and our Articles permit us to distribute an amount transferred from the general reserve or surplus in our profit and loss account to shareholders in the form of bonus shares, which are similar to a stock dividend. The Indian Companies Act also permits the issue of bonus shares from a securities premium account. Bonus shares are distributed to shareholders in the proportion recommended by the board of directors. Shareholders of record on a fixed record date are entitled to receive such bonus shares. Any issue of bonus shares is subject to guidelines issued by the SEBI.

The SEBI Guidelines prescribe that no company shall, pending conversion of convertible securities, issue any shares by way of bonus unless a similar benefit is extended to the holders of such convertible securities, through reservation of shares in proportion to the convertible part of such convertible securities. The bonus issue shall be made out of free reserves built out of the genuine profits or share premium collected in cash only. The bonus issue cannot be made unless partly paid-up shares, if any, are made fully paid-up. Further, for the issue of such bonus shares a company should not have defaulted in the payment of interest or principal in respect of fixed deposits and interest on existing debentures or principal on redemption of such debentures. Further, a company should have sufficient reason to believe that it has no outstanding dues in respect of the payment of statutory dues of the employees such as contribution to a provident fund, gratuity and bonus. The issue of bonus shares must be implemented within six months from the date of approval by the board of directors.

#### **Consolidation and Subdivision of Shares**

The Indian Companies Act and our Articles permit us to split or combine the par value of our shares, provided such split or combination is not made in fractions. Shareholders of record on a fixed record date are entitled to receive a split or combination.

### **Pre-emptive Rights and Issue of Additional Shares**

The Indian Companies Act and our Articles give shareholders the pre-emptive right to subscribe for new shares in proportion to their respective existing shareholdings unless otherwise determined by a special resolution passed by a general meeting of the shareholders. This special resolution must be approved by a number of votes which is not less than three times the number of votes against the special resolution. The offer must include: (a) the right, exercisable by the shareholders of record, to renounce all the shares offered or any of them in favor of any person; and (b) the number of shares offered and the period of the offer, which may not be less than 15 days from the date of offer. If the offer is not accepted within this period, it is deemed to have been declined. The board of directors is authorized to distribute any new shares not purchased by the pre-emptive rights holders in the manner that it deems most beneficial to the company.

### **Annual General Meeting of Shareholders**

We must convene an annual general meeting of shareholders within 15 months of the previous annual general meeting or six months after the end of each fiscal year, whichever is earlier, and may convene an extraordinary general meeting of shareholders when necessary or at the request of a shareholder or shareholders holding at least 10% of our paid up capital carrying voting rights. Written notice setting out the agenda of meeting must be given at least 21 clear days prior to the date of general meeting to the shareholders of record. A general meeting may be called after providing a shorter notice if consent is received from all shareholders entitled to vote, in the case of an annual general meeting, and from shareholders holding not less than 95% of the paid-up capital of the company in case of any other general meeting. Shareholders who are registered as such on the date of the general meeting are entitled to attend and vote at the meeting.

The annual general meeting of shareholders must be held at our registered office or at another place within the city in which our registered office is situated. Meetings other than annual general meetings may be held at any other place if so determined by the board of directors.

### **Quorum**

Our Articles provide that a quorum of a general meeting is at least five shareholders present in person or by proxy, who shall include at least one of the duly authorized representatives of General Atlantic, the NKP Group, the GKP Group and the AKP Group. If a quorum is not present on the date the general meeting is convened, it shall be adjourned to a date 15 days after the original meeting and the shareholders who are present at the adjourned meeting shall constitute the quorum.

### **Voting Rights**

At any general meeting, voting is by show of hands unless a poll is demanded by a shareholder or shareholders present in person or by proxy holding at least 10% of the total shares entitled to vote on the resolution or by those holding shares with an aggregate paid up capital of at least Rs. 50,000. Upon a show of hands, every shareholder entitled to vote and present in person has one vote and, on a poll, every shareholder entitled to vote and present in person or by proxy has voting rights in proportion to the paid up capital held by such shareholders.

Any shareholder may appoint a proxy. The instrument appointing a proxy must be delivered to us at least 48 hours prior to the meeting. A proxy may not vote except on a poll. A corporate shareholder may appoint an authorized representative who can vote on behalf of the shareholder, both upon a show of hands and upon a poll.

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Ordinary resolutions may be passed by a simple majority of those present and voting at any general meeting for which the required period of notice has been given. However, specified resolutions such as amendments to the Articles and the Memorandum, commencement of a new line of business, the waiver of the pre-emptive rights for the issue of any new shares and a reduction of share capital, require that votes cast in favor of the resolution, whether by show of hands or poll, are not less than three times the number of votes, if any, cast against the resolution by members so entitled and voting.

Further, the Indian Companies Act requires certain resolutions such as those listed below to be voted on only by a postal ballot:

- amendments of the memorandum of association to alter the objects of the company and to change the registered office of the company under Section 146 of the Indian Companies Act;
- alteration of the articles of association in relation to deletion or insertion of provisions defining private company;
- the issue of shares with differential rights with respect to voting, dividend or otherwise;
- the sale of the whole or substantially the whole of an undertaking of the company;
- providing loans, extending guarantees or providing a security in excess of the limits prescribed under Section 372A of the Indian Companies Act;
- varying the rights of the holders of any class of shares or debentures or other securities;
- power to compromise or make arrangement with creditors and members;
- the election of a director; and
- the buy-back of shares.

While the Indian Companies Act permits a company to issue shares with differential rights as to dividend, voting or otherwise, it may do so subject to certain conditions specified under the Companies (Issue of Share Capital with Differential Voting Rights) Rules, 2001, some of which are:

- the company should have distributable profits (in terms of Section 205 of the Indian Companies Act) for a period of three financial years immediately preceding the year in which it was decided to issue such shares;
- the shares with differential voting rights shall not be in excess of 25% of the total issued share capital; and
- the voting rights of existing shares cannot be altered.

Our Articles permit the issue of shares with differential voting rights.

Our Articles require that certain shareholders ensure that they do not vote for any resolution to vary or modify the terms of appointment of Mr. Ashok K. Patni and Mr. Gajendra K. Patni. The shareholders referred to in this provision are limited to General Atlantic, the AKP Group, the GKP Group and the NKP Group and any of their permitted transferees, permitted assigns or affiliates (as such terms are defined in the Articles).

### **Register of Shareholders; Record Dates; Transfer of Shares**

We are required to maintain a register of shareholders at our registered office. The register and index of beneficial owners maintained by a depository under the Depositories Act, 1996 is deemed to be an index of members and register and index of debenture holders. We recognize as shareholders only those persons who appear on our register of shareholders and do not recognize any person holding any share or part of it



upon any trust, express, implied or constructive, except as permitted by law. In the case of shares held in physical form, we register transfer of shares on the register of shareholders upon receiving the share transfer form duly complete in all respects accompanied by a share certificate or if there is no certificate, the letter of allotment in respect of shares to be transferred together with duly stamped transfer forms. In respect of electronic transfers, the depository transfers shares by entering the name of the purchaser in its books as the beneficial owner of the shares. We then enter the name of the depository in our records as the registered owner of the shares. The beneficial owner is entitled to all the rights and benefits as well as the liabilities with respect to the shares that are held by the depository.

For the purposes of determining the shareholders, the register may be closed for periods not exceeding 45 days in any one year or 30 days at any one time. Under the listing agreements of the Indian Stock Exchanges, we may, upon at least 15 days advance notice to such stock exchanges, set a record date and/or close the register of shareholders.

### **Transfer of Shares**

Shares held through depositories are transferred in the form of book entries or in electronic form in accordance with the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996. These regulations provide the regime for the functioning of the depositories and the participants and set forth the manner in which the records are to be kept and maintained and the safeguards to be followed in this system. Transfers of beneficial ownerships of shares held through a depository are exempt from stamp duty. We have entered into an agreement for such depository services with National Securities Depository Limited and the Central Depository Services (India) Limited.

The shares of an Indian public company are freely transferable, subject to the provisions of the Indian Companies Act pursuant to which if a transfer of shares contravenes the SEBI Act, or regulations made thereunder, or the Sick Industrial Companies (Special Provisions) Act, 1985 or any other similar law, the Company Law Board (which is expected to be replaced by the National Company Law Tribunal) may, on an application made by the company, a depository, a participant, an investor or SEBI, direct a rectification of the register of records. If a company without sufficient cause refuses to register a transfer of shares within two months from the date on which the instrument of transfer is delivered to the company, the transferee may appeal to the Company Law Board seeking to register the transfer of shares.

Pursuant to listing agreements with the Indian Stock Exchanges, in the event a company has not effected the transfer of shares within one month or where the company has failed to communicate to the transferee any valid objection to the transfer within the stipulated time period of one month, the company is required to compensate the aggrieved party for the opportunity losses caused during the period of delay.

Our Articles provide for certain restrictions on the transfer of shares, including granting power to the board of directors to refuse to register or acknowledge transfer of shares or other securities issued by the company. However, to the extent that the provisions of the Articles are in conflict with any of the provisions of the Indian Companies Act, the Indian Companies Act shall prevail.

### **Disclosure of Ownership Interest**

Section 187C of the Indian Companies Act requires beneficial owners of shares of Indian companies who are not holders of record to declare to the company details of the holder of record and the holder of record to declare details of the beneficial owner. Any charge, promissory note or other collateral agreement created, executed or entered into with respect to any equity share by its registered owner or any hypothecation by the registered owner of any equity share shall not be enforceable by the beneficial owner or any person claiming through the beneficial owner if such declaration is not made. Failure by a person to comply with Section 187C will not affect the company's obligation to register a transfer of shares or to pay any dividends to the registered holder of any shares in respect of which the declaration has not been made.

While it is unclear under Indian law whether Section 187C applies to holders of ADSs, investors who exchange ADSs for underlying equity shares will be subject to the requirements of Section 187C. Additionally, holders of ADSs may be required to comply with the notification and disclosure obligations pursuant to the provisions of the deposit agreement entered into by such holders, the company and the depository.

Any investor who fails to comply with the requirement to make a declaration under Section 187C may be liable for a fine up to Rs. 1,000 for each day such failure continues. Additionally, if we fail to comply with the provisions of Section 187C, then we may be liable for a fine of up to Rs. 100 for each day the default continues.

### **Audit and Annual Report**

A public limited company's audited financial statements, the directors' report and the auditors' report must be approved at the annual general meeting. These documents also include certain other financial information, a report on corporate governance and a section on management's discussion and analysis. These documents need to be made available for inspection at the company's registered office during normal working hours for 21 days prior to the annual general meeting.

Under the Indian Companies Act, a company must file the above documents with the Registrar of Companies within 30 days after the date of the annual general meeting. Under the listing agreement, copies of the statutory and directors' annual reports, balance sheets and profit and loss accounts and other special reports are required to be sent to the stock exchanges as soon as they are issued. A company is also required to file with the stock exchanges a compliance report on a quarterly basis, within 15 days from the end of the quarter incorporating, *inter alia*, the shareholding pattern. The listing agreement also requires companies to furnish to the stock exchange unaudited quarterly and semi-annual financial results of operations and publish such information in at least one English language newspaper.

### **Liquidation Rights**

Subject to the rights of creditors, employees and the holders of any shares entitled by their terms to preferential repayment over the equity shares, if any, in the event of our winding-up, the holders of the equity shares are entitled to be repaid the amount of paid up capital or credited as paid up on those equity shares. All surplus assets after payments to the employees, statutory creditors, secured and unsecured creditors and holders of any preference shares shall be paid to holders of equity shares in proportion to the amount paid up on such shares at the commencement of the winding-up.

### **Buy-back**

Pursuant to Section 77A of the Indian Companies Act and the SEBI (Buyback of Securities) Regulations, 1998, as amended, a listed company may buy its equity shares out of its free reserves or securities premium account or the proceeds of any equity shares or other specified securities. No buy-back of any kind of shares or other specified securities can be made out of the proceeds of an earlier issue of the same kind of securities. If such buy-back constitutes more than 10% of the total paid-up equity capital and free reserves of the company, it shall require the approval of at least 75% of the shareholders present and voting at a general meeting of shareholders of such company. A board resolution will constitute sufficient corporate authorization for a buy-back within the above limit. A company cannot buy-back shares representing more than 25% of its paid-up equity capital in a single financial year. Further, the total consideration for the buy-back cannot exceed 25% of the paid-up capital and free reserves of a company.

A company is not permitted to make any further issue (including a rights issue) of the same kind of shares or other specified securities within a period of six months of such buy-back, except by way of a



bonus issue or in discharge of its existing obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity.

The buy-back may be (a) from the existing security holders on a proportionate basis through a tender offer; (b) from the open market through (i) a book-building process or (ii) the stock exchange; (c) from odd-lot holders or (d) by purchasing the securities issued to the employees pursuant to a stock option plan or similar scheme. Buy-backs through negotiated deals, whether on a stock exchange or through spot transactions or through any other private arrangements, are not permitted.

Any ADS holder may participate in a company's purchase of its own shares by withdrawing its ADSs from the depository facility, acquiring equity shares upon the withdrawal and selling such shares back to the company. We cannot guarantee that equity shares offered by an ADS investor in any buy-back of shares by us will be accepted by us. The regulatory approvals required for ADS holders to participate in a buy-back are not entirely clear, and ADS investors are advised to consult their legal advisors prior to participating in any buy-back of shares by us, including advice related to any related regulatory approvals and tax issues.

#### **Alteration of Shareholder Rights**

Under the Indian Companies Act, and subject to the provisions of the articles of association of a company and the relevant rules as issued by the Department of Company Affairs, the rights of any class of shareholders can be altered or varied (i) with the consent in writing of the holders of not less than three-fourths of the issued shares of that class; or (ii) by the special resolution passed at a separate meeting of the holders of the issued shares of that class. In the absence of any such provision in the articles, such alteration or variation is permitted as long as it is not prohibited by the agreement governing the issue of the shares of that class. Under the Indian Companies Act, the articles may be amended by a special resolution of the shareholders..

Our Articles can be amended if shareholders holding not less than 75% of the equity shares (who are entitled to vote) cast votes in favor of each such amendment of the Articles and which shall include the favorable votes of each of the AKP Group, the GKP Group, the NKP Group and General Atlantic, so long as each of the respective groups hold at least 10% of the equity shares and vote on each amendment(s).

#### **Limitation on the Rights to Own Securities**

The limitation on the rights to own securities of Indian companies, including the rights of non-resident or foreign shareholders to hold securities, are discussed below in Item 10.D. Additional Information Exchange Controls .

#### **Takeover Code**

The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as amended, or the Takeover Code, prescribes certain thresholds of securities ownership or trigger points that give rise to certain obligations thereunder. The Takeover Code requires disclosure of the aggregate shareholding or voting rights in a listed company by any acquirer who acquires shares or voting rights which (taken together with shares or voting rights, if any, already held by such acquirer) entitle him to more than 5%, 10%, 14%, 54% or 74% of the shares or voting rights in that company. The Takeover Code also requires (unless specifically exempted) the making of an open offer to acquire an additional 20% of the voting capital of a company in the following circumstances:

(a) any acquirer, who together with persons acting in concert with such acquirer, acquires or agrees to acquire 15% or more of the equity shares or voting rights in the company;

(b) any acquirer who, together with persons acting in concert with such acquirer, has acquired 15% or more, but less than 55%, of the equity shares or voting rights in the shares of the company and who acquires additional shares or voting rights entitling such acquirer to exercise more than 5% of the voting rights in any financial year ending March 31;

(c) any acquirer who, together with persons acting in concert with such acquirer, has acquired 55% or more, but less than 75%, of the shares or voting rights in the shares of the company (or, where the company concerned had obtained the initial listing of its shares by making an offer of at least 10% of the issue size to the public pursuant to Rule 19(2)(b) of the SCRR, less than 90% of the shares or voting rights in the company) and who acquires any additional share or voting right;

(d) any acquirer who, together with persons acting in concert with such acquirer, holds 55% or more, but less than 75%, of the shares or voting rights of the company (or, where the company concerned had obtained the initial listing of its shares by making an offer of at least 10% of the issue size to the public pursuant to Rule 19(2)(b) of the SCRR, less than 90% of the shares or voting rights in the company), intends to consolidate its holdings while ensuring that the public shareholding in the target company does not fall below the minimum level permitted by the listing agreement with the stock exchanges; or

(e) any acquirer who acquires control over the company (directly or indirectly), irrespective of whether there has been any acquisition of shares or voting rights in the company.

However, in the event a public offer is made pursuant to paragraph (d) above, the minimum size of the public offer to acquire the voting capital of the target company is required to be the lesser of (i) 20% of the voting capital of the company; or (ii) such other lesser percentage of the voting capital of the company as would, assuming full subscription of the offer, enable the acquirer, together with persons acting in concert with him, to increase his holding to the maximum level possible, which is consistent with the target company meeting the requirements of minimum public shareholding as set forth in the listing agreement.

Further, if the acquisition of voting capital of a target company made by an acquirer pursuant to a public offer results in the public shareholding in the target company being reduced below the minimum level required in the listing agreements with the stock exchanges for the purpose of continuous listing, the acquirer is required to take necessary steps to facilitate compliance of the target company with the relevant provisions of the listing agreement within the time period mentioned in the listing agreements.

The Takeover Code sets out the contents of the required public announcements as well as the minimum offer price. The minimum offer price depends on whether the shares of the company are frequently or infrequently traded (as defined in the Takeover Code). In case the shares of the company are frequently traded, the offer price shall be the higher of:

- the negotiated price under the agreement for the acquisition of shares in the company;
- the highest price paid by the acquirer or persons acting in concert with him for any acquisitions, including through an allotment in a public, preferential or rights issue, during the 26-week period prior to the date of public announcement;
- the average of the weekly high and low of the closing prices of the shares of the company quoted on the stock exchange where the shares of the company are most frequently traded during the 26-week period prior to the date of public announcement, or the average of the daily high and low of the prices of the shares as quoted on the stock exchange where the shares of the company are most frequently traded during the two weeks preceding the date of public announcement, whichever is higher.

Specific obligations of the acquirer and the board of directors of the target company in the offer process have also been specified. Acquirers making a public offer also must deposit in an escrow account a

percentage of the total consideration payable under the public offer, which will be forfeited in the event that the acquirer does not fulfill its obligations.

The Takeover Code, subject to certain conditions specified in the Takeover Code, exempts certain specified acquisitions from the requirement of making a public offer, including, among others, the acquisition of shares (1) by allotment in a public issue or a rights issue; (2) by underwriters pursuant to an underwriting agreement; (3) by registered stockbrokers in the ordinary course of business on behalf of clients; (4) in unlisted companies; (5) pursuant to a scheme of reconstruction or amalgamation; (6) pursuant to a scheme under Section 18 of the Sick Industries Companies (Special Provisions) Act, 1985; (7) resulting from, inter se transfers between companies belonging to the same group of companies as defined in the Monopolies and Restrictive Trade Practices Act, 1969, as amended or between relatives or between qualifying promoters of a publicly listed company or between qualifying Indian promoters and foreign collaborators who are shareholders; (8) by way of transmission through inheritance or succession; (9) resulting from transfers by Indian venture capital funds or foreign venture capital investors registered with SEBI, to promoters of a venture capital undertaking or venture capital undertaking pursuant to an agreement between such venture capital funds or foreign venture capital investors with such promoters or venture capital undertaking; (10) by the Government controlled companies, unless such acquisition is made pursuant to a disinvestment process undertaken by the Government or a state government; (11) change in control by takeover/restoration of the management of the borrower company by the secured creditor in terms of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002; (12) acquisition of shares by a person in exchange of equity shares received under a public offer made under the Takeover Code; and (13) in terms of guidelines and regulations relating to delisting of securities as specified by SEBI. The Takeover Code does not apply to acquisitions in the ordinary course of business by public financial institutions either on their own account or as a pledgee. An application may also be filed with the takeover panel seeking exception from the open offer requirements of the Takeover Code.

In addition, the provisions of the Takeover Code relating to making of a public offer do not apply to the acquisition of American Depository Receipts or Global Depository Receipts so long as they are not converted into equity shares carrying voting rights.

#### **Provisions on Changes in Capital**

Our authorized capital can be altered by an ordinary resolution of the shareholders in a general meeting. The additional issue of equity shares is subject to the pre-emptive rights of the shareholders. In addition, a company may increase its share capital, consolidate its share capital into shares of larger face value than its existing shares or sub-divided its shares by reducing their par value, subject to an ordinary resolution of the shareholders in a general meeting.

#### **Discriminatory Provisions in the Articles**

There are no provisions in our Articles discriminating against any existing or prospective shareholder as a result of such shareholder owning a substantial number of shares.

#### **10.C. Material Contracts**

Other than described elsewhere in the document herein, we have not entered into any material contracts in the two years preceding the date of this Annual Report, other than contracts entered into in the ordinary course of business.

#### **10.D. Exchange Controls**

The subscription, purchase and sale of shares of an Indian company are governed by various Indian laws restricting the issuance of shares by the company to non-residents or subsequent transfer of shares by or to non-residents. These restrictions have been relaxed in recent years. Set forth below is a summary of various forms of investment, and the restrictions applicable to each, including the requirements under Indian law applicable to this issue of ADSs.

##### **Foreign Direct Investment**

###### *Issues by the Company*

Over a period of time, the Government of India has relaxed the restrictions on foreign investment. Subject to certain conditions, under current regulations, foreign direct investment in most industry sectors does not require prior approval of the Foreign Investment Promotion Board or the Reserve Bank of India, if the percentage of equity holding by all foreign investors does not exceed specified industry-specific thresholds. These conditions include certain minimum pricing requirements and ownership restrictions based on the nature of the foreign investor. Purchases by foreign investors of ADSs are treated as direct foreign investment in the equity issued by Indian companies for such offerings. Foreign investment of up to 100% of our share capital is currently permitted in the IT industry.

###### *Subsequent Transfers*

Restrictions for subsequent transfers of shares of Indian companies between residents and non-residents were relaxed significantly as of October 2004. The RBI has granted general permission to persons resident outside India to transfer shares and convertible debentures held by them to an Indian resident, subject to compliance with certain terms and conditions and reporting requirements. As a result, for a transfer between a resident and a non-resident of securities of an Indian company in the IT sector, such as ours, no prior approval of either the RBI or the Government of India is required, as long as certain conditions are met. These conditions include compliance, as applicable, with pricing guidelines, the Takeover Code, and the ownership restrictions based on the nature of the foreign investor. If a sale or purchase is conducted on a stock exchange at prevailing market prices, the pricing guidelines will be deemed satisfied. For off-market, negotiated transactions, the guidelines require a transaction price based on the prevailing market price.

Transfers between two non-residents by way of sale or gifts are not subject to RBI approvals or pricing restrictions.

##### **Portfolio Investment by Non-Resident Indians**

Investments by persons of Indian nationality or origin residing outside of India, or Non Resident Indians (NRIs), or registered Foreign Institutional Investors, or FIIs, made through a stock exchange are known as portfolio investments, or Portfolio Investments.

NRIs are permitted to make Portfolio Investments on favorable tax and other terms under India's Portfolio Investment Scheme. Under the scheme, an NRI can purchase up to 5% of the paid up share capital of an Indian company, subject to the condition that the aggregate paid up share capital purchased by all NRIs through Portfolio Investments does not exceed 10% of the paid up capital of the company. This limit may be increased up to 24% by passing a special resolution of its members. We have not obtained shareholder approval for our equity shares to be owned by the NRIs beyond the aforesaid 10% limit. In addition to Portfolio Investments in Indian companies, NRIs may also make foreign direct investments in Indian companies pursuant to the foreign direct investment route discussed above.

Overseas corporate bodies, or OCBs, i.e., entities in which at least 60% is owned by NRIs, were previously permitted to invest on favorable terms under the Portfolio Investment Scheme. With effect from September 16, 2003, OCBs are no longer recognized by the RBI as an eligible class of investors in India. Accordingly, OCBs will not be eligible to subscribe for ADSs.

#### **Investment by Foreign Institutional Investors**

Currently, FIIs such as pension funds, investment trusts, insurance or reinsurance companies, international or multilateral organizations and asset management companies, are eligible to make Portfolio Investments on favorable terms in all the securities traded on the primary and secondary markets in India. Investment by FIIs in certain sectors is prohibited.

The Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 provide that no single FII may hold more than 10% of a company's total issued capital in its own name, and where an FII is investing on behalf of a sub-account, the investment on behalf of such sub-account is not permitted to exceed 10% of the total issued capital of the Company.

The total holding in an Indian company of all FIIs together with their sub-accounts is subject to a cap of 24% of the total issued capital of the company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution. For arriving at the ceiling on holdings of FIIs, investments made by FIIs through ADRs are not included. We have not obtained shareholder approval for our equity shares to be owned by FIIs beyond the aforesaid 24% limit.

There is uncertainty under Indian law about the tax regime applicable to FIIs that hold and trade ADSs. FIIs are urged to consult with their Indian legal and tax advisers about the relationship between the FII guidelines and the ADSs and any equity shares withdrawn upon surrender of the ADSs.

#### **ADSs**

##### *Issue of ADSs*

Subject to the fulfillment of certain conditions, including compliance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, or the 1993 Regulations, as amended from time to time, Indian companies issuing ADSs are not required to obtain the prior approval of the Ministry of Finance or the RBI, except in certain cases. An Indian company issuing ADSs must comply with certain reporting requirements specified by the RBI.

On August 31, 2005 the Government of India amended the 1993 Regulations to provide a pricing floor for Global Depository Receipt (which includes ADSs) and Foreign Currency Convertible Bond issues. Under the revised regulations, the offer price of the GDSs/ADSs cannot be less than the higher of the average of the weekly high and low of the closing prices of the shares as quoted on the BSE or the NSE during (a) the six months and (b) the two weeks immediately preceding the date that is 30 days prior to the date on which the shareholder meeting was held to consider the proposed issue.

##### *Fungibility of ADSs*

As per the directions issued by the RBI on the two-way fungibility of ADSs, a person resident outside India is permitted to purchase, through a registered stock broker in India, shares of an Indian company for the purposes of converting the same into ADSs, subject, *inter alia*, to the following conditions:

- the shares of the Indian company are purchased on a recognized stock exchange in India;

- the shares of the Indian company are purchased on a recognized stock exchange with the permission of the domestic custodian for the ADSs issued by the Indian company and such shares are deposited with the custodian after purchase;
- the Indian company has authorized the custodian to accept shares from non-resident investors for reissuance of ADSs;
- the number of shares of the Indian company so purchased does not exceed the ADSs converted into underlying shares and shall be subject to sectoral caps, as applicable; and
- compliance with the provisions of the 1993 Regulations.

*Sponsored ADS Facilities*

By notification dated November 23, 2002, the RBI has permitted existing shareholders of Indian companies to sell their shares through the issue of ADSs against the block of existing shares of an Indian company, subject to the following conditions:

- the facility to sell the shares will be available *pari passu* to all categories of shareholders;
- the sponsoring company whose shareholders propose to divest existing shares in the overseas market through the issue of ADSs will give an option to all its shareholders indicating the number of shares to be divested and the mechanism of determining the price under the applicable ADS norms. If the shares offered for divestment are more than the pre-specified number to be divested, shares would be accepted from the existing shareholders in proportion to their existing shareholdings;
- the proposal for divestment of the shares will have to be approved by a special resolution of the shareholders of the Indian company in a general meeting;
- the proceeds of the ADS issue raised abroad shall be repatriated to India within a period of one month from the closing of the issue. However, the proceeds of the ADS offering can also be retained abroad to meet the future foreign exchange requirements of the company; and
- the issue-related expenses in relation to the public issue of ADSs under this scheme will be subject to a ceiling of 7% of the issue size, in the case of public issues, and 2% of the issue size, in the case of private placements. Issue-related expenses will include underwriting commissions and charges, legal expenses and reimbursable expenses. Issue-related expenses shall be passed on to shareholders participating in the sponsored issue on a pro-rata basis. Issue-related expenses beyond the ceiling will require the approval of the RBI.

The issuer is also required to furnish a report to the RBI specifying the details of the offering, including the amount raised through the offering, the number of ADSs issued, the underlying shares offered, the percentage of foreign equity in the issuer represented by the ADSs, details of issue parameters and details of repatriation within 30 days of such issue.

*Transfer of ADSs and Surrender of ADSs*

A person resident outside India may transfer the ADSs held in Indian companies to another person resident outside India without prior approval of Government of India or the RBI. Other than mutual funds that may purchase ADSs subject to terms and conditions specified by the RBI, a person resident in India is not permitted to hold ADSs of an Indian company, except in connection with the exercise of stock options. An ADS holder is permitted to surrender the ADSs held by him in an Indian company and to receive the underlying equity shares under the terms of the deposit agreement.



## 10.E. Taxation

### Indian Taxation

#### *General*

The following summary is not intended to constitute a complete analysis of the individual tax consequences to non-resident holders or employees under Indian law for the acquisition, ownership and sale of ADSs and equity shares. This summary is based on the law and practice of the Indian Income-tax Act, 1961, or Income-Tax Act, including the special tax regime contained in Sections 115AC and 115ACA of the Income-tax Act read with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended on, January 19, 2000, or the Issue of Foreign Currency Convertible bonds and Ordinary Shares Scheme. The Income-tax Act is amended every year by the Finance Act of the relevant year. Some or all of the tax consequences of Sections 115AC and 115ACA may be amended or changed by future amendments to the Income-tax Act.

**EACH PROSPECTIVE INVESTOR SHOULD CONSULT HIS, HER OR ITS OWN TAX ADVISORS WITH RESPECT TO INDIAN AND LOCAL TAX CONSEQUENCES OF ACQUIRING, OWNING OR DISPOSING OF EQUITY SHARES OR ADSs.**

#### *Levy of Income Tax*

In India, tax is charged on the basis of the residential status of a person (under terms of the provisions of the Indian Income Tax Act) on his/her total income in the previous year, at the rates as specified in the Finance Act as applicable in the relevant assessment year. A period of 12 months commencing on the first day of April every year is referred to as an Assessment Year. Generally, the Previous Year means the financial year immediately preceding the Assessment Year. Tax is paid in the Assessment Year on income earned in the Previous Year. In general, in the case of a person who is resident in India in a previous year, his/her global income is subject to tax in India. In the case of a person who is non-resident in India, only the income that is received or deemed to be received in India or the income that accrues or arises or is deemed to accrue or arise to such person in India is subject to tax in India. In the case of a person who is not ordinarily resident in India, the income chargeable to tax is the same as persons who are resident and ordinarily resident except that the income which accrues or arises outside India is not included in his total income unless it is derived from a business controlled from India.

#### *Residence*

For purposes of the Income-tax Act, an individual is considered to be a resident of India during any fiscal year if he or she is in India in that year for:

182 days or more in a fiscal year

OR

60 days or more in that fiscal year if the person has been present in India for 365 days or more in the preceding four years.

However, where the person concerned is a person of Indian origin, or a person who has left India for employment outside India, the person will be considered a resident of India only when present in India for a period of 182 days in the previous year, even though the person has been present in India for 365 days or more in the preceding four years.

An Individual would be considered not ordinarily resident if he / she is resident in India in a particular Previous Year but has been a non-resident in India for a period of 9 out of 10 years before that year, OR has been present in India for 729 days or less in the 7 years previous to that year.



A company is a resident of India if it is incorporated in India or the control and the management of its affairs is situated wholly in India. Individuals and companies that are not residents of India would be treated as non-residents for purposes of the Income-tax Act.

#### *Taxation of Distributions*

Currently dividend income is exempt from tax for all shareholders (whether resident in India or not). However, the company declaring/distributing dividends is required to pay, in addition to corporate tax, a tax on dividends distributed, called dividend distribution tax at the rate of 14.025% including a surcharge of 10% on the total amounts distributed as dividend and an education surcharge at the rate of 2% of such tax and surcharge.

However with effect from the tax year beginning April 1, 2007, the rate of dividend distribution tax has increased to 16.995% including a surcharge of 10% on the total amounts distributed as dividend and an education and a senior education cess at the rate of 2% and 1% respectively of such tax and surcharge.

Any distributions of additional ADSs or equity shares to resident or non-resident holders will not be subject to Indian tax.

#### *Taxation of Capital Gains*

The following is a brief summary of capital gains taxation of non-resident holders and resident employees relating to the sale of ADSs and equity shares received upon conversion of ADSs. The relevant provisions are contained mainly in sections 45, 47(vii)(a), 115AC and 115ACA, of the Income-tax Act, in conjunction with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares Scheme.

Under the Income-tax Act, capital gains can be of two types, long term capital gain or short term capital gain. Normally, gains arising on the sale of capital assets held for more than 36 months are considered long term capital gains and gains arising on the sale of capital assets held for 36 months or less, are considered short term capital gains. However, gains arising from the sale of a capital asset, being shares held in a company for more than 12 months (measured from the date of advice by a depository to a Custodian of the delivery of the shares in exchange for ADS) are considered long term capital gains. Gains arising from the sale of shares held for a period of twelve months or less are considered as short term capital gains.

Capital gains are taxed as follows:

- Gains from a sale of ADSs outside India, by a non-resident to another non-resident are not taxable in India.
- Conversion of the ADS into the underlying shares is not taxable in India.

Pursuant to Section 115AC of the Income-tax Act read with the provisions of the 1993 Regulations, long term capital gains realized on sale of ADSs (not covered above) will be subject to tax at the rate of 10% excluding the applicable general surcharge and education surcharge. Where the beneficial holder of the ADS is an individual the tax shall be increased by a 10 % general surcharge (if the total income is in excess of Rs. 1,000,000 during the previous year) and education cess of 2% and senior education cess 1% on tax and general surcharge. Where the beneficial holder is a non-resident company, the above amount of tax shall be increased by a 2.5% general surcharge and 2% and 1% education cess and senior education cess respectively. This tax is levied in India by withholding the tax at the above rates.

Any income arising from the transfer of equity shares held as long term capital asset that is subject to securities transaction tax, which is effective from October 1, 2004, shall be exempt from long term capital gains tax. Any income arising from the transfer of equity shares held as a short term capital asset, that is subject to securities transaction tax (effective from October 1, 2004), shall be taxed at a rate of 10% plus a

general surcharge of 10% for individuals having total income in excess of Rs. 1,000,000 during the previous year or 2.5% in case of foreign companies, and an additional 2% and 1% education cess and senior education cess respectively on tax and surcharge amount.

The aforesaid tax rates with respect to capital gains may be reduced as per the provisions of the double tax avoidance agreements that India has signed with the home jurisdictions of the non-resident holders.

#### ***Taxation of Business Income***

The income from the transfer of shares held in an Indian company may be characterized as trading income, on the basis of various factors, including the purpose of the holding by the investor, period of holding, the manner and method of investment and transfer, etc. Where shares are held under an employee stock option scheme, it is unlikely that the income from transfer of these shares will be characterized as trading income.

Where the income is classified as trading or business income, and is found liable to tax in India, non-resident companies will be taxed in India on the net income at the rate of 40% increased by 2.5% surcharge and 2% and 1% education and senior education cess respectively. Further, MAT will apply in such cases. Non-residents other than companies or residents will be taxed at 30% increased by 10% surcharge and 2% and 1% education and senior education cess respectively, on trading or business income.

#### ***Minimum Alternate Tax (MAT)***

Pursuant to the changes introduced by the Finance Bill, 2007, the corporate shareholders may be subject to a Minimum Alternate Tax ( MAT ). As per the Income-tax Act, if the tax payable by any company (including a foreign company) is less than 10 % of its book profits, it will be required to pay MAT which will be deemed to be 11.33% of such book profits, in case of a foreign company.

Further, the provisions of MAT will also be applicable to corporates from the tax year beginning April 1, 2007 claiming deduction under section 10A and 10B of the Indian Income Tax Act. (which mainly includes IT companies) and based on the provisions, corporates will be liable to pay MAT at the rate of 11.33% (including a surcharge of 10% and an education cess and a senior education cess at the rate of 2% and 1% respectively of such tax and surcharge) or tax computed as per normal provisions, whichever is higher.

#### ***Securities Transaction Tax***

The Finance Act, 2004 has introduced certain new provisions with regard to taxes on the sale and purchase of securities, including equity shares. On and after October 1, 2004, in respect of a sale and purchase of equity shares entered into on a recognized stock exchange, (i) both the buyer and seller are required to pay each a Securities Transaction Tax, or STT at the rate of 0.10% of the transaction value of the securities, if a transaction is a delivery based transaction i.e. the transaction involves actual delivery or transfer of shares; (ii) the seller of the shares is required to pay a STT at the rate of 0.02% of the transaction value of the securities, if the transaction is a non-delivery based transaction, i.e. a transaction settled without taking delivery of the shares. The Finance Bill, 2007 has increased the rate to 0.125% for delivery based transactions and 0.025% for non-delivery based transactions. The STT can be set-off against business income tax, in accordance with the provisions of the Income-tax Act, provided the gains on the transactions are taxed as business income and not as capital gains.

***Mode of Computation of Capital Gain***

Capital gains tax is computed by applying the appropriate tax rate on the difference between the sale price and the purchase price of the capital asset. For the purpose of determining the amount of capital gains arising from the sale of shares, converted on surrender of the ADS, the cost of acquisition of such shares shall be prevailing price of shares at the Indian Stock Exchanges, on the date on which the depository advises the Custodian of the release of such shares on such surrender of the ADS and not the acquisition cost of the ADS being exchanged. According to the 1993 Regulations, a non-resident holder's holding period for the purpose of determining the applicable Indian capital gains tax rate relating to equity shares received in exchange for ADSs commences on the date of the notice of the redemption by the Depository to the custodian. However, the 1993 Regulations does not address this issue in the case of resident employees, and it is therefore unclear as to when the holding period for the purposes of determining capital gains tax commences for such a resident employee.

The 1993 Regulations provides that if the equity shares are sold on a recognized stock exchange in India against payment in Indian rupees, they will no longer be eligible for preferential tax treatment. It is unclear as to whether section 115AC and the 1993 Regulations are applicable to a non-resident who acquires equity shares outside India from a non-resident holder of equity shares after receipt of the equity shares upon conversion of the ADSs. It is unclear as to whether capital gains derived from the sale of subscription rights or other rights by a non-resident holder not entitled to an exemption under a tax treaty will be subject to Indian capital gains tax. If such subscription rights or other rights are deemed by the Indian tax authorities to be situated within India, the gains realized on the sale of such subscription rights or other rights will be subject to Indian taxation. The capital gains realized on the sale of such subscription rights or other rights, which will generally be in the nature of short term capital gains, will be subject to tax at variable rates with a maximum rate of 40% excluding the applicable general surcharge of 2.5% and education of 2% and senior education cess of 1% in case of a foreign company, and 30%, excluding the applicable general surcharge and education and senior education cess, in case of resident and non-resident employees at the applicable slab rate (10%, 20% or 30%, as the case may be) and increased by a general surcharge of 10% for individuals having total income in excess of Rs. 1,000,000 plus 2% and 1% education and senior education cess respectively on tax and general surcharge. In case of persons other than individuals and companies, the rate of tax would be 30% increased by a 10% surcharge, and a 2% and 1% education and senior education cess respectively.

***Withholding tax on capital gains***

Any taxable gain realized by a non-resident on the sale of ADSs or equity shares is to be withheld at the source by the buyer. However, as per the provisions of section 196D(2) of the Income-tax Act, no withholding tax is required to be deducted from any income by way of capital gains arising to Foreign Institutional Investors as defined in section 115AD of the Income-tax Act on the transfer of securities defined therein, where the investment is made under the FII regime.

***Buy-back of securities***

Indian companies are not subject to any tax on the buy-back of their shares from its shareholders in accordance with the provisions of Section 77A of the Companies Act, 1956. However, the shareholders will be taxed on any resulting gains. We would be required to deduct tax at source according to the capital gains tax liability of a non-resident shareholder.

***Stamp Duty and Transfer Tax***

Upon issuance of the equity shares underlying our ADSs, we will be required to pay a stamp duty of 0.1% per share of the issue price of the underlying equity shares. A transfer of ADSs is not subject to Indian stamp duty. However, in the event that a holder of ADS wishes to enforce its rights under the ADS, and bring the instrument into India for this purpose, the holder of ADS may be required to pay stamp duty on the ADS at the applicable rate. Shares must be traded in dematerialized form and the transfer of shares in dematerialized form is currently not subject to stamp duty.

***Wealth Tax***

The holding of the ADSs and the holding of underlying equity shares by resident and non-resident holders is not subject to Indian wealth tax. Non-resident holders are advised to consult their own tax advisors regarding this issue.

***Gift Tax and Estate Duty***

Currently, there are no gift taxes or estate duties applicable to the gifting or inheritance of ADSs or equity shares. However, these taxes and duties could be restored in the future. Non-resident holders are advised to consult their own tax advisors regarding this issue.

***Service tax***

Brokerage or commission paid to stock brokers in connection with the sale or purchase of shares is subject to a service tax of 12%, excluding education cess of 2% and senior education cess of 1% on tax. The stock broker is responsible for collecting the service tax from the shareholder and paying it to the government account.

**U.S. Federal Income Tax Considerations**

The following is a discussion of certain material U.S. Federal income tax consequences of purchasing, owning and disposing of equity shares and ADSs. This discussion does not purport to be a comprehensive description of all of the U.S. tax considerations that may be relevant to a particular person's decision to acquire the equity shares or ADSs including any state, local or non-U.S. tax consequences of the ownership of the equity shares or ADSs.

**EACH HOLDER OF ADSs SHOULD CONSULT HIS OR HER OWN TAX ADVISOR CONCERNING THE U.S. FEDERAL, STATE, LOCAL AND FOREIGN TAX CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES AND ADSs IN HIS OR HER PARTICULAR SITUATION.**

This discussion applies to only to those investors that hold equity shares or ADSs as capital assets for U.S. tax purposes (generally, for investment). This section does not apply to holders that may be subject to special tax rules, including but not limited to:

- a dealer in securities or currencies;
- a trader in securities that elects to use a mark-to-market method of accounting for your securities holdings;
- a bank, insurance company or other financial institution;
- a tax-exempt organization;
- a holder liable for alternative minimum tax;

- a holder that actually or constructively owns 10% or more by voting power or value of our stock;
- a holder that holds equity shares or ADSs as part of a straddle, hedging or conversion transaction; or
- a U.S. holder whose functional currency is not the U.S. Dollar.

This section is based on the U.S. Internal Revenue Code of 1986, as amended, or the Code, its legislative history, existing and proposed U.S. Treasury regulations, published rulings and other administrative guidance of the U.S. Internal Revenue Service and court decisions, all as in effect on the date hereof. These laws are subject to change or different interpretation by the U.S. Internal Revenue Service or a court, possibly on a retroactive basis.

You are a U.S. holder if you are a beneficial owner of equity shares or ADSs and you are:

- a citizen or resident individual of the United States;
- a U.S. domestic corporation, or other entity treated as a domestic corporation for U.S. federal income tax purposes;
- an estate whose income is subject to U.S. Federal income tax regardless of its source; or
- a trust if a U.S. court can exercise primary supervision over the trust's administration and one or more U.S. persons are authorized to control all substantial decisions of the trust.

In addition, this discussion is limited to U.S. holders who are not resident in India for purposes of the DTAT between the United States and India.

If a partnership (including for this purpose any entity treated as a partnership for U.S. tax purposes) is a beneficial owner of the equity shares or ADSs, the U.S. tax treatment of a partner in the partnership generally will depend on the status of the partner and the activities of the partnership. A holder of the equity shares or ADSs that is a partnership and partners in such a partnership should consult their own tax advisors about the U.S. federal income tax consequences of holding and disposing of the equity shares or ADSs.

A non-U.S. holder is a beneficial owner of equity shares or ADSs that is not a U.S. person for U.S. Federal income tax purposes.

For U.S. Federal income tax purposes, holders of ADSs will be treated as the owners of equity shares represented by such ADSs.

We believe that we will not be a passive foreign investment company, or PFIC, for U.S. Federal income tax purposes for the current taxable year. However, we cannot assure you that we will not be considered a PFIC in the current or future years. The determination whether or not we are a PFIC is a factual determination that is based on the types of income we earn and the value of our assets and cannot be made until the close of the applicable tax year. If we were currently or were to become a PFIC, U.S. holders of equity shares or ADSs would be subject to special rules and a variety of potentially adverse tax consequences under the Code.

#### *Taxation of Dividends*

*U.S. Holders.* Subject to the PFIC rules referred to below, under the U.S. Federal income tax laws, if you are a U.S. holder, you must include in your gross income the gross amount of any dividend paid by us out of our current or accumulated earnings and profits (as determined for U.S. Federal income tax purposes). You must include the amount of any Indian tax withheld from the dividend payment in this gross amount even though you do not in fact receive it. The dividend is ordinary income that you must include in income when you receive the dividend, actually or constructively. Dividends received by an



individual taxpayer during taxable years beginning before January 1, 2011 will be taxed at a maximum rate of 15%, where certain holding period and other requirements are satisfied, if such dividends constitute qualified dividend income. Qualified dividend income includes dividends paid by a Qualified Foreign Corporation, and we believe that we are, and will continue to be, a Qualified Foreign Corporation. The U.S. Treasury has announced its intention to promulgate rules pursuant to which holders of ADSs and intermediaries through whom such securities are held will be permitted to rely on certificates from issuers to establish that dividends are treated as qualified dividends. Because such procedures have not yet been issued, it is not clear whether we will be able to comply with them. Holders of ADSs and equity shares should consult their own tax advisors regarding the availability of the reduced dividend tax rate in light of their own particular circumstances. Dividends will not be eligible for the dividends-received deduction generally allowed to U.S. corporations in respect of dividends received from other U.S. corporations.

The amount of the dividend distribution that you must include in your income as a U.S. holder will be the U.S. Dollar value of the Indian rupee payments made, determined at the spot Indian rupee/U.S. Dollar exchange rate on the date the dividend distribution is includible in your income, regardless of whether the payment is in fact converted into U.S. Dollars. If the foreign currency received as a dividend is not converted into U.S. dollars on the date of receipt, a U.S. Holder will have a basis in the foreign currency equal to its U.S. dollar value on the date of receipt. Generally, any gain or loss resulting from currency exchange fluctuations during the period from the date you include the dividend payment in income to the date you convert the payment into U.S. Dollars will be treated as ordinary income or loss. The gain or loss generally will be income or loss from sources within the United States for foreign tax credit limitation purposes. If we distribute non-cash property as a dividend, you generally will include in income an amount equal to the fair market value of the property, in U.S. Dollars, on the date that it is distributed. Subject to certain limitations, a U.S. holder may be entitled to a credit or deduction against its U.S. Federal income taxes for the amount of any Indian taxes that are withheld from dividend distributions made to such U.S. holders. The decision to claim either a credit or deduction must be made annually, and will apply to all foreign taxes paid by the U.S. holder to any foreign country or U.S. possession with respect to the applicable tax year.

A portion of dividends received may be income from United States sources, and the remainder will be income from non-United States sources, for U.S. foreign tax credit purposes under special U.S. Federal income tax rules, subject to various classifications and other limitations. The rules relating to computing foreign tax credits are complex. You should consult your own tax advisor to determine the foreign tax credit implications of owning equity shares or ADSs.

Distributions in excess of current and accumulated earnings and profits, as determined for U.S. federal income tax purposes, will be treated as a non-taxable return of capital to the extent of your basis in the equity shares and ADSs and thereafter as capital gain.

*Non-U.S. Holders.* Dividends paid to non-U.S. holders generally will not be subject to U.S. income tax unless the dividends are effectively connected with your conduct of a trade or business within the United States, and the dividends are attributable to a permanent establishment (or in the case of an individual, a fixed place of business) that you maintain in the United States if that is required by an applicable income tax treaty as a condition for subjecting you to U.S. taxation on a net income basis. In such cases you generally will be taxed in the same manner as a U.S. holder, and will not be subject to U.S. Federal withholding tax. If you are a corporate non-U.S. holder, effectively connected dividends may, under certain circumstances, be subject to an additional branch profits tax at a 30% rate or a lower rate if you are eligible for the benefits of an income tax treaty that provides for a lower rate.

*Taxation of Capital Gains*

*U.S. Holders.* Subject to the PFIC rules referred to below, if you are a U.S. holder and you sell or otherwise dispose of your equity shares or ADSs, you will recognize capital gain or loss for U.S. Federal income tax purposes equal to the difference between the U.S. Dollar value of the amount that you realize and your tax basis, determined in U.S. Dollars, in your equity shares or ADSs. Prior to January 1, 2011, capital gains of a non-corporate U.S. holder are generally taxed at a maximum rate of 15% where the property is held for more than one year. The gain or loss will generally be income or loss from sources within the United States for foreign tax credit limitation purposes, unless it is attributable to an office or other fixed place of business outside the United States and certain other conditions are met. Your ability to deduct capital losses is subject to limitations.

Pursuant to recently-enacted legislation, a penalty in the amount of \$10,000 in the case of a natural person and \$50,000 in any other case is imposed on any taxpayer that fails to timely disclose its participation in a reportable transaction (as defined in Section 6011 of the Code). A taxpayer that has participated in a reportable transaction during the tax year must attach a disclosure statement to its U.S. Federal income tax return. A reportable transaction includes a transaction generating a loss under Code Section 165 in excess of certain specified amounts (which amounts vary depending on several factors, including the status of the taxpayer as an individual, trust, partnership or corporation). Investment in equity shares or ADSs could be treated as a reportable transaction that must be disclosed on a U.S. holder's U.S. Federal income tax return if the investment results in the taxpayer claiming a foreign currency loss on such tax return equal to or greater than the specified amount (e.g., \$50,000 in the case of a taxpayer that is an individual or trust). Prospective purchasers are urged to consult their own tax advisors regarding the circumstances in which an investment in equity shares may result in a reportable transaction that is required to be disclosed to the IRS.

*Non-U.S. Holders.* If you are a non-U.S. holder, you will not be subject to U.S. federal income tax on gain recognized on the sale or other disposition of your equity shares or ADSs unless:

- the gain is effectively connected with your conduct of a trade or business in the United States, and the gain is attributable to a permanent establishment (or in the case of an individual, a fixed place of business) that you maintain in the United States if that is required by an applicable income tax treaty as a condition for subjecting you to U.S. taxation on a net income basis; or
- you are an individual, you are present in the United States for 183 or more days in the taxable year of the sale and certain other conditions exist.

In the first case, the non-U.S. holder will be taxed in the same manner as a U.S. holder. In the second case, the non-U.S. holder will be subject to U.S. Federal income tax at a rate of 30% on the amount by which such the non-U.S. holder's U.S.-source capital gains exceed such non-U.S. holder's U.S.-source capital losses.

If you are a corporate non-U.S. holder, effectively connected gains that you recognize may also, under certain circumstances, be subject to an additional branch profits tax at a 30% rate or at a lower rate if you are eligible for the benefits of an income tax treaty that provides for a lower rate.

*PFIC Rules*

We believe that our equity shares and ADSs will not be treated as stock of a PFIC for U.S. federal income tax purposes for the current tax year. The determination of whether or not we are a PFIC is a factual determination that cannot be made until the close of the applicable tax year and that is based on the types of income we earn and the value of our assets (including goodwill), both of which are subject to change. In calculating goodwill for this purpose, we will value our total assets based on the total market value, determined with reference to the then market price of the equity shares and ADSs, and will make



determinations regarding the amount of this value allocable to goodwill. Because the determination of goodwill will be based on the market price of the equity shares and ADSs, it is subject to change. It is possible that the U.S. Internal Revenue Service may challenge our valuation of our assets (including goodwill), which may result in our being classified as a PFIC. Thus, it is possible that we may be or become a PFIC in the current or any future taxable year and we cannot assure you that we will not be considered a PFIC in any such tax year.

In general, if you are a U.S. holder, we will be a PFIC with respect to you if for any taxable year in which you held the equity shares or ADSs:

- at least 75% of our gross income for the taxable year is passive income; or
- at least 50% of the value, determined on the basis of a quarterly average, of our assets is attributable to assets that produce or are held for the production of passive income.

Passive income generally includes dividends, interest, royalties, rents (other than certain rents and royalties derived in the active conduct of a trade or business), the excess of gains over losses from certain types of transactions in commodities, annuities and gains from assets that produce passive income. If a foreign corporation owns at least 25% by value of the stock of another corporation, the foreign corporation is treated for purposes of the PFIC tests as owning its proportionate share of the assets of the other corporation, as receiving directly its proportionate share of the other corporation's income.

If we are treated as a PFIC, and you are a U.S. holder that did not make a mark-to-market election, as described below, you will be subject to special rules with respect to:

- any gain you realize on the sale or other disposition of your equity shares or ADSs; and
- any excess distribution that we make to you (generally, any distributions to you during a single taxable year that are greater than 125% of the average annual distributions received by you in respect of the equity shares or ADSs during the three preceding taxable years or, if shorter, your holding period for the equity shares or ADSs).

Under these rules:

- the gain or excess distribution will be allocated ratably over your holding period for the equity shares and ADSs;
- the amount allocated to the taxable year in which you realized the gain or excess distribution will be taxed as ordinary income;
- the amount allocated to each prior year, with certain exceptions, will be taxed at the highest tax rate in effect for that year; and
- the interest charge generally applicable to underpayments of tax will be imposed in respect of the tax attributable to each such year.

Special rules apply for calculating the amount of the foreign tax credit with respect to excess distributions by a PFIC.

If you own shares in a PFIC that are treated as marketable stock, you may make a mark-to-market election. If you make this election in a timely fashion, you will not be subject to the PFIC rules described above. Instead, in general, you will include as ordinary income each year the excess, if any, of the fair market value of your equity shares and ADSs at the end of the taxable year over your adjusted basis in your equity shares and ADSs. You will also be allowed to take an ordinary loss in respect of the excess, if any, of the adjusted basis of your equity shares and ADSs over the fair market value at the end of the taxable year (but only to the extent of the net amount of previously included income as a result of the mark-to-market election). Your basis in the equity shares and ADSs will be adjusted to reflect any such income or loss amounts.



We do not intend to furnish you with the information that you would need in order to make a qualified electing fund election to include your share of its income on a current basis.

If you own equity shares or ADSs during any year that we are a PFIC, you must file U.S. Internal Revenue Service Form 8621 that describes the distribution received on the equity shares or ADSs and the gain realized on the disposition of the equity shares or ADSs. The reduced tax rate for dividend income, discussed in Taxation of Dividends, is not applicable to dividends paid by a PFIC.

#### *Information Reporting and Backup Withholding*

In general, information reporting requirements will apply to dividends in respect of equity shares or ADSs or the proceeds received on the sale, exchange or redemption of equity shares or ADSs paid within the United States (and, in certain cases, outside the United States) to U.S. holders other than certain exempt recipients, such as corporations, and backup withholding tax at the rate of 28% may apply to such amounts if the U.S. holder fails to provide an accurate taxpayer identification number (or otherwise establishes, in the manner provided by law, an exemption from backup withholding) or to report dividends required to be shown on the U.S. holder's U.S. Federal income tax returns.

Backup withholding is not an additional income tax, and the amount of any backup withholding from a payment to a U.S. holder will be allowed as credit against the U.S. holder's U.S. Federal income tax liability provided that the appropriate returns are filed.

A Non-U.S. holder generally may eliminate the requirement for information reporting and backup withholding by providing certification of its foreign status to the payor, under penalties of perjury, on IRS Form W-8BEN.

#### **10.F. Dividends and paying agents**

Not applicable

#### **10.G. Statement by experts**

Not applicable

#### **10.H. Documents on display**

This report and other information filed or to be filed by us can be inspected and copied at prescribed rates at the public reference facilities maintained by the SEC at:

Judiciary Plaza  
100 F Street, N.E.  
Public Reference Room  
Washington, D.C. 20459

The SEC maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding registrants that make electronic filings with the SEC using its EDGAR system.

Our periodic reports and other information may also be inspected at the offices of the New York Stock Exchange located at 20 Broad Street, New York, New York 10005.

Additionally, documents referred to in this Form 20-F may be inspected at our corporate office which is located at Akruti Softech Park, MIDC Cross Road No. 21, Andheri (E), Mumbai-400 093, India.

#### **10.I. Subsidiary information**

Not applicable



## ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### *General*

Market risk is the loss of future earnings, or reduction in fair value or future cash flows, that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market sensitive financial instruments including foreign currency receivables and payables.

Our exposure to market risk is a function of our revenue and expense generating activities in foreign currency, the activity of investment in securities and liquid mutual fund units and the results of our hedging strategies for foreign currency exposures. The objective of market risk management is to avoid excessive exposure of our earnings and equity to loss.

### *Risk Management Procedures*

We manage market risk through treasury operations. Our market risk objectives and policies are approved by our senior management and board of directors. The activities of treasury operations include management of cash resources and investment in securities and liquid mutual fund units, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

### *Components of Market Risk*

*Exchange Rate Risk.* Our exposure to market risk arises principally from exchange rate risk. We transact a major portion of our business in foreign currencies, particularly the U.S. dollar. The exchange rate between the rupee and the dollar has changed substantially in recent years and may fluctuate substantially in the future. The results of our operations can be adversely affected as the rupee fluctuates against the dollar. Our exchange rate risk primarily arises from our foreign currency revenues, receivables, payables and other foreign currency assets and liabilities.

We have sought to reduce the effect of exchange rate fluctuations on our operating results by entering into foreign exchange forward contracts. As of December 31, 2005, we had outstanding forward contracts of \$77.0 million. As of December 31, 2006, we had outstanding forward contracts of \$182.6 million. These contracts typically mature within twelve months, must be settled on the day of maturity and may be cancelled subject to the payment of any gains or losses in the difference between the contract exchange rate and the market exchange rate on the date of cancellation. We use these instruments only for hedging purposes. We may not purchase contracts adequate to insulate ourselves from all foreign exchange currency risks. The policies of the Reserve Bank of India may change from time to time which may limit our ability to hedge our foreign currency exposures adequately. In addition, any such contracts may not perform adequately as a hedging mechanism. We may, in the future, adopt more active hedging policies.

*Interest Rate Risk.* Our surplus cash resources are typically invested in liquid mutual fund units, units in other debt mutual funds in India, U.S. municipal bonds and sweep funds. These investments are exposed to interest rate risk whereby any increase in interest rates may decrease the fair value of the investments. We attempt to reduce this risk by investing in funds with shorter durations and by adequately diversifying our investments.

*Fair Value.* The fair value of our market rate risk sensitive instruments approximates their carrying value.

**ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

Not applicable

**PART II**

**ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

Not applicable

**ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

**Modification in the rights of security holders**

On April 25, 2006, our Board, subject to the approval of our shareholders, recommended the amendment of our ESOP 2003 plan to provide an option to the Company to grant ADR-linked stock options to enable certain employees outside India to acquire ADSs upon exercise of options. The shareholders of the Company at the annual general meeting held on June 21, 2006 approved the said amendment to the Patni ESOP 2003 to enable the Company to issue up to 2,000,000 ADR linked stock options to the employees of the Company as well as its subsidiaries. Accordingly, the amended plan, i.e., Patni ESOP 2003- Revised 2006 has come into force with effect from June 21, 2006.

**Use of proceeds**

In our initial offering of our ADSs, completed on December 8, 2005, we issued 6,156,250 ADSs, representing 12,312,500 equity shares of Rs. 2 each, to an underwriting syndicate (including the underwriters' over-allotment option of 1,031,250 ADSs representing 2,062,500 equity shares) at an initial offering price of \$20.34 per ADS pursuant to a registration statement filed on Form F-1 (File No.333-129771) with the SEC. The managing underwriters were Goldman Sachs (Asia) LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and ABN AMRO Rothschild LLC. We received approximately \$117 million in net proceeds from the offering (after adjusting for direct expenses relating to the offering of ADSs of approximately \$8.2 million, out of which \$7.6 million was paid as underwriting and management consulting fees and \$0.6 million was paid for other expenses.).

As of December 31, 2006, US\$25 million had been utilized for capital expenditure for office facilities and the balance \$92 million remained as cash and cash equivalents pending utilization.

**ITEM 15T. CONTROLS AND PROCEDURES**

**Disclosure controls and procedures**

Based on their evaluation as of December 31, 2006, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures as defined in Rules 13a-15 and 15d-15 under the Securities Exchange Act of 1934 (the Exchange Act) are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms. See the certifications regarding disclosure controls and procedures set forth in Exhibits 12.1, 12.2, 13.1 and 13.2.

Our disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the objectives of the control system. As such, disclosure controls and procedures or internal control systems may not prevent all error and all fraud. In addition, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs and our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Because of the

inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, at our Company have been detected.

## **Management's Report on Internal Controls over Financial Reporting**

### *Internal controls over financial reporting*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting as defined in Rule 13a-15(f) and 15d-15(f) under the US Securities and Exchange Act of 1934, as amended.

The internal control over financial reporting was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States of America and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles in the United States of America, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements.

A material weakness in internal control over financial reporting is defined by the Public Company Accounting Oversight Board ( PCAOB ) Auditing Standard No. 2 as a control deficiency, or, combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

Our management, including our Chief Executive Officer and Chief Financial Officer assessed the effectiveness of our internal control over financial reporting as of December 31, 2006. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission in Internal Control-Integrated Framework . This assessment included an evaluation of the design and operation of internal controls over financial reporting.

Based on this assessment, the management concluded that, as of December 31, 2006, the Company has maintained effective internal controls over financial reporting

### **Changes in internal control over financial reporting**

During the period covered by this Annual Report, there were no material changes in our internal control over financial reporting. However, we have incorporated some process changes to strengthen the controls that have materially affected or are reasonably likely to materially affect our internal control over financial reporting. For example, in connection with an ongoing review of certain tax aspects relating to our international operations by the tax authorities in the US, we have added a control process of review by our senior management to ensure that proper documentation is maintained with respect to our income tax return filings and we have also recently appointed a VP Finance and Head Global Taxation to strengthen our tax team.

**ITEM 16. [RESERVED]****ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT**

Our Audit Committee members are Mr. Arun Duggal (Chairman), Mr. Pradip Shah and Mr. Louis T. van den Boog, each of whom is an independent director pursuant to the applicable rules of the Securities Exchange Commission and the NYSE. See Item 6. Directors, Senior Management and Employees for the experience and qualifications of the members of the Audit Committee. Our Board of Directors has determined that Mr. Arun Duggal is an Audit Committee Financial Expert as defined in item 401(h) of Regulation S-K.

**ITEM 16B. CODE OF ETHICS**

We have adopted a code of business ethics applicable to our executive officers, directors and all other employees. We will make available a copy of the code of ethics to any person, without charge, if a written request is made to our Company Secretary at our corporate office at Akruiti Softech Park, MIDC Cross Road No.21 Andheri (E), Mumbai 400 093, India. The code is also available on our corporate website, [www.patni.com](http://www.patni.com).

**ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The following table sets forth the fees for professional audit services rendered by KPMG for the audit of the Company's annual financial statements for 2005 and 2006, and fees billed for other services rendered by KPMG.

Fiscal Year Ended December 31,	Audit Fees (Amounts in US\$)	Audit-Related Fees	Tax Fees	All Other Fees	Total Fees
2005	261,022	4,825	35,267	396,077	697,191
2006	706,672	2,293	580,000	273,791	1,562,756

**Audit fees**

Audit fees represent fees for professional services rendered for the audit of the standalone and consolidated financial statements of the Company and its subsidiaries prepared in accordance with Indian GAAP and US GAAP.

**Audit-related fees**

Audit-related fees represent fees for professional services rendered in connection with Securities and Exchange Board of India requirements, requirements related to Indian Stock Exchanges and ESOP related matters.

**Tax fees**

Services provided primarily consist of routine corporate tax advisory services.

**All other fees**

Services provided primarily consist of ADR support fees, payroll related tax issues, transfer pricing study and quality review for ISO 9001:2000, BS7799, CMMI/ISO.

We obtain prior approval of our audit committee in connection with the nature of services that are provided and the fees to be paid for the services. For services other than those specified, approval would need to be obtained from the audit committee prior to the performance of such services.



**ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

We have not sought any exemption from the listing standards for audit committees applicable to us as a foreign private issuer.

**ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASES**

During fiscal 2006, there were no purchases made by or on behalf of us or any affiliated purchaser of shares of any class of our securities that are registered pursuant to Section 12 of the US Securities and Exchange Act, 1934, as amended.

**PART III**

**ITEM 17. FINANCIAL STATEMENTS**

See Item 18.

**ITEM 18. FINANCIAL STATEMENTS**

The following financial statement and auditors report for fiscal 2006 are incorporated herein by reference and are included in this Item 18 of this report on Form 20-F:

- Report of Independent Registered Public Accounting Firm.
- Consolidated Balance Sheets as of December 31, 2005 and 2006.
- Consolidated Statements of Income for the years ended December 31, 2004, 2005 and 2006.
- Consolidated Statements of Stockholders Equity and Comprehensive Income for the years ended December 31, 2004, 2005 and 2006.
- Consolidated Statements of Cash Flows for the years ended December 31, 2004, 2005 and 2006.
- Notes to the Consolidated Financial Statements.

**ITEM 19. EXHIBITS**

- \*1.1 Articles of Association of Patni Computer Systems Limited, as amended
- \*1.2 Memorandum of Association of Patni Computer Systems Limited, as amended
- \*1.3 Certificate of Incorporation of Patni Computer Systems Limited, as amended
- \*2.1 Form of Deposit Agreement
- \*2.2 Patni s specimen certificate for equity shares
- \*2.3 Form of American Depositary Receipt
- \*2.4 Patni ESOP 2003-Revised 2006 #
- \*4.2 Registration Rights Agreement
- \*4.3 Purchase Agreement between Patni Computer Systems Limited and Cymbal Corporation dated November 3, 2004
- \*4.4 Lease Deed entered into between the Company and State Industrial Promotion Corporation of Tamil Nadu Limited (SIPCOT), dated September 30, 2004
- \*4.5 Service Agreement between Patni Computer Systems Inc. and Mr. Narendra K. Patni dated December 1, 2000, as amended
- \*4.6 Consultancy Agreement between Patni Computer Systems Limited and Patni Computer Systems Inc. (f/t/a Data Conversion Inc.) dated October 27, 2000
- \*4.7 Terms of employment for Mr. Gajendra K. Patni and Mr. Ashok K. Patni



- \*4.8 Information Technology Services Agreement between General Electric International Inc. and Patni Computer Systems Inc. dated November 12, 2003
    - 8.1 List of subsidiaries of the Registrant, see Item 4. Information on the Company Organizational Structure
    - 12.1 Certification of Chief Executive Officer under Section 302 of the Sarbanes Oxley Act
    - 12.2 Certification of Chief Financial Officer under Section 302 of the Sarbanes Oxley Act
    - 13.1 Certification of Chief Executive Officer under Section 906 of the Sarbanes Oxley Act
    - 13.2 Certification of Chief Financial Officer under Section 906 of the Sarbanes Oxley Act
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\* Previously filed on November 17, 2005 with the SEC on Form F-1 (File Number 333-129771)

# Incorporated by reference from Form S-8 (file number 33-137306)

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**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

For Patni Computer Systems Limited  
By: /s/ NARENDRA K. PATNI  
Narendra K. Patni  
*Chief Executive Officer*

For Patni Computer Systems Limited  
By: /s/ SURJEET SINGH  
Surjeet Singh  
*Chief Financial Officer*

Mumbai, India  
Date: June 29, 2007

**Patni Computer Systems Limited and subsidiaries**  
**Consolidated financial statements**  
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<u>Consolidated Balance Sheets as of December 31, 2005 and 2006</u>	<u>F-3</u>
<u>Consolidated Statements of Income for the years ended December 31, 2004, 2005 and 2006</u>	<u>F-4</u>
<u>Consolidated Statements of Shareholders' Equity and Comprehensive Income for the years ended December 31, 2004, 2005 and 2006</u>	<u>F-5</u>
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2004, 2005 and 2006</u>	<u>F-6 to F-7</u>
<u>Notes to the Consolidated Financial Statements</u>	<u>F-8 to F-42</u>

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**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders  
Patni Computer Systems Limited

We have audited the accompanying consolidated balance sheets of Patni Computer Systems Limited and subsidiaries ( the Company ) as of December 31, 2006 and 2005, and the related consolidated statements of income, shareholders equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2006. These consolidated financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Patni Computer Systems Limited and subsidiaries as of December 31, 2006 and 2005, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2006, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 2.1.27 to the consolidated financial statements, effective January 1, 2006, the Company adopted the fair value method of accounting for stock-based compensation as required by Statement of Financial Accounting Standards No. 123(R), Share- Based Payment.

Mumbai, India  
21 February 2007

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**Patni Computer Systems Limited and subsidiaries**  
**Consolidated Balance Sheets**

	<b>As of December 31, 2005</b>	<b>December 31, 2006</b>
<b>Assets</b>		
<i>Current assets</i>		
Cash and cash equivalents	\$ 148,819,600	\$ 46,510,010
Investments	141,775,935	242,968,048
Accounts receivable, net	58,747,671	101,893,834
Accounts receivable from a significant shareholder, net	15,673,490	13,724,670
Costs and estimated earnings in excess of billings on uncompleted contracts	26,094,094	22,834,345
Deferred income taxes	13,722,884	10,240,528
Prepaid Expenses	2,051,035	2,155,676
Other current assets		