

Mindtree Limited
Consolidated balance sheet

	Note	As at March 31, 2014	Rs in million As at March 31, 2013
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3.1.1	417	415
Reserves and surplus	3.1.2	15,988	12,722
		16,405	13,137
Non-current liabilities			
Long-term borrowings	3.2.1	27	32
Other long-term liabilities	3.2.2	129	57
Long-term provisions	3.2.3	39	-
		195	89
Current liabilities			
Short-term borrowings	3.3.1	-	217
Trade payables		82	189
Other current liabilities	3.3.2	2,738	2,166
Short-term provisions	3.3.3	1,574	1,112
		4,394	3,684
		20,994	16,910
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	3.4.1	3,266	2,485
Intangible assets	3.4.1	170	104
Capital work-in-progress		496	571
Non-current investments	3.4.2	175	230
Deferred tax assets (net)	3.4.3	402	360
Long-term loans and advances	3.4.4	758	617
Other non-current assets	3.4.5	1,039	1,046
		6,306	5,413
Current assets			
Current investments	3.5.1	5,160	4,027
Trade receivables	3.5.2	6,004	4,508
Cash and bank balances	3.5.3	1,184	1,252
Short-term loans and advances	3.5.4	613	430
Other current assets	3.5.5	1,727	1,280
		14,688	11,497
		20,994	16,910
Significant accounting policies and notes to the accounts	2 & 3		

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. : 101248W

For **Mindtree Limited**

Supreet Sachdev
Partner
Membership Number: 205385

Subroto Bagchi
Chairman

N. Krishnakumar
CEO & Managing Director

Rostow Ravanan
Chief Financial Officer

Rajesh Srichand Narang
Company Secretary

Place: Bangalore
Date : April 16, 2014

Place: Bangalore
Date : April 16, 2014

Mindtree Limited
Consolidated statement of profit and loss

Particulars	Note	Rs in million	
		For the year ended March 31, 2014	March 31, 2013
Revenue from operations		30,316	23,618
Other income	3.6	496	350
Total revenues		30,812	23,968
Expense:			
Employee benefits expense	3.7	17,820	14,274
Finance costs	3.7	4	10
Depreciation and amortisation expense	3.4.1	809	624
Other expenses	3.7	6,396	4,820
Total expenses		25,029	19,728
Profit before tax		5,783	4,240
Tax expense:	3.4.3		
Current tax		1,317	887
Deferred tax		(42)	(40)
Profit for the year		4,508	3,393
Earnings per equity share			
Equity shares of par value Rs 10/- each	3.12		
Basic		108.40	82.79
Diluted		107.60	81.75
Weighted average number of equity shares used in computing earnings per share			
Basic		41,588,758	40,974,712
Diluted		41,896,409	41,496,296

Significant accounting policies and notes to the accounts 2 & 3

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Mindtree Limited
Consolidated cash flow statement

	Rs in million	
	For the year ended March 31,	
	2014	2013
Cash flow from operating activities		
Profit before tax	5,783	4,240
Adjustments for :		
Depreciation and amortisation	809	624
Amortization of stock compensation cost	79	2
Interest expense	4	10
Interest / dividend income	(215)	(192)
Profit on sale of fixed assets	(3)	(6)
Profit on sale of investments	(130)	(133)
Provision for diminution in the value of investments	(1)	1
Exchange difference on derivatives	-	(308)
Effect of exchange differences on translation of foreign currency borrowings	25	28
Effect of exchange differences on translation of foreign currency cash and cash equivalents	(70)	(30)
Operating profit before working capital changes	<u>6,281</u>	<u>4,236</u>
Changes in trade receivables	(1,496)	(430)
Changes in loans and advances and other assets	(839)	(565)
Changes in liabilities and provisions	<u>569</u>	<u>392</u>
Net cash provided by operating activities before taxes	4,515	3,633
Income taxes paid	<u>(1,297)</u>	<u>(969)</u>
Net cash provided by operating activities	<u>3,218</u>	<u>2,664</u>
Cash flow from investing activities		
Purchase of fixed assets	(1,520)	(1,066)
Proceeds from sale of fixed assets	3	9
Interest/ dividend received from investments	222	179
Purchase of investments	(11,443)	(11,257)
Sale/maturities of investments	<u>10,495</u>	<u>10,216</u>
Net cash used in investing activities	<u>(2,243)</u>	<u>(1,919)</u>
Cash flow from financing activities		
Issue of share capital (net of issue expenses paid)	63	322
Interest paid on loans	(5)	(11)
Repayment of borrowings	(811)	(941)
Proceeds from loans	564	719
Dividends paid (including distribution tax)	<u>(924)</u>	<u>(214)</u>
Net cash used in financing activities	<u>(1,113)</u>	<u>(125)</u>
Effect of exchange differences on translation of foreign currency cash and cash equivalents	70	30
Net (decrease)/ increase in cash and cash equivalents	(68)	650
Cash and cash equivalents at the beginning of the year	<u>1,252</u>	<u>602</u>
Cash and cash equivalents at the end of the year (Refer note 3.5.3)	<u>1,184</u>	<u>1,252</u>

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration No . : 101248W

For **Mindtree Limited**

Supreet Sachdev

Partner

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Mindtree Limited

Significant accounting policies and notes to the accounts

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

1. Background

Mindtree Limited ('Mindtree' or 'the Company') together with its subsidiary Mindtree Software (Shanghai) Co. Ltd, collectively referred to as 'the Group' is an international Information Technology consulting and implementation Group that delivers business solutions through global software development. The Group is structured into five verticals – Manufacturing, BFSI, Hitech, Travel & transportation and Others. The Group offers services in the areas of agile, analytics and information management, application development and maintenance, business process management, business technology consulting, cloud, digital business, independent testing, infrastructure management services, mobility, product engineering and SAP services.

The Group is head quartered in Bangalore and has offices in India, United States of America, United Kingdom, Japan, Singapore, Malaysia, Australia, Germany, Switzerland, Sweden, UAE, Netherlands, Canada, Belgium, France and Republic of China.

2. Significant accounting policies

2.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting except for certain financial instruments which are measured at fair values and comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ('the Act') which as per a clarification issued by the Ministry of Corporate Affairs continue to apply under section 133 of the Companies Act 2013 (which has superseded section 211(3C) of the Companies Act 1956 w.e.f. 12 September 2013), other pronouncements of the Institute of Chartered Accountants of India ('ICAI') and the guidelines issued by Securities and Exchange Board of India ('SEBI').

2.2 Principles of consolidation

The consolidated financial statements include the financial statements of Mindtree and its subsidiary as set out below.

Name of the subsidiary	Country of incorporation	Proportion of interest
Mindtree Software (Shenzhen) Co Ltd.*	Republic of China	100%
Mindtree Software (Shanghai) Co. Ltd.	Republic of China	100%

* Dissolved with effect from September 06, 2012.

The financial statements of Mindtree and its wholly owned and controlled subsidiary has been combined on a line-by-line basis by adding together the book values of all items of assets, liabilities, incomes and expenses after eliminating all inter-company balances/ transactions and the resultant unrealized gain/loss from the date the parent company acquired control of those subsidiary.

Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
(Rupees in millions, except share and per share data, unless otherwise stated)

The consolidated financial statements are prepared using uniform accounting policies for similar transactions and other events in similar circumstances.

2.3 Use of estimates

The preparation of consolidated financial statements in conformity with the generally accepted accounting principles ('GAAP') in India requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent liabilities as of the date of the consolidated financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in future periods.

2.4 Fixed assets and depreciation

2.4.1 Fixed assets are carried at cost of acquisition (including directly attributable costs such as freight, installation, etc.) or construction less accumulated depreciation. Borrowing costs directly attributable to acquisition or construction of those fixed assets, which necessarily take a substantial period of time to get ready for their intended use, are capitalised.

2.4.2 Acquired intangible assets are capitalised at the acquisition price. Internally generated intangible assets are recorded at cost that can be measured reliably during the development phase and when it is probable that future economic benefits that are attributable to the assets will flow to the Group.

2.4.3 Leases under which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalised at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

2.4.4 Advances paid towards the acquisition of fixed assets, outstanding at each balance sheet date are shown under capital advances. The cost of the fixed asset not ready for its intended use on such date, is disclosed under capital work-in-progress.

Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

- 2.4.5 Depreciation is provided on the straight-line method. The rates specified under schedule XIV of the Companies Act, 1956 are considered as minimum rates. If the management's estimate of the useful life of a fixed asset at the time of the acquisition of the asset or of the remaining useful life on a subsequent review is shorter than that envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/remaining useful life. Pursuant to this policy, the management has estimated the useful life as under:

Asset classification	Useful life
Buildings	25-30 years
Computer systems	1-3 years
Computer software	2 years
Test equipment	3 years
Furniture and fixtures	5 years
Electrical installations	3-5 years
Office equipment	4-5 years
Motor vehicles	4-5 years
Plant and machinery	4 years
Intellectual property	5 years

- 2.4.6 Fixed assets individually costing Rupees five thousand or less are fully depreciated in the year of purchase/ installation. Depreciation on additions and disposals during the year is provided on a pro-rata basis.
- 2.4.7 The cost of leasehold land is amortised over the period of the lease. Leasehold improvements and assets acquired on finance lease are amortised over the lease term or useful life, whichever is lower.

2.5 Investments

- 2.5.1 Non-current investments are carried at cost less any other-than-temporary diminution in value, determined on the specific identification basis.
- 2.5.2 Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is carried out separately in respect of each investment.
- 2.5.3 Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment, determined individually for each investment.

2.6 Cash and cash equivalents

Cash and cash equivalents in the consolidated cash flow statement comprises cash in hand and balance in bank in current accounts and deposit accounts.

Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

2.7 Consolidated cash flow statement

Cash flows are reported using the indirect method, whereby consolidated net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Group are segregated.

2.8 Employee benefits

2.8.1 Gratuity is a defined benefit scheme and is accrued based on actuarial valuations at the balance sheet date, carried out by an independent actuary. The Group has an employees' gratuity fund managed by ICICI Prudential Life Insurance Company, SBI Life Insurance Company and Life Insurance Corporation of India. Actuarial gains and losses are charged to the statement of profit and loss.

2.8.2 Compensated absences are a long-term employee benefit and is accrued based on actuarial valuations at the balance sheet date, carried out by an independent actuary. The Group accrues for the expected cost of short-term compensated absences in the period in which the employee renders services.

2.8.3 Contributions payable to the recognised provident fund, which is a defined contribution scheme, are charged to the statement of profit and loss.

2.9 Revenue recognition

2.9.1 The Group derives its revenues primarily from software services. Revenue from software development on time-and-material basis is recognised as the related services are rendered. Revenue from fixed price contracts is recognised using the proportionate completion method, which is determined by relating the actual project cost of work performed to date to the estimated total project cost for each contract. Unbilled revenue represents cost and earnings in excess of billings while unearned revenue represents the billing in excess of cost and earnings. Provision for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable based on the current contract estimates.

Maintenance revenue is recognised ratably over the period of the maintenance contract.

2.9.2 Provision for discounts is recognised on an accrual basis in accordance with contractual terms of agreements with customers. Revenues are stated net of discount.

2.9.3 Dividend income is recognised when the right to receive payment is established.

2.9.4 Interest income is recognised using the time proportion method, based on the transactional interest rates.

Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

2.10 Foreign exchange transactions

- 2.10.1 The Group is exposed to foreign currency transactions including foreign currency revenues, receivables and borrowings. With a view to minimize the volatility arising from fluctuations in currency rates, the Group enters into foreign exchange forward contracts and other derivative instruments.
- 2.10.2 Foreign exchange transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss for the year.
- 2.10.3 Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date; the resultant exchange differences are recognised in the statement of profit and loss. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.
- 2.10.4 In respect of integral operations, monetary assets and liabilities are translated at the exchange rate prevailing at the date of the balance sheet. Non-monetary items are translated at the historical rate. The items in the statement of profit and loss are translated at the rates prevailing on the dates of the respective transactions. The differences arising out of the translation are recognised in the statement of profit and loss.
- 2.10.5 Forward exchange contracts and other similar instruments that are not in respect of forecasted transactions are accounted for using the guidance in Accounting Standard ('AS') 11, 'The effects of changes in foreign exchange rates'. For such forward exchange contracts and other similar instruments covered by AS 11, based on the nature and purpose of the contract, either the contracts are recorded based on the forward rate/fair value at the reporting date, or based on the spot exchange rate on the reporting date. For contracts recorded at the spot exchange rates, the premium or discount at the inception is amortised as income or expense over the life of the contract.
- 2.10.6 For forward exchange contracts and other derivatives that are not covered by AS 11 and that relate to a firm commitment or highly probable forecasted transactions, the Group has adopted Accounting Standard ('AS') 30, 'Financial Instruments: Recognition and Measurement' to the extent that the adoption did not conflict with existing accounting standards and other authoritative pronouncements of the Company Law and other regulatory requirements. In accordance with AS 30, such derivative financial instruments, which qualify for cash flow hedge accounting and where Group has met all the conditions of cash flow hedge accounting, are fair valued at balance sheet date and the resultant exchange loss/(gain) is debited/credited to the hedge reserve until the transaction is completed. Other derivative instruments are recorded at fair value at the reporting date and the resultant exchange loss/ (gain) has been debited/ credited to statement of profit and loss.

Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
(Rupees in millions, except share and per share data, unless otherwise stated)

2.11 Warranties

Warranty costs (i.e. post contract support services) are estimated by the management on the basis of technical evaluation and past experience. Provision is made for estimated liability in respect of warranty costs in the year of recognition of revenue.

2.12 Provision and contingent liabilities

The Group creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

2.13 Taxation

The current income tax charge is determined in accordance with the relevant tax regulations applicable to respective entities within the Group. Deferred tax charge or credit are recognised for the future tax consequences attributable to timing difference that result between the profit offered for income taxes and the profit as per the financial statements. Deferred tax in respect of timing difference which originate during the tax holiday period but reverse after the tax holiday year is recognised in the period in which the timing difference originate. For this purpose the timing differences which originate first are considered to reverse first. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, when there is a brought forward loss or unabsorbed depreciation under taxation laws, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably/ virtually certain to be realised.

Minimum alternate tax ('MAT') paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognised as an asset in the balance sheet if there is a convincing evidence that the Group will pay normal tax after the tax holiday period and the resultant assets can be measured reliably. MAT credit entitlement can be carried forward and utilized for a period of ten years from the period in which such credit is availed.

The entities within the Group offset, on a year on year basis, the current tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
(Rupees in millions, except share and per share data, unless otherwise stated)

2.14 Earnings per share

In determining earnings per share, the Group considers the consolidated net profit after tax and includes the post-tax effect of any extra-ordinary item. The number of equity shares used in computing basic earnings per share is the weighted average number of equity shares outstanding during the year. The number of equity shares used in computing diluted earnings per share comprises weighted average number of equity shares considered for deriving basic earnings per share and also weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

2.15 Impairment of assets

The Group assesses at each balance sheet date whether there is any indication that an asset (including goodwill) may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined; if no impairment loss had been recognised. In respect of goodwill, impairment loss will be reversed only when it is caused by specific external events and their effects have been reversed by subsequent external events.

2.16 Employee stock based compensation

The Group measures the compensation cost relating to employee stock options, restricted shares and stock appreciation rights using the intrinsic value method. The compensation cost is amortised over the vesting/ service period.

2.17 Goodwill

Goodwill arising on consolidation/ acquisition of assets is not amortised. It is tested for impairment on a periodic basis and written off, if found impaired.

Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
(Rupees in millions, except share and per share data, unless otherwise stated)

2.18 Government grants

Grants from the government are recognised when there is reasonable assurance that:

- (i) the Group will comply with the conditions attached to them; and
- (ii) the grant will be received.

Government grants related to revenue are recognised on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate. Such grants are deducted in reporting the related expense. Where the Group receives non-monetary grants, the asset is accounted for on the basis of its acquisition cost. In case a non-monetary asset is given free of cost it is recognised at a nominal value.

Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
(Rupees in millions, except share and per share data, unless otherwise stated)

3. Notes to the accounts

3.1 Shareholders' funds

3.1.1 Share capital

a)

Particulars	As at	
	March 31, 2014	March 31, 2013
Authorised		
79,620,000 (March 31, 2013 : 79,620,000) equity shares of Rs 10 each	796	796
Issued, subscribed and paid-up capital		
41,689,731 (March 31, 2013 : 41,535,055) equity shares of Rs 10 each fully paid	417	415
Total	417	415

b) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year is as given below:

Particulars	As at			
	March 31, 2014		March 31, 2013	
	No of shares	Rs	No of shares	Rs
Number of shares outstanding at the beginning of the year	41,535,055	415	40,543,923	405
Add: Shares issued on exercise of employee stock options and restricted shares	154,676	2	991,132	10
Number of shares outstanding at the end of the year	41,689,731	417	41,535,055	415

Mindtree Limited**Significant accounting policies and notes to the accounts (continued)****For the year ended March 31, 2014****(Rupees in millions, except share and per share data, unless otherwise stated)**

- c) The Group has only one class of shares referred to as equity shares having a par value of Rs 10 each.

Each holder of the equity share, as reflected in the records of the Group as of the date of the shareholder meeting, is entitled to one vote in respect of each share held for all matters submitted to vote in the shareholder meeting.

The Board of Directors at their meeting held on April 16, 2014, have recommended an issue of bonus shares on the company's equity shares in the ratio of 1:1 (one additional equity share for every one existing equity share). The Group is in the process of complying with necessary formalities.

The Group declares and pays dividends in Indian rupees and foreign currency. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting.

The Board of Directors at its meeting held on October 16, 2013 had declared an interim dividend of 50% (Rs 5 per equity share on a par value of Rs 10 each). At its meeting held on January 16, 2014, the Board declared a second interim dividend of 50% (Rs 5 per equity share on a par value of Rs 10 each). The Board of Directors at its meeting held on April 16, 2014 have recommended a third interim dividend of 50% (Rs 5 per equity share of par value Rs 10 each). Further, the Board has recommended a final dividend of 50% (Rs 5 per equity share of par value Rs 10 each) for the year ended March 31, 2014 and a special dividend of 50% (Rs 5 per equity share of par value Rs 10 each) for completion of 15 years in business. If the proposed 1:1 bonus share issue is approved by shareholders prior to the date of the AGM, the final & special dividend amounts would be accordingly reduced to 25% (Rs 2.5 per equity share of Rs 10 each). The total dividend appropriation for the year ended March 31, 2014 amounted to Rs 1,221, including corporate dividend tax of Rs 180.

During the year ended March 31, 2013, the amount of per share dividend recognized as distributions to equity shareholders was Rs 12. The dividend for the year ended March 31, 2013 includes Rs 5 per share of final dividend, Rs 7 per share of interim dividend. The total dividend appropriation for the year ended March 31, 2013 amounted to Rs 578, including corporate dividend tax of Rs 81.

In the event of liquidation of the Group, the holders of equity shares will be entitled to receive any of the remaining assets of the Group after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

- d) Equity shareholder holding more than 5 percent of equity shares along with the number of equity shares held at the beginning and at the end of the year is as given below:

Sr. No.	Name of the shareholder	As at March 31, 2014		As at March 31, 2013	
		Number of shares	%	Number of shares	%
1	Coffee Day Resorts Private Limited	4,365,442	10.5%	4,565,442	11.0%
2	Nalanda India Fund Limited	3,949,089	9.5%	3,949,089	9.5%
3	Global Technology Ventures Limited	2,648,561	6.4%	2,498,561	6.0%
4	Subroto Bagchi *	-	-	2,078,585	5.0%

*Holds less than 5% of equity shares as at the reporting date

Mindtree Limited**Significant accounting policies and notes to the accounts (continued)****For the year ended March 31, 2014****(Rupees in millions, except share and per share data, unless otherwise stated)**

- e) The Group has not allotted any fully paid up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date. Number of equity shares allotted as fully paid up without payment being received in cash is 1,300,965 during the period of five years immediately preceding March 31, 2014 and March 31, 2013. These shares were allotted to the shareholders of erstwhile Aztecsoft Limited pursuant to the scheme of amalgamation for the financial year ended March 31, 2010.

f) Employee stock based compensation

The Group instituted the Employees Stock Option Plan ('ESOP') in fiscal 2000, which was approved by the Board of Directors ('the Board'). The Group currently administers seven stock option programs, a restricted stock purchase plan and a stock appreciation rights plan.

Program 1 [ESOP 1999]

Options under this program are exercisable at an exercise price of Rs 10 per option. All stock options have a four-year vesting term and vest at the rate of 15%, 20%, 30% and 35% at the end of 1, 2, 3 and 4 years respectively from the date of grant and become fully exercisable. Each option is entitled to 1 equity share of Rs 10 each. This program extends to employees who have joined on or before September 30, 2001 or have been issued employment offer letters on or before August 7, 2001. This plan was terminated on September 30, 2001. The contractual life of each option is 11 years after the date of grant.

Particulars	Year ended March 31,	
	2014	2013
Outstanding options, beginning of the year	-	4,000
Granted during the year	-	-
Exercised during the year	-	500
Lapsed during the year	-	3,500
Forfeited during the year	-	-
Outstanding options, end of the year	-	-
Options vested and exercisable, end of the year	-	-

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Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
(Rupees in millions, except share and per share data, unless otherwise stated)

Program 2 [ESOP 2001]

Options under this program have been granted to employees at an exercise price of Rs 50 per option. All stock options have a four-year vesting term and vest at the rate of 15%, 20%, 30% and 35% at the end of 1, 2, 3 and 4 years respectively from the date of grant and become fully exercisable. Each option is entitled to 1 equity share of Rs 10 each. This program extends to employees who have joined on or after October 1, 2001 or have been issued employment offer letters on or after August 8, 2001 or options granted to existing employees with grant date on or after October 1, 2001. This plan was terminated on April 30, 2006. The contractual life of each option is 11 years after the date of grant.

Particulars	Year ended March 31,	
	2014	2013
Outstanding options, beginning of the year	47,918	79,367
Granted during the year	-	-
Exercised during the year	12,868	25,837
Lapsed during the year	3,821	5,612
Forfeited during the year	-	-
Outstanding options, end of the year	31,229	47,918
Options vested and exercisable, end of the year	31,229	47,918

Program 3 [ESOP 2006 (a)]

Options under this program have been granted to employees at an exercise price of Rs 250 per option. All stock options have a four-year vesting term and vest at the rate of 15%, 20%, 30% and 35% at the end of 1, 2, 3 and 4 years respectively from the date of grant and become fully exercisable. Each option is entitled to 1 equity share of Rs 10 each. This program extends to employees to whom the options are granted on or after May 1, 2006. This plan was terminated on October 25, 2006. The contractual life of each option is 5 years after the date of grant. There are no options outstanding as at the reporting dates.

Mindtree Limited**Significant accounting policies and notes to the accounts (continued)****For the year ended March 31, 2014****(Rupees in millions, except share and per share data, unless otherwise stated)*****Program 4 [ESOP 2006 (b)]***

Options under this program are granted to employees at an exercise price periodically determined by the Compensation Committee. All stock options have a four-year vesting term and vest at the rate of 15%, 20%, 30% and 35% at the end of 1, 2, 3 and 4 years respectively from the date of grant and become fully exercisable. Each option is entitled to 1 equity share of Rs 10 each. This program extends to employees to whom the options are granted on or after October 25, 2006. The contractual life of each option is 5 years after the date of grant.

Particulars	Year ended March 31,	
	2014	2013
Outstanding options, beginning of the year	304,650	1,349,038
Granted during the year	-	-
Exercised during the year	57,600	905,860
Lapsed during the year	28,475	97,528
Forfeited during the year	71,325	41,000
Outstanding options, end of the year	147,250	304,650
Options vested and exercisable, end of the year	89,175	115,225

Mindtree Limited**Significant accounting policies and notes to the accounts (continued)****For the year ended March 31, 2014****(Rupees in millions, except share and per share data, unless otherwise stated)*****Program 5 [ESOP 2008A]***

Options under this program are granted to employees of erstwhile Aztecsoft Limited as per swap ratio of 2:11 as specified in the merger scheme. Each new option is entitled to 1 equity share of Rs 10 each.

Particulars	Year ended March 31,	
	2014	2013
Outstanding options, beginning of the year	108,248	124,803
Granted during the year	-	-
Exercised during the year	20,614	14,437
Lapsed during the year	2,610	2,118
Forfeited during the year	-	-
Outstanding options, end of the year	85,024	108,248
Options vested and exercisable, end of the year	85,024	108,248

Directors' Stock Option Plan, 2006 ('DSOP 2006')

Options under this program have been granted to independent directors at an exercise price periodically determined by the Compensation Committee. All stock options vest equally over three year vesting term at the end of 1, 2 and 3 years respectively from the date of the grant and become fully exercisable. Each option is entitled to 1 equity share of Rs 10 each. The contractual life of each option is 4 years after the date of the grant.

Particulars	Year ended March 31,	
	2014	2013
Outstanding options, beginning of the year	135,000	151,667
Granted during the year	-	20,000
Exercised during the year	45,000	36,667
Lapsed during the year	10,000	-
Forfeited during the year	25,000	-
Outstanding options, end of the year	55,000	135,000
Options vested and exercisable, end of the year	41,666	76,667

Program 7 [ESOP 2010A]

In-principle approvals for administering the seventh stock option program i.e. ESOP 2010 (A) has been received by the Group from the BSE and NSE for 1,135,000 equity shares of Rs 10 each. No options have been granted under the program as at March 31, 2014.

Mindtree Limited**Significant accounting policies and notes to the accounts (continued)****For the year ended March 31, 2014****(Rupees in millions, except share and per share data, unless otherwise stated)*****Employee Restricted Stock Purchase Plan 2012 ('ERSP 2012')***

ERSP 2012 was instituted with effect from July 16, 2012 to further issue upto 1,000,000 equity shares of nominal value of Rs 10 each. Shares under this program are granted to employees at an exercise price of not less than Rs 10 per equity share or such higher price as decided by the Board of Directors. Shares shall vest over such term as determined by the Board of Directors not exceeding ten years from the date of the grant. All shares will have a minimum lock in period of one year from the date of allotment.

Particulars	Year ended March 31,	
	2014	2013
Outstanding shares, beginning of the year	-	-
Granted during the year	18,594	7,831
Exercised during the year	18,594	7,831
Lapsed during the year	-	-
Forfeited during the year	-	-
Outstanding shares, end of the year	-	-
Shares vested and exercisable, end of the year	-	-

During the year ended March 31, 2014, 18,594 shares were granted by the Group under Employee Restricted Stock Purchase Plan 2012 ('ERSP 2012')

The weighted average fair value of each unit under the above mentioned ERSP 2012 plan, granted during the year was Rs 1,138 using the Black-Scholes model with the following assumptions:

Weighted average grant date share price	Rs 1,150
Weighted average exercise price	Rs 10
Dividend yield %	0.27%
Expected life	1 year
Risk free interest rate	8.22%
Volatility	106.05%

During the year, the Group has also granted stock appreciation rights ('SAR') units and letter of intent to issue shares under ERSP 2012 plan to some of its employees which is subject to certain vesting conditions. Details of the grant/issue are given below.

Particulars	SAR	ERSP 2012 plan
No of units/ shares	382,500	115,000
Contractual life	4 years	5 years
Date of grant	18-Jul-13	18-Jul-13*
Price per share/ unit	Grant price of Rs 910	Exercise price of Rs 10*

*Based on Letter of Intent

Mindtree Limited**Significant accounting policies and notes to the accounts (continued)****For the year ended March 31, 2014****(Rupees in millions, except share and per share data, unless otherwise stated)**

The weighted average fair value of each unit under the above mentioned ERSP 2012 plan, granted during the year was Rs 898 using the Black-Scholes model with the following assumptions:

Weighted average grant date share price	Rs 914
Weighted average exercise price	Rs 10
Dividend yield %	0.17 % - 0.30%
Expected life	5 years
Risk free interest rate	8.29%
Volatility	104.65% - 107.7%

The following table summarizes information about the weighted average exercise price of options/ shares exercised under various programs:

Particulars	Amount in Rs	
	Year ended March 31,	
	2014	2013
Program 1	-	10.00
Program 2	50.00	50.00
Program 3	-	-
Program 4	507.14	336.84
Program 5	387.64	404.63
DSOP 2006	560.00	259.27
ERSP 2012	10.00	10.00

The following tables summarize information about the options/ shares outstanding under various programs as at March 31, 2014 and March 31, 2013 respectively:

Particulars	As at March 31, 2014		
	Number of options/ shares	Weighted average remaining contractual life (in years)	Weighted average exercise price (in Rs)
Program 1	-	-	-
Program 2	31,229	1.13	50.00
Program 3	-	-	-
Program 4	147,250	1.78	496.58
Program 5	85,024	2.28	393.90
DSOP 2006	55,000	1.24	558.55
ERSP 2012	-	-	-

Mindtree Limited**Significant accounting policies and notes to the accounts (continued)****For the year ended March 31, 2014****(Rupees in millions, except share and per share data, unless otherwise stated)**

Particulars	As at March 31, 2013		
	Number of options/ shares	Weighted average remaining contractual life (in years)	Weighted average exercise price (in Rs)
Program 1	-	-	-
Program 2	47,918	2.00	50.00
Program 3	-	-	-
Program 4	304,650	2.62	491.45
Program 5	108,248	3.21	392.82
DSOP 2006	135,000	1.95	559.41
ERSP 2012	-	-	-

The Group has recorded compensation cost for all grants using the intrinsic value-based method of accounting, in line with prescribed SEBI guidelines.

The Group uses the intrinsic value method of accounting for its employee stock options. The Group has therefore adopted the pro-forma disclosure provisions of Guidance Note on “Accounting for Employee Share-based Payments” issued by the ICAI with effect from 1 April 2005.

Mindtree Limited**Significant accounting policies and notes to the accounts (continued)****For the year ended March 31, 2014****(Rupees in millions, except share and per share data, unless otherwise stated)**

Had the compensation cost been determined according to the fair value approach described in the aforesaid Guidance Note, the Group's net profit and EPS as reported would have been adjusted to the pro-forma amounts indicated below:

Particulars	Year ended March 31,	
	2014	2013
Net profit as reported	4,508	3,393
Add: Stock-based employee compensation expense (intrinsic value method)	79	-
Less: Stock-based employee compensation expense (fair value method)	18	(74)
Pro forma net profit	4,605	3,319
Basic earnings per share as reported	108.40	82.79
Pro forma basic earnings per share	110.73	80.98
Diluted earnings per share as reported	107.60	81.75
Pro forma diluted earnings per share	109.92	79.96

Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
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3.1.2 Reserves and surplus

Particulars	As at March 31, 2014	As at March 31, 2013
<i>Capital reserve</i>		
Opening balance	87	87
Additions during the year	-	-
	87	87
<i>Securities premium reserve</i>		
Opening balance	2,087	1,770
Additions during the year on exercise of employee stock options/ restricted shares	83	317
	2,170	2,087
<i>General reserve</i>		
Opening balance	1,091	752
Add: Transfer from statement of profit and loss	451	339
	1,542	1,091
<i>Share option outstanding account</i>		
Opening balance	48	48
Additions during the year	20	-
	68	48
<i>Hedge reserve</i>		
Opening balance	173	(250)
Additions during the year	(124)	423
	49	173
<i>Surplus (Balance in the statement of profit and loss)</i>		
Opening balance	9,236	6,760
Add: Amount transferred from statement of profit and loss	4,508	3,393
Amount available for appropriations	13,744	10,153
Appropriations:		
Interim dividend	(624)	(289)
Final dividend*	(417)	(208)
Dividend distribution tax	(180)	(81)
Amount transferred to general reserve	(451)	(339)
	12,072	9,236
Total	15,988	12,722

*Includes special dividend as at March 31, 2014.

Mindtree Limited**Significant accounting policies and notes to the accounts (continued)**

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

3.2 Non-current liabilities**3.2.1 Long-term borrowings**

Particulars	As at March 31, 2014	As at March 31, 2013
<i>(Unsecured)</i>		
Other loans and advances	27	32
Total	27	32

Long-term borrowings represent the amount received from Council for Scientific and Industrial Research (CSIR) to develop a project under “Development of Intelligent Video Surveillance Server (IVSS) system”.

The loan is an unsecured loan carrying a simple interest of 3% p.a on the outstanding amount of loan. Repayment of loan is in 10 equal annual installments from June 2011. Any delay in repayment entails a liability of 12% p.a. compounded monthly for the period of delay.

There is no continuing default in the repayment of the principal loan and interest amounts.

3.2.2 Other long-term liabilities

Particulars	As at March 31, 2014	As at March 31, 2013
Other long-term liabilities	97	57
Employee related liabilities	32	-
Total	129	57

3.2.3 Long-term provisions

Particulars	As at March 31, 2014	As at March 31, 2013
Provision for discount	39	-
Total	39	-

Refer note 3.3.3 for the disclosure of provisions movement as required under the provisions of Accounting Standard – 29 ‘Provisions, Contingent Liabilities and Contingent Assets’ (‘AS 29’).

Mindtree Limited
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3.3 Current liabilities

3.3.1 Short-term borrowings

Particulars	As at March 31, 2014	As at March 31, 2013
<i>(Secured)</i>		
Packing credit loan from banks	-	217
Total	-	217

During the year ended March 31, 2014, the Group has availed packing credit loans of USD 10 million and has repaid packing credit loans of USD 14 million. These packing credit loans were secured against the trade receivables of the Group. As at March 31, 2014, the Group has no outstanding packing credit loan (As at March 31, 2013: USD 4 million). The Group had taken forward exchange contracts with respect to this loan. In accordance with 'AS 11' the forward premium arising at inception was amortized as an expense over the life of the contract.

Details of interest rate and repayment terms in respect of above packing credit loan are as below:

Name of the bank	As at March 31, 2014			As at March 31, 2013		
	Rs	Rate of interest p.a	Date of repayment	Rs	Rate of interest p.a	Date of repayment
HSBC	-	-	-	217	1.98%	29-May-13
Total	-			217		

3.3.2 Other current liabilities

Particulars	As at March 31, 2014	As at March 31, 2013
Current maturities of long-term debt*	5	5
Interest accrued but not due on borrowings	1	2
Unearned income	100	36
Unpaid dividends	4	3
Creditors for capital goods	175	105
Advances from customers	103	42
Employee related liabilities	1,246	1,023
Book overdraft	85	136
Other liabilities**	1,019	814
Total	2,738	2,166

*The details of interest rates, repayment and other terms are disclosed under note 3.2.1.

**Includes derivative liability of Rs 44 (As at March 31, 2013: Rs 13).

As at March 31, 2014, the Group has outstanding forward contracts amounting to USD 47.5 million (As at March 31, 2013: USD 112.75 million) and Euro 5 million (As at March 31, 2013: Euro 11 million). These derivative instruments have been entered to hedge highly probable forecasted sales.

In accordance with the provisions of AS 30, those derivative instruments which qualify for cash flow hedge accounting have been fair valued at balance sheet date and the resultant exchange gain/ (loss) has been credited/ (debited) to hedge reserve (Refer Note 3.1.2). As of March 31, 2014, the Group does not have any derivative instruments that do

Mindtree Limited**Significant accounting policies and notes to the accounts (continued)****For the year ended March 31, 2014****(Rupees in millions, except share and per share data, unless otherwise stated)**

not qualify for hedge accounting. However such instruments that were prevalent in the previous year has been fair valued at the balance sheet date and the resultant exchange gain of Rs 308 for the year ended March 31, 2013 was recorded in the statement of profit and loss.

3.3.3 Short-term provisions

Particulars	As at March 31, 2014	As at March 31, 2013
Provision for employee benefits		
- Gratuity	2	11
- Compensated absences	320	262
Provision for taxes	219	199
Provision for discount	231	145
Dividend payable	626	374
Dividend distribution tax payable	106	61
Provision for foreseeable losses on contracts	3	-
Provision for post contract support services	4	3
Provision for disputed dues*	63	57
Total	1,574	1,112

*Represents disputed tax dues provided pursuant to unfavourable order received from the tax authorities against which the Group has preferred an appeal with the relevant authority. In respect of the provisions of AS 29, the disclosures required have not been provided in accordance with paragraph 72 of AS 29.

The following table sets out the status of the gratuity plan as required under AS 15 - Employee Benefits.

Particulars	As at March 31, 2014	As at March 31, 2013
Change in projected benefit obligations		
Obligations at the beginning of the year	324	276
Service cost	74	62
Interest cost	26	19
Benefits settled	(36)	(41)
Actuarial (gain)/ loss	(23)	8
Obligations at end of the year	365	324
Change in plan assets		
Plan assets at the beginning of the year, at fair value	313	275
Expected return on plan assets	26	23
Actuarial gain/ (loss)	-	1
Contributions	60	55
Benefits settled	(36)	(41)
Plan assets at the end of the year, at fair value	363	313

Mindtree Limited**Significant accounting policies and notes to the accounts (continued)****For the year ended March 31, 2014****(Rupees in millions, except share and per share data, unless otherwise stated)****Reconciliation of the present value of the obligation and the fair value of the plan assets**

Particulars	As at March 31,				
	2014	2013	2012	2011	2010
Fair value of plan assets at the end of the year	363	313	275	257	212
Present value of defined obligations at the end of the year	(365)	(324)	(276)	(265)	(208)
Asset/ (liability) recognised in the balance sheet	(2)	(11)	(1)	(8)	4

Particulars	For the year ended March 31,	
	2014	2013
Gratuity cost		
Service cost	74	62
Interest cost	26	19
Expected return on plan assets	(26)	(23)
Actuarial (gain)/loss	(23)	7
Net gratuity cost	51	65
Actual return on plan assets	26	24
Assumptions		
Interest rate	8.80%	7.96%
Expected rate of return on plan assets	8%	8%
Salary increase	6%	6%
Attrition rate	13%	13.38%
Retirement age	60	60

The estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

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The disclosure of provisions movement as required under the provisions of AS 29 is as follows:-

Provision for post contract support services

Particulars	For the year ended March 31,	
	2014	2013
Balance at the beginning of the year	3	5
Provisions made during the year	1	-
Utilisations during the year	-	-
Released during the year	-	(2)
Provision at the end of the year	4	3

Provision for discount

Particulars	For the year ended March 31,	
	2014	2013
Balance at the beginning of the year	145	109
Provisions made during the year	290	144
Utilisations during the year	(154)	(95)
Released during the year	(11)	(13)
Provision at the end of the year	270	145
Current	231	145
Non-current	39	-

Provision for foreseeable losses on contracts

Particulars	For the year ended March 31,	
	2014	2013
Balance at the beginning of the year	-	4
Provisions made during the year	3	-
Utilisations during the year	-	(4)
Released during the year	-	-
Provision at the end of the year	3	-

The current provisions are expected to be utilized over a period of one year and the non-current provisions are expected to be utilized over a period of two to three years.

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3.4 Non-current assets

3.4.1 Fixed assets

Assets	Gross block				Accumulated depreciation				Net book value	
	As at April 1, 2013	Additions during the year	Deletions during the year	As at March 31, 2014	As at April 1, 2013	For the year	Deletions during the year	As at March 31, 2014	As at March 31, 2014	As at March 31, 2013
Tangible assets										
Leasehold land	425	-	-	425	71	12	-	83	342	354
Buildings	1,626	285	-	1,911	289	59	-	348	1,563	1,337
Leasehold improvements	1,186	417	1	1,602	865	173	1	1,037	565	321
Computer systems	1,296	483	209	1,570	1,018	276	209	1,085	485	278
Test equipment	219	-	1	218	198	20	1	217	1	21
Furniture and fixtures	151	41	1	191	138	20	1	157	34	13
Electrical installations	247	114	1	360	205	52	1	256	104	42
Office equipment	482	119	1	600	370	67	1	436	164	112
Motor vehicles	2	1	1	2	2	-	1	1	1	-
Plant and machinery	8	-	-	8	1	-	-	1	7	7
Total (A)	5,642	1,460	215	6,887	3,157	679	215	3,621	3,266	2,485
Intangible assets										
Intellectual property	67	-	-	67	39	13	-	52	15	28
Computer Software	698	197	3	892	622	117	2	737	155	76
Total (B)	765	197	3	959	661	130	2	789	170	104
Total (A+B)	6,407	1,657	218	7,846	3,818	809	217	4,410	3,436	2,589
Previous year	5,820	626	39	6,407	3,229	624	35	3,818	2,589	

Mindtree Limited**Significant accounting policies and notes to the accounts****For the year ended March 31, 2014****(Rupees in millions, except share and per share data, unless otherwise stated)****3.4.2 Non-current investments**

Particulars	As at March 31, 2014	As at March 31, 2013
Investment in mutual funds (quoted)	168	223
Investment in equity instruments (unquoted) - trade	8	8
Less: Provision for diminution in value of investments	(1)	(1)
Total	175	230
Aggregate amount of quoted investments	168	223
Aggregate market value of quoted investments	170	224
Aggregate amount of unquoted investments	8	8

Details of investment in mutual funds are as given below:

Particulars	As at March 31, 2014	As at March 31, 2013
JP Morgan Mutual Fund	-	70
Birla Sun Life Mutual Fund	-	30
IDFC Mutual Fund	-	28
Tata Mutual Fund	40	95
Reliance Mutual Fund	28	-
UTI Mutual Fund	100	-
Total	168	223

Details of investment in trade unquoted investment are as given below:

Particulars	As at March 31, 2014	As at March 31, 2013
2,400 (previous year: 2,400) equity shares in Career Community.com Limited	1	1
643,790 (previous year: 643,790) Series A Convertible Preferred Stock at US\$ 0.0001 each fully paid at premium of US \$ 0.2557 each in 30 Second Software Inc	7	7
Total	8	8

Mindtree Limited**Significant accounting policies and notes to the accounts (continued)****For the year ended March 31, 2014****(Rupees in millions, except share and per share data, unless otherwise stated)****3.4.3 Taxes**

Particulars	For the year ended March 31,	
	2014	2013
Tax expense		
Current tax	1,317	887
Deferred tax	(42)	(40)
Total	1,275	847

The Group has units at Bangalore, Hyderabad and Chennai registered as Special Economic Zone (SEZ) units which are entitled to a tax holiday under Section 10AA of the Income Tax Act, 1961.

The Group also has STPI units at Bangalore and Pune which are registered as a 100 percent Export Oriented Unit, which were earlier entitled to a tax holiday under Section 10B and Section 10A of the Income Tax Act, 1961.

Deferred tax assets (net):

Deferred tax assets included in the balance sheet comprises the following:

Particulars	As at	As at
	March 31, 2014	March 31, 2013
Excess of depreciation as per books over depreciation allowed under Income Tax Act, 1961	213	215
Provision for doubtful debts	31	10
Provision for compensated absence	100	84
Provision for volume discount	29	34
Others	29	17
Total deferred tax assets	402	360

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3.4.4 Long-term loans and advances

Particulars	As at March 31, 2014	As at March 31, 2013
<i>(Unsecured, considered good)</i>		
Capital advances	136	127
Security deposits*	512	426
Advances recoverable in cash or in kind or for value to be received*	110	64
Total	758	617

*Refer note 3.10 for related party balances.

3.4.5 Other non-current assets

Particulars	As at March 31, 2014	As at March 31, 2013
<i>(Unsecured considered good)</i>		
Advance tax and tax deducted at source, net of provision for taxes	853	848
MAT credit entitlement	160	165
Other non-current assets	26	33
Total	1,039	1,046

3.5 Current assets

3.5.1 Current investments

Particulars	As at March 31, 2014	As at March 31, 2013
Investment in mutual funds (quoted)	4,760	3,628
Less: Provision for diminution in the value of investments	-	(1)
Term deposits	400	400
Total	5,160	4,027
Aggregate amount of quoted investments	4,760	3,628
Aggregate market value of quoted investments	4,912	3,710
Aggregate amount of unquoted investments	400	400

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Details of investment in mutual funds are as given below:

Particulars	As at	As at
	March 31, 2014	March 31, 2013
ICICI Prudential Mutual Fund	366	409
IDFC Mutual Fund	365	228
UTI Mutual Fund	193	248
HSBC Mutual Fund	80	70
Franklin Templeton Mutual Fund	449	310
DSP Blackrock Mutual Fund	419	248
Birla Sun Life Mutual Fund	440	371
Reliance Mutual Fund	367	349
Tata Mutual Fund	306	152
DWS Mutual Fund	156	198
SBI Mutual Fund	315	358
HDFC Mutual Fund	513	440
Axis Mutual Fund	103	51
Principal Mutual Fund	-	30
Kotak Mutual Fund	54	51
JP Morgan Mutual Fund	203	-
Sundaram Mutual Fund	106	50
Pinebridge Mutual Fund	30	30
L & T Mutual Fund	142	-
IDBI Mutual Fund	153	35
Total	4,760	3,628

Details of investments in term deposit are as given below:

Particulars	As at	As at
	March 31, 2014	March 31, 2013
HDFC Limited	400	400
Total	400	400

Mindtree Limited**Significant accounting policies and notes to the accounts (continued)****For the year ended March 31, 2014****(Rupees in millions, except share and per share data, unless otherwise stated)****3.5.2 Trade receivables**

Particulars	As at March 31, 2014	As at March 31, 2013
<i>(Unsecured)</i>		
Debts overdue for a period exceeding six months		
- considered good	95	175
- considered doubtful	131	36
Other debts		
- considered good	5,909	4,333
- considered doubtful	5	10
Less: Provision for doubtful debts	(136)	(46)
Total	6,004	4,508

3.5.3 Cash and bank balances

Particulars	As at March 31, 2014	As at March 31, 2013
Balances with banks in current and deposit accounts [^] *	1,180	1,249
Cash on hand	-	-
Other bank balances ^{**}	4	3
Total	1,184	1,252

[^]The deposits maintained by the Group with banks comprises time deposits, which can be withdrawn by the Group at any point without prior notice or penalty on the principal.

* Balances with banks include the following:

Particulars	As at March 31, 2014	As at March 31, 2013
Balance with banks held as margin money towards guarantees	1	1

^{**}Other bank balances represent balances in respect of unpaid dividends and are considered restricted in nature.

Mindtree Limited**Significant accounting policies and notes to the accounts (continued)****For the year ended March 31, 2014****(Rupees in millions, except share and per share data, unless otherwise stated)****3.5.4 Short-term loans and advances**

Particulars	As at March 31, 2014	As at March 31, 2013
<i>(Unsecured, considered good)</i>		
Advances recoverable in cash or in kind or for value to be received*	628	440
Less: Provision for doubtful advances	(15)	(10)
Total	613	430

*Refer note 3.10 for related party balances.

3.5.5 Other current assets

Particulars	As at March 31, 2014	As at March 31, 2013
Unbilled revenue	1,014	637
Other current assets*	713	643
Total	1,727	1,280

* Includes derivative asset of Rs 93 (As at March 31, 2013: Rs 181)

3.6 Other income

Particulars	For the year ended March 31,	
	2014	2013
Interest income	66	64
Dividend income	150	128
Net gain on sale of investments	130	133
Foreign exchange gain/ (loss)	120	-
Other non-operating income	30	25
Total	496	350

Mindtree Limited**Significant accounting policies and notes to the accounts (continued)****For the year ended March 31, 2014****(Rupees in millions, except share and per share data, unless otherwise stated)****3.7 Expenses**

Employee benefits expense	For the year ended March 31,	
	2014	2013
Salaries and wages	16,189	13,029
Contribution to provident and other funds	1,404	1,107
Expense on employee stock based compensation	79	2
Staff welfare expenses	148	136
Total	17,820	14,274

Finance costs	For the year ended March 31,	
	2014	2013
Interest expense	4	10
Total	4	10

Other expenses	For the year ended March 31,	
	2014	2013
Travel expenses	1,466	935
Sub-contractor charges	1,406	861
Computer consumables	325	256
Legal & Professional charges	386	249
Power and fuel	255	206
Rent (Refer note 3.11)	538	412
Repairs to buildings	42	55
Repairs to machinery	28	20
Insurance	40	20
Rates and taxes	74	72
Exchange loss, net	-	340
Other expenses	1,836	1,394
Total	6,396	4,820

Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

3.8 Contingent liabilities and commitments

- a) Estimated amount of contracts remaining to be executed on capital account and not provided for as at March 31, 2014 is Rs 854 (March 31, 2013: Rs 470).
- b) As of the balance sheet date, the Group's net foreign currency exposure that is not hedged by a derivative instrument or otherwise is Rs 5,683 (March 31, 2013: Rs 4,018).
- c) The Group has received an income tax assessment for the financial year 2008-09 wherein demand of Rs 24 has been raised against the Group on account of certain disallowances, adjustments made by the income tax department. A significant portion of this amount arises from the manner of adjustment of brought forward losses in arriving at the taxable profits of the Group and disallowance of portion of profit earned outside India from the STP and SEZ units.

Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Group has filed an appeal against the demands received.

The Group has received a favourable order from the Commissioner of Income tax (Appeals) for majority of grounds and considering the order passed, there will not be any demand on the Group. On the other grounds which are not favourable, the Group has filed an appeal before the Income Tax Appellate Tribunal ('ITAT').

- d) The Group has received income tax assessments for financial years 2006-07 and 2007-08 for the erstwhile subsidiary Mindtree Technologies Private Limited (MTPL) with demands amounting to Rs 11 and Rs 10 on account of certain disallowances/adjustments made by income tax department. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Group has filed an appeal against the demand received. The Group has not deposited the amount of demand with the department.
- e) The Group has received income tax assessments under Section 143(3) of the Income-tax Act 1961 pertaining to erstwhile subsidiary Aztecsoft Limited for the financial years 2001-02, 2002-03, 2003-04, 2004-05, 2005-06, 2006-07, 2007-08 and 2008-09 wherein demand of Rs 91, Rs 49, Rs 61, Rs 28, Rs 58, Rs 119, Rs 214 and Rs 63 respectively has been raised against the Group. These demands have arisen mainly on account of transfer pricing adjustments made in the order. The Group has not accepted these orders and has been advised by its legal counsel/ advisors to prefer appeals before appellate authorities and accordingly the Group has filed appeals before the Commissioner of Income Tax (Appeals) and ITAT. The Group has deposited Rs 15 with the department against these demands. The department has adjusted pending refunds amounting to Rs 363 against these demands

Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

The Group received a favourable order from the Commissioner of Income Tax (Appeals) for the year 2001-02 where in the Commissioner of Income Tax (Appeals) accepted the Group's contentions and quashed the demand raised. The Income tax department appealed against the above mentioned order with ITAT. ITAT, in an earlier year passed an order setting aside both the orders of the Commissioner of Income Tax (Appeals) as well as the Assessing Officer and remanded the matter back to the Assessing Officer for re-assessment. The Group preferred an appeal with the Hon'ble High Court of Karnataka against the order of the ITAT. The Hon'ble High Court of Karnataka has dismissed the appeal filed against the order of ITAT and upheld the order passed by the ITAT and accordingly the case is pending before Assessing Officer for re-assessment

The Group has appealed against the demands received for financial years 2002-03, 2003-04, 2004-05, 2005-06, 2006-07, 2007-08 and 2008-09. Based on favourable order received by the Group for the financial year 2001-02 and an evaluation of the facts and circumstances, no provision has been made against the above orders in the financial statements.

- f) The Group received an assessment order for financial year 2006-07 for the erstwhile subsidiary Mindtree Wireless Private Limited from the Assistant Commissioner of Income-tax ('ACIT') with a demand amounting to Rs 39 on account of certain other disallowances/ transfer pricing adjustments made by income tax department. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Group has filed an appeal with Commissioner of Income Tax (Appeals) against the demand received.

The Group has received the order from the Commissioner of Income Tax (Appeals) wherein the Commissioner of Income Tax (Appeals) accepted the grounds in part and in respect of unfavorable grounds, the Group has filed an appeal before Income Tax Appellate Tribunal. The final order giving effect by the Assessing Officer is completed and the demand is reduced to Rs 33. The Group has deposited Rs 5 with the department against this demand.

- g) The Group has received a draft assessment order for financial year 2009-10 from the Deputy Commissioner of Income Tax with a demand amounting to Rs 60 due to non-adjustment of brought forward losses and transfer pricing adjustments. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Group will file an appeal with Commissioner of Income Tax (Appeals) once the final order is received.

3.9 Segmental reporting

Effective April 1, 2013, the Group has restructured its organisational and management structure and its internal financial reporting structure to be better aligned to market needs. Pursuant to such re-organization, the Group has identified Manufacturing, BFSI, Hitech, Travel and Transportation and Others as its reportable business segments. Accordingly, as required by the accounting standards, comparatives have been restated and presented in line with the current segments.

The accounting principles consistently used in the preparation of the financial statements are also consistently applied to record income and expenditure in individual segments.

Mindtree Limited**Significant accounting policies and notes to the accounts (continued)****For the year ended March 31, 2014****(Rupees in millions, except share and per share data, unless otherwise stated)**

Income and direct expenses in relation to segments are categorised based on items that are individually identifiable to that segment, while the remainder of costs are apportioned on an appropriate basis. Certain expenses are not specifically allocable to individual segments as the underlying services are used interchangeably. The Group therefore believes that it is not practical to provide segment disclosures relating to such expenses and accordingly such expenses are separately disclosed as unallocable and directly charged against total income.

The assets of the Group are used interchangeably between segments, and the management believes that it is currently not practical to provide segment disclosures relating to total assets and liabilities since a meaningful segregation is not possible.

Business segments

Statement of profit and loss	For the year ended March 31,	
	2014	2013
Segment revenue		
Manufacturing	6,528	4,498
BFSI	6,986	5,293
Hitech	8,464	7,210
Travel & Transportation	6,077	4,691
Others	2,261	1,926
Total	30,316	23,618
Segment operating income		
Manufacturing	1,594	875
BFSI	450	642
Hitech	1,805	1,547
Travel & Transportation	1,363	1,103
Others	888	697
Total	6,100	4,864
Unallocable expenses	(809)	(964)
Profit for the year before interest, other income and tax	5,291	3,900
Interest expense	(4)	(10)
Other income	496	350
Net profit before taxes	5,783	4,240
Income taxes	(1,275)	(847)
Net profit after taxes	4,508	3,393

Geographical segments

Revenues	For the year ended March 31,	
	2014	2013
America	17,558	13,411
Europe	8,540	6,944
India	1,449	1,462
Rest of World	2,769	1,801
Total	30,316	23,618

Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
(Rupees in millions, except share and per share data, unless otherwise stated)

3.10 Related party transactions

Name of related party	Nature of relationship
Janaagraha Centre for Citizenship & Democracy	Entity with common key management person
Amalgamated Bean Coffee Trading Company Limited (‘ABCTCL’)	These entities are part of Coffee Day Group which through various entities and its promoters holds 19.84 % equity stake in Mindtree, and the group has a nominee on the Mindtree Board.
Tanglin Developments Limited (‘TDL’)	

Transactions with the above related parties during the year were:

Name of related party	Nature of transaction	For the year ended March 31,	
		2014	2013
Amalgamated Bean Coffee Trading Company Limited	Procurement of supplies	17	13
Janaagraha Centre for Citizenship & Democracy	Donation paid	3	-
Tanglin Developments Limited	Leasing office buildings and land	399	310
	Advances/ deposits paid		
	- towards electricity deposit/ charges	3	220
	- towards lease rentals	486	259
	Advances/ deposits received back:		
	- towards electricity deposit/ charges	48	108
	- towards lease rentals	327	147
	Interest on advance towards electricity charges/ deposit	22	3

Mindtree Limited**Significant accounting policies and notes to the accounts (continued)****For the year ended March 31, 2014****(Rupees in millions, except share and per share data, unless otherwise stated)***Balances payable to related parties are as follows:*

Name of related party	As at March 31, 2014	As at March 31, 2013
Tanglin Developments Limited	-	9

Balances receivable from related parties are as follows:

Name of related party	Nature of transactions	As at March 31, 2014	As at March 31, 2013
Tanglin Developments Limited	Rental Advance		
	- Current	126	112
	- Non-current	94	-
	Advance towards electricity charges		
	- Current	48	48
	- Non-current	16	64
	Security deposit (including electricity deposit) returnable on termination of lease	399	345
Interest accrued on advance towards electricity charges	3	3	

Mindtree Limited**Significant accounting policies and notes to the accounts (continued)****For the year ended March 31, 2014****(Rupees in millions, except share and per share data, unless otherwise stated)****Key Managerial Personnel:**

Subroto Bagchi	Executive Chairman
Krishnakumar Natarajan	CEO & Managing Director
S. Janakiraman	Executive Director, President and Chief Technology Officer
N.S. Parthasarathy	Executive Director, President and Chief Operating Officer
Dr. Albert Hieronimus	Independent Director and Non-Executive Vice Chairman
V.G.Siddhartha	Non-Executive Director
Prof. David B. Yoffie	Independent Director
Prof. Pankaj Chandra	Independent Director
Ramesh Ramanathan	Independent Director
Apurva Purohit	Independent Director
Rostow Ravanan	Chief Financial Officer and Alternate Director to Mr. N.S.Parthasarathy
Anjan Lahiri**	-
R. Srinivasan*	-

*R Srinivasan retired with effect from July 19, 2013

**Anjan Lahiri resigned with effect from May 6, 2013.

The Board of Directors appointed Apurva Purohit as an Independent Director and N S Parthasarathy as an Executive Director, effective January 1, 2014. Further, the Board of Directors appointed Rostow Ravanan as an Alternate Director to N S Parthasarathy, effective January 17, 2014.

Remuneration paid to key managerial personnel during the year ended March 31, 2014 amounts to Rs 151 (for the year ended March 31, 2013: Rs 96). Dividends paid to directors during the year ended March 31, 2014 amounts to Rs 134 (for the year ended March 31, 2013 amounts to Rs 30).

The above remuneration excludes gratuity and compensated absences which cannot be separately identified from the composite amount advised by the actuary

3.11 Lease transactions

Lease rental expense under non-cancellable operating lease during the year ended March 31, 2014 amounted to Rs 266 (for the year ended March 31, 2013: Rs 161). Future minimum lease payments under non-cancellable operating lease are as below:

Particulars	As at	As at
	March 31, 2014	March 31, 2013
Payable -- Not later than one year	267	203
Payable -- Later than one year and not later than five years	473	521

Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
(Rupees in millions, except share and per share data, unless otherwise stated)

Additionally, the Company leases office facilities and residential facilities under cancellable operating leases. The rental expense under cancelable operating lease during the year ended March 31, 2014 was Rs 272 (for the year ended March 31, 2013: Rs 251).

3.12 Earnings per share

Reconciliation of number of equity shares used in the computation of basic and diluted earnings per share is set out below:

Particulars	For the year ended March 31, 2014		For the year ended March 31, 2013	
	Basic EPS	Diluted EPS	Basic EPS	Diluted EPS
Weighted average number of equity shares outstanding during the year	41,588,758	41,588,758	40,974,712	40,974,712
Weighted average number of equity shares resulting from assumed exercise of employee stock options	-	307,651	-	521,584
Weighted average number of equity shares for calculation of earnings per share	41,588,758	41,896,409	40,974,712	41,496,296

3.13 The Group has a development center at Gainesville, Florida, US. The state of Florida has offered various incentives targeted to the needs of the development center. The nature and the extent of the government grant is given below:

Nature of expenses	For the year ended March 31,	
	2014	2013
Reimbursement of rent	3	2
Grant towards workforce training	28	4
Total	31	6

The Group has availed a non-monetary grant of USD 950,000 for renovation of project facility in the previous year. This grant is subject to fulfillment of certain conditions such as creation of minimum employment with specified average salary and capital investment at the development center at Gainesville, Florida, US.

Mindtree Limited**Significant accounting policies and notes to the accounts (continued)****For the year ended March 31, 2014****(Rupees in millions, except share and per share data, unless otherwise stated)**

- 3.14 The financial statements are presented in Rs in million. Those items which are required to be disclosed and which were not presented in the financial statement due to rounding off to the nearest Rs in million are given as follows:

Particulars	<i>Amount in Rs</i>	
	As at March 31, 2014	As at March 31, 2013
Share application money pending allotment	27,235	-
Cash on Hand	25,277	12,328

- 3.15 Corresponding figures for the previous year presented have been regrouped, where necessary, to conform to the current year's classification.

As per our report attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. : 101248W

For **Mindtree Limited**

Supreet Sachdev
Partner
Membership No. : 205385

Subroto Bagchi
Chairman

N. Krishnakumar
CEO & Managing Director

Rostow Ravanan
Chief Financial Officer

Rajesh Srichand Narang
Company Secretary

Place: Bangalore
Date: April 16, 2014

Place: Bangalore
Date: April 16, 2014