Mindtree
A Larsen & Toubro Group Company

Integrated Annual Report 2020-21

Analyze. Reimagine. Transform.

Contents

FY21 highlights

Financial

Revenue
INR **79,678** Million
↑2.6%

EBITDA
INR **16,567** Million
↑52.0%

Profit After Tax
INR **11,105** Million
↑76.0%

Environment

Energy consumption
15.7 kWh in Million

Water consumption
38,881 KL

Waste recycled
94.6%

Social

Average training hours per Mindtree Minds
113 Hours

CSR spend
INR **80** Million

New customers added
26

Governance

Independent Directors on Board
50%

Average attendance rate in Board meeting
97%

Median Director age
63 years

- *A robust pipeline with a good mix of annuity deals*
- *A recalibrated 4X4X4 vision to build deeper strategic relationships, ensure seamless delivery and strengthen capabilities*
- *Healthy order book of USD 1,382 Million with a growth of 12.3%*
- *Full year dividend of INR 25 per share [compared to INR 13 per share in FY20]*

↑ Y-o-Y growth

Digital transformation today is key to retaining the competitive edge in a hyper-connected world, the guarantor of improved business outcomes and sustained customer value. Those who adapt to this necessary disruption stand out as winners!

At Mindtree, we pride ourselves on being a trusted partner to our customers who can bring to their businesses a comprehensive tech advantage. With our digital expertise, omnichannel approach and deep industry knowledge, we enable them to leverage the right technologies and processes at the right stage in their digital transformation journey.

We help businesses succeed in the digital age by setting up systems that help them to analyze, reimagine and transform.

Analyze.

Intelligent processing of data across all key touchpoints through various channels in real time, collating and organizing it.

PG.28

Reimagine.

Process big data thus obtained using advanced intelligent technologies, such as Artificial Intelligence and Machine Learning, to draw out actionable insights that feed into organization strategy, and over time, provide business intelligence.

PG.32

Transform.

Enable implementation of key responses across digital channels through tailored technological solutions. These include intelligent self-optimizing tools and platforms which help businesses understand better the impact of their strategy and recast it in time.

PG.36

Visit our
Online Integrated Annual Report 2020-21
Download the Report

About our Integrated Annual Report

Our FY21 Integrated Annual Report provides relevant information to our shareholders and other stakeholders about performance, governance, material risks and opportunities, strategy and future prospects of Mindtree Limited (Mindtree).

Scope of reporting

Reporting period

The report, published annually, provides material information relating to the Company's strategy and business model, operating context, material risks, stakeholder interests, performance, prospects and governance from April 1, 2020 to March 31, 2021.

Reporting boundary

This report covers information on Indian and international operations of Mindtree. It also includes its subsidiaries – Mindtree Software (Shanghai) Co. Ltd. (China) and Bluefin Solutions Sdn Bhd. (Malaysia), collectively referred to as 'the Group'.

Financial and non-financial reporting

The report extends beyond financial reporting and includes non-financial performance, opportunities, risks and outcomes attributable to or associated with our key stakeholders, which have a significant influence on our ability to create value.

Materiality

Mindtree's FY21 Integrated Annual Report focuses on information that is material to its business. It provides a concise overview of the Company's performance, prospects and ability to provide sustainable value for all its stakeholders. The legitimate interests of all stakeholders have been taken into account and all material information has been included in this report.

- S Social
- En Environmental
- Ec Economic

Our capitals

All organizations depend on various forms of capital for their value creation. Our ability to create long-term value is interrelated and fundamentally dependent on various forms of capitals available to us (inputs), how we use them (value-accretive activities), our impact on them and the value we deliver (outputs and outcomes).

- Financial Capital
- Manufactured Capital
- Human Capital
- Social and Relationship Capital
- Intellectual Capital
- Natural Capital

Stakeholders

Our relationships with our stakeholders play a key role in our efficiency to deliver integrated business solutions to our customers.

- Employees
- Partners and suppliers
- Investors and shareholders
- Regulatory and public policy makers
- Customers
- Communities and NGOs

Report profile

Report alignment

This report aligns with the principles and guidelines of the:

- International <IR> framework of the International Integrated Reporting Council (IIRC)
- United Nations Sustainable Development Goals (UNSDGs)
- United Nations Global Compact Principles (UNGC)
- National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of business (NVG-SEE)
- The Companies Act, 2013 (and the rules made thereunder)
- Indian Accounting Standards and International Financial Reporting Standards
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Secretarial Standards issued by the Institute of Company Secretaries of India

Sustainability/ESG indices

We are proud to have our efforts in sustainable development recognized by industry-leading rating and ranking agencies.

- **Attained global leadership league as A- top performer in the 2020 Climate Change ranking by Carbon Disclosure Project (CDP)**

CDP
DISCLOSURE INSIGHT ACTION

Supporting the UNSDGs

PG.55

Board responsibility statement

The Board of Directors acknowledges its responsibilities to ensure the integrity of this Integrated Annual Report. The Board has, accordingly, applied its collective mind and believes the report addresses all material issues and presents the integrated performance of the Company and its impact in a fair and accurate manner.

Forward-looking statements

Certain statements in this document constitute 'forward-looking statements', which involve known and unknown risks and opportunities, other uncertainties, and important factors that could turn out to be materially different following the publication of actual results.

These forward-looking statements speak only as of the date of this document. The Company undertakes no obligation to update publicly, or release any revisions, to these forward-looking statements, to reflect events or circumstances after the date of this document, or to reflect the occurrence of anticipated events.

Safe harbor

Certain statements in this release concerning our future growth prospects are forward-looking statements, which involve a number of risks, and uncertainties that could cause our actual results to differ materially from those in such forward-looking statements. The conditions caused by the COVID-19 pandemic could decrease customer's technology spending, affecting demand for our services, delaying prospective customers' purchasing decisions, and impacting our ability to provide on-site consulting services; all of which could adversely affect our future revenue, margin and overall financial performance. Our operations may also be negatively affected by a range of external factors related to the COVID-19 pandemic that are not within our control. We do not undertake to update any forward-looking statement that may be made from time to time by us or on our behalf.

Propelling digitization. Enabling solutions.

Using our expertise in digital, and leveraging advanced analytics and cognitive technologies, we are helping our customers prepare for a new era of business in a hyper-automated world.

Mindtree is a digital transformation and technology services company, helping clients from ideation to execution. A Larsen and Toubro Group Company, it has more than 23,000 employees around the globe. We offer services in the areas of analytics and information management, application development and maintenance, business process management, business technology consulting, cloud, independent testing, infrastructure management services, mobility, product engineering, and SAP services, amongst others. We have 270 enterprise clients and 42 offices in 24 countries. For more than two decades, we have helped global enterprises marry scale with agility to achieve a competitive advantage across industry verticals.

Mission

We engineer meaningful technology solutions to help businesses and societies flourish.

Values

Collaborative Spirit

Mindtree believes in developing true partnerships. We foster a collegial environment where individual perspectives are respected and honest dialogue is expected.

Expert Thinking

Mindtree brings robust skills and forward-looking perspectives to solve customer challenges. We use proven knowledge to make recommendations and provide expert guidance to our clients.

Unrelenting Dedication

Mindtree is driven to meet client needs with determination and grit. We embrace tough challenges and do not rest until the problem is solved, the right way.

Key differentiators

Born digital
technology company set up 21+ years ago

Strategic partner
for transformation journeys across the digital value chain

Global footprint
with presence across 24 countries enables us to be closer to our customers and their businesses

Strong learning culture
powered by internal and external platforms

Committed management team
strongly aligned with stakeholders' interests

Responsible corporate citizen and a trusted partner
providing technology solutions to help business and societies flourish

Key facts

Strong deal wins
USD 1,382 Million

Active clients
270

Strong partnerships and alliances
35

Strategy

Mindtree has outlined a 4x4x4 strategy. The strategy focuses on four industry groups, four service lines, and four geographies aimed at growth, building existing strengths and developing strategic partnerships.

PG.44

About Larsen & Toubro Group

Larsen & Toubro is an Indian multinational engaged in EPC Projects, Hi-Tech Manufacturing and Services. A strong, customer–focused approach and the constant quest for top-class quality have enabled L&T to attain and sustain leadership in its major lines of business for eight decades.

LARSEN & TOUBRO

Total revenue
USD 19 Billion

Total assets
USD 43 Billion

Years of experience
80+

Presence
50+ countries

Value created for stakeholders

Staying committed for the long term

We aim to create value for a broad range of stakeholders in a sustainable way. Our resilience and empathy are manifest in our ability to serve our customers without interruption, empower our employees to quickly adjust to remote working and provide much-needed relief to our communities in a time of crisis.

Maximizing shareholder value

Order book growth
12.3%

INR Revenue growth
2.6%

Expansion across EBITDA, EBIT and PAT

Balanced growth across industry, geography and service lines

PG.16

Robust client delivery

Strengthened long-standing relationship with marquee clients

Highest ever customer satisfaction rating
6.05/7

No billing loss or drop in service quality

Seamless operations

Early malware detection and response capability

PG.74

People focus

Mindtree Minds reported increased productivity
61%

Attrition rate decreased from 17.4% in FY20 to 12.1% in FY21

Hours spent by Mindtree Minds on learning
1 Million+

PG.64

Supporting the communities

Beneficiaries of CSR projects
18,087

Livelihood opportunities created
979

Projects
9

PG.71

Strong long-term relationships with partners and suppliers

Supplier satisfaction score
4.72

Strategic and consulting partnerships with some of the leading enterprise-level product companies

PG.75

Caring for the planet

Environmental spend
INR 3,069,772

Waste recycled
94.6%

Introduced Gladius, AI-based tech platform for real time monitoring of resource consumption in a phased manner

PG.56

Providing customized solutions by leveraging technology

As a digital transformation leader, we develop innovative strategies and solutions to ensure our clients gain competitive advantage in a dynamic world.

Mindtree Consulting

At Mindtree Consulting, we deliver on the promise of being the preferred business transformation partner to our clients through a perfect blend of strategy, business, design and technology.

With our advisory and consulting expertise, we help accelerate business and technology transformation and drive growth by solving complex business problems swiftly, via a design-centric, agile, and platform-driven approach. We help our clients tackle the present and focus on what's next through experience-led product and service innovations. We deliver outcomes by combining our service expertise with our best-in-class consulting capabilities.

Capabilities
- Business model transformation
- Experience transformation
- Value chain transformation
- Tech ecosystem transformation
- Talent transformation

Customer Success

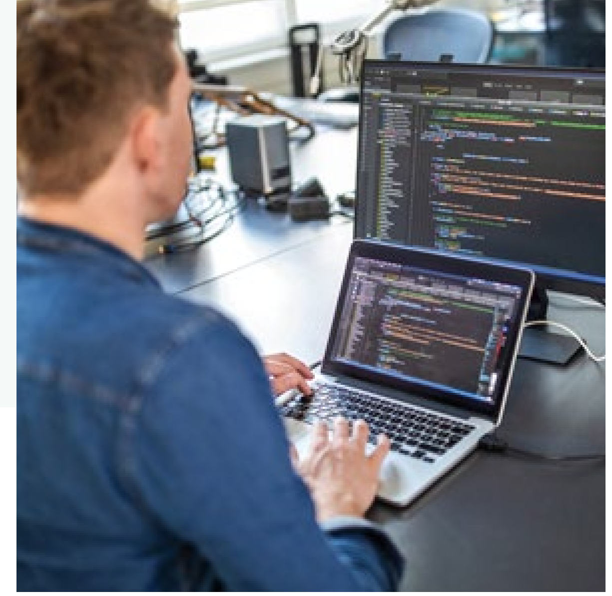
We deliver insightful digital experiences in an agile, secure, and resilient fashion. Our deep-rooted digital engineering expertise and fluency with AI-based tools enable us to scale at non-linear costs. With our application of analytics and cutting-edge technologies, we help leading brands enhance customer experience, and go-to-market with the right offerings, to the right set of audience, at the right time.

Capabilities
- Experience design and innovation
- Digital marketing and e-commerce
- Salesforce
- Experience channels
- Immersive and cognitive experiences
- Digital integration and process automation
- Product engineering

Cloud

We partner with customers in their cloud transformation journey. We help customers evaluate their existing technology landscape, establish the end-state view, move to cloud, operate efficiently and unlock value using Application Programming Interfaces (APIs) and cloud native development. The underlying objective is to make IT steadfast, secure, cost-effective, adaptive and outcome-driven.

Capabilities
- Cloud advisory services
- Cloud migration and modernization
- Cloud operations and management
- Cloud native application development



Data and Intelligence

With an optimal mix of AI and human intelligence, we provide analytical solutions that convert data into actionable insights. We help our clients implement and realize the right data strategy to drive improved business outcomes. From conceptualizing data strategy, to identifying the right use cases for AI and analytics and implementing appropriate data architecture – we provide end-to-end data services and help deliver value.

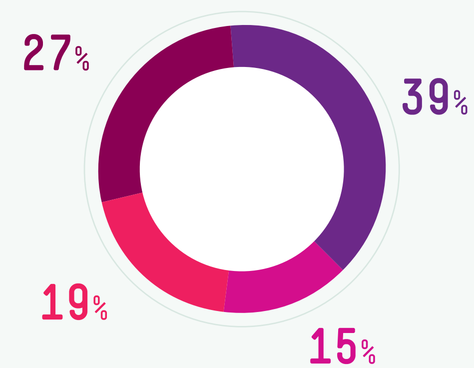
Capabilities
- Data modernization
- Data operations and management
- Insights and action
- Internet of Things (IoT)

Enterprise IT

At the center of our Enterprise IT service line lies the determination to enable clients to transform their technology ecosystem. We aim to deliver zero cost transformations in a steady manner while deploying new-age monitoring and support systems. This is possible through our intelligent platforms that automate the entire IT service delivery lifecycle.

Capabilities
- Hyper-automated infrastructure and applications
- Digital security
- Application portfolio transformation
- Quality engineering
- Accelerated DevSecOps
- Packaged enterprise services
- Product IT transformation

Revenue distribution by service line



Helping our customers realize their digital ambitions

We support the digital transformation of our customers across business sectors including banking, capital markets, insurance, media & entertainment, technology, education, retail, consumer packaged goods, manufacturing, health, travel, hospitality and logistics.

Communications, Media and Technology (CMT)

Enabling digital at scale

We help our Communications, Media and Technology clients to accelerate their revenue growth, optimize costs and proactively manage risks, in an increasingly Digital world.

We enable communications equipment makers and service providers to modernize their 4G products and accelerate the rollouts of their 5G networks and IoT solutions.

We assist Media & Entertainment companies as well as educational institutions to digitize their content supply chains and scale their Direct-to-Consumer (DTC) platforms.

We help the world's largest technology companies to engineer great products, provide intuitive client experiences by leveraging AI and ML, scale fast using the world's best cloud platforms, and provide exceptional product support to their clients.

Retail, CPG and Manufacturing (RCM)

Accelerate consumer intimacy, connect edge to experience

We are the partner of choice of leading retailers and consumer goods firms when it comes to building nimble, adaptable, reliable cloud native services to help brands deliver curated, relevant and personalized experiences across B2C, B2B and B2B2C journeys. We have distinct capabilities to help design experiences, engineer the platform to increase reach and enable conversions for the brands. Leveraging AI/ML, we industrialize creation of insights and help brands monetize their data by delivering personalized campaigns and offers and thereby increase the lifetime value of the customer.

With the Factory 4.0 framework, we help traditional production facilities to morph into smart factories with digitally orchestrated shop floors. We also help our manufacturing customers to pivot their business models from selling discrete products (CapEx) to differentiated services (OpEx).

Banking, Financial Services and Insurance (BFSI)

Accelerate core transformation and redefine experiences

Mindtree is the right-size partner helping banking, capital markets firms and insurers transform through a set of strong domain and technology capabilities.

We are a partner of choice for large and mid-sized firms in the industry, leading through innovation within our client's digital and technology ecosystem, digital-first with a team of future-ready minds that enable them to efficiently scale and grow their business.

Backed by the industry leading technology and domain partnerships, we have the ability to bring the best of the larger partner ecosystem. Mindtree has pointed industry offerings to solve business challenges for our clients within Banking, Financial Services and Insurance. Through our offerings, we help organizations optimize performance, engage clients better, enable decisioning with better insights, and reduce overall risk & complexity.

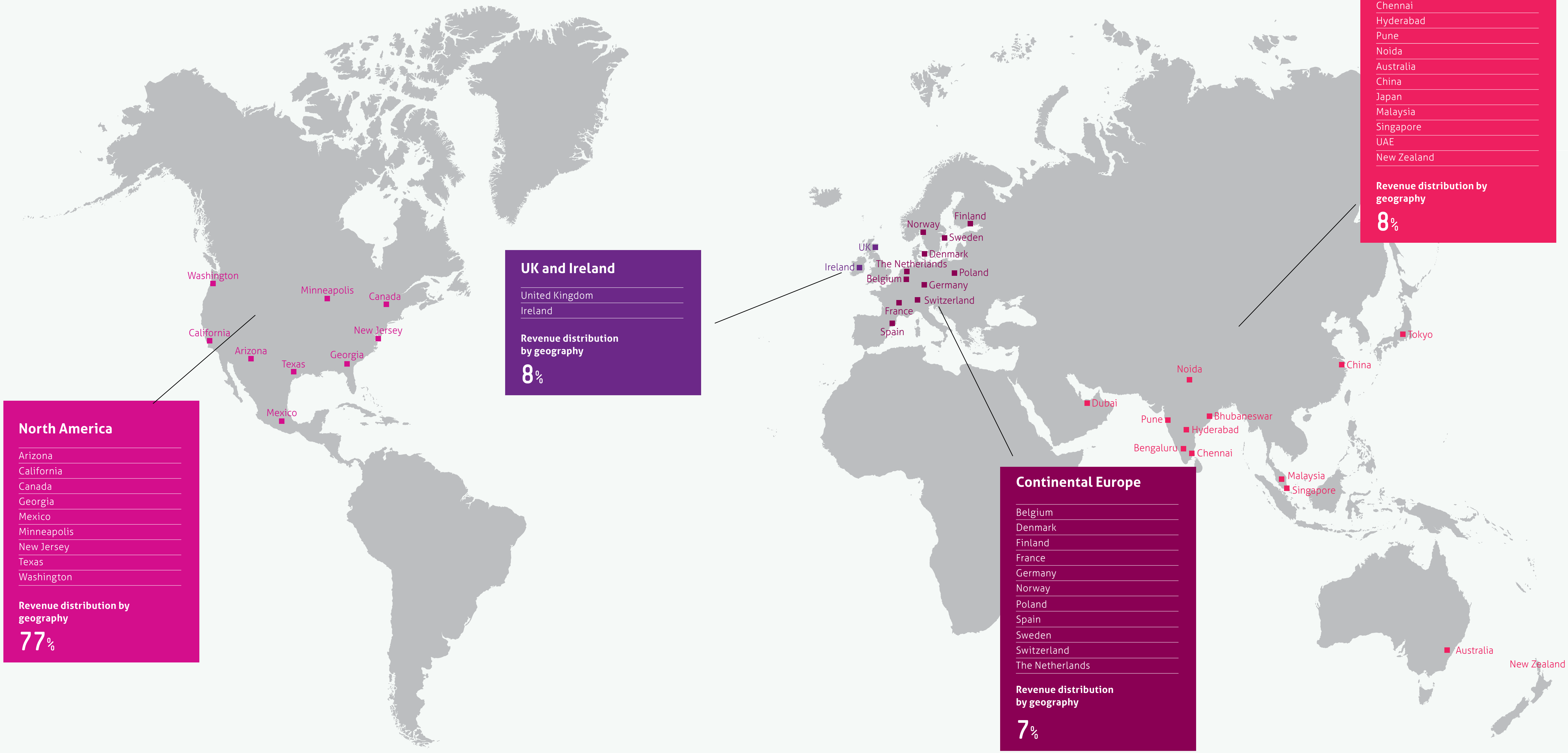
Travel and Hospitality (TH)

Enable contactless experiences, redefine customer experience

Delivering exceptional and differentiated services that can significantly influence loyalty of a passenger or guest, which is a key attribute in the travel and hospitality industry. We deliver digital transformation and technology solutions impacting the core services for clients. These solutions enable them to provide satisfying customer experience while driving revenue and efficiencies. Through our deep domain expertise and technical capabilities in digital, IoT, infrastructure, supply chain and logistics management, we touch every aspect of the transportation and logistics business, delivering high value for our customers.

Accelerating digital transformation globally

Our presence in 24 countries enables us to facilitate and develop digital solutions across industries and functions and be closer to our customers and their businesses.



North America

- Arizona
- California
- Canada
- Georgia
- Mexico
- Minneapolis
- New Jersey
- Texas
- Washington

Revenue distribution by geography

77%

UK and Ireland

- United Kingdom
- Ireland

Revenue distribution by geography

8%

Continental Europe

- Belgium
- Denmark
- Finland
- France
- Germany
- Norway
- Poland
- Spain
- Sweden
- Switzerland
- The Netherlands

Revenue distribution by geography

7%

Asia Pacific & Middle East

- Bengaluru
- Bhubaneswar
- Chennai
- Hyderabad
- Pune
- Noida
- Australia
- China
- Japan
- Malaysia
- Singapore
- UAE
- New Zealand

Revenue distribution by geography

8%

Of milestones, recognition and progress

2020

April

- Recognized as Leader in ISG Provider Lens™ Quadrant Report on Salesforce Ecosystem Partners 2020 (US & Germany)

July

- Named Leader in ISG Provider Lens Archetype Report on Next-Gen Private/Hybrid Cloud - Data Center Services & Solutions
- Partnered with Husqvarna Group to drive digital transformation
- Mindtree case study 'Delivering on the Promise of Data' included in ISG's Top 25 digital case studies book
- Named Leader in the ISG Provider Lens™ Report 2020 on SAP HANA and Leonardo Ecosystem Partners (US)

August

- Named Leader in three categories in the ISG Provider Lens™ Report on SAP HANA and Leonardo Ecosystem Partners (UK)

September

- Collaborated with Mölnlycke for Enterprise application and cloud transformation journey
- Mindtree and research firm Everest Group worked in partnership with leading CXOs from multiple industries through a series of roundtables — 'Possibilities Forums' — to identify and share best practices to most effectively navigate business challenges created by COVID-19 pandemic
- Recognized as an Expert Managed Service Provider for Microsoft Azure

November

- Named leader in ISG Provider Lens™ Public Cloud – Solutions and Services for Midmarket 2020
- Partnered with the Nordex Group to drive forward the company's digital transformation journey
- Honored with the title of IT Pride of Karnataka – 2019-20 by STPI IT Export Awards, granted by STPI (Software Technology Parks of India) of Karnataka

December

- Named Leader in ISG Provider Lens™ - Digital Business Solutions and Service Partners 2020 – Australia
- Recognized as a winner in SHRM HR Excellence Awards 2020 under Excellence in HR Analytics Award category
- Partnered with Databricks to offer advanced, cloud-based data intelligence
- Won place amongst global leadership league in Climate Disclosure Project 2020 Climate Change world ranking
- Accelerated cloud business through Global Microsoft Azure Experience Center and New Skills Academy

2021

January

- Named Leader in ISG Provider Lens™ for Next-gen Application Development & Maintenance (ADM) Services (US) 2020
- Helped Aflac to simplify claims experience for customers

February

- Won two awards at the People First ACE Awards 2020 presented by the National HRD Network
- Achieved Google Cloud Partner specialization in application development

March

- Named 'Best Employer for Women' by The Associated Chambers of Commerce and Industry of India (ASSOCHAM)

- Partnered with Knauf to drive its IT transformation initiatives
- Named winner at BW HR Excellence Award for outstanding contribution to the HR industry
- Won the Golden Peacock award for Corporate Social Responsibility from the Institute of Directors

Driving growth with consistency and conviction

Despite a turbulent and challenging year, we ensured business continuity and delivered enhanced value for our customers.

This was possible because we acted quickly and decisively during the pandemic, protecting our people, taking strategic decisions and securing consistent performance across our business streams. The year witnessed strong order book with successful employee retention and skilling programmes. With a refurbished strategy, our tested business model and rigorous approach to risk management, we are prepared to make the most of the opportunities that lie before us.

Profit and loss metrics

Revenue (INR in Million)

FY21	79,678
FY20	77,643
FY19	70,215
FY18	54,628
FY17	52,364

↑ 11.1%

Revenue for FY21 stood at INR 79,678 Million up 2.6% demonstrating stability even during the COVID-19 pandemic

EBITDA (INR in Million)

FY21	16,567
FY20	10,898
FY19	10,645
FY18	7,405
FY17	7,181

↑ 23.2%

EBITDA grew by 52.0% on account of prudent cost management initiatives

Net profit (INR in Million)

FY21	11,105
FY20	6,309
FY19	7,541
FY18	5,701
FY17	4,186

↑ 27.6%

Net profit showed a growth of 76.0% driven by cost optimization measures, innovative service delivery models and operational efficiencies

EPS (Basic) (INR)

FY21	67.44
FY20	38.35
FY19	45.94
FY18	34.39
FY17	24.93

↑ 28.2%

EPS increased by 75.9% due to cost optimization measures, innovative service delivery models and operational efficiencies, despite COVID-19 disruptions

EPS (Diluted) (INR)

FY21	67.41
FY20	38.33
FY19	45.85
FY18	34.28
FY17	24.89

↑ 28.3%

Our diluted EPS increased by 75.9% due to cost optimization measures, innovative service delivery models and operational efficiencies, despite COVID-19 disruptions

Dividend per share (INR)

FY21	17.50
FY20	30.0
FY19	11.0
FY18	9.0
FY17	10.0

↑ 15.0%

Dividend recognized and paid is INR 17.5 per share despite COVID-19 interruptions, reinforcing our commitment to enhance shareholder value

↑ CAGR

Balance sheet metrics

Net worth (INR in Million)

FY21	43,190
FY20	31,568
FY19	33,061
FY18	27,414
FY17	25,771

↑ 13.8%

Net worth increased by 36.8% from INR 31,568 Million in FY20 to INR 43,190 Million in FY21 reinforcing our commitment to enhance shareholder value

Market capitalization (INR in Million)

FY21	343,260
FY20	136,383
FY19	155,100
FY18	126,543
FY17	76,107

↑ 45.7%

Market capitalization increased by 151.7% from INR 136,383 Million on March 31, 2020 to INR 343,260 Million on March 31, 2021 due to rise in share price, underlying strong transformational capabilities in solving complex business problems of our clients and consequently resulting in industry leading profitable growth

Ratios

Return on capital employed (%)

FY21	36.8
FY20	25.3
FY19	31.2
FY18	26.5
FY17	22.4

Return on capital employed increased to 36.8% due to increase in profitability and efficient usage of capital

Return on equity (%)

FY21	29.7
FY20	19.5
FY19	24.9
FY18	21.4
FY17	16.8

Return on equity increased to 29.7% due to increase in profitability and efficient usage of capital

↑ CAGR

Chairman's message

Rising to the challenge

Your company is helping businesses reimagine customer engagement, digitize their supply chain, and fast-track their turnaround, using analytics to make informed decisions, faster.

Dear Shareholders,

The second surge of the coronavirus is proving to be an even more daunting challenge than the first. It continues to overturn many of the assumptions we had been living with and has highlighted a greater need for pragmatism and resilience while dealing with a pandemic of this scale. At this juncture, we need to consciously work towards bolstering our resolve, remind ourselves of our collective strength, and reaffirm our faith in a better future. At Mindtree, our top priority has always been to ensure the safety and health of our team while safeguarding the interests of the communities in which we operate and the clients we serve.

Technology, and its many enabling features, have been recognized as indispensable through the pandemic. It has enabled access to education and healthcare, made it possible for critical operations to continue amid physical isolation and changed our very concept of a 'workplace'. I see this trend gathering pace in the times to come. Accelerated digital transformation and business models leveraging technology at their core are now being seen as vital for sustenance. Enterprises are rapidly adapting to digital and cloud, which act as the primary levers for every transformation journey. You will be happy to know that your company is among the ones spearheading this change.

We are leveraging digital capabilities to create sustainable solutions for our clients, to catalyze social growth and promote climate action. We have also re-configured our operations into a 4x4x4 model – honing our strengths along the following: four key verticals and four service lines in four geographies. This strategy provides a balanced approach to serve customer needs and grow, while driving profitability. It is also in sync with the evolving dynamics of the market.

Your company is helping businesses reimagine customer engagement, digitize their supply chain, and fast-track their turnaround, using analytics to make informed decisions, faster. The focus is on driving higher customer lifetime value and identifying top-quality leads to enhance conversion. With more businesses switching to enterprise applications in the cloud, there are sure to be bigger opportunities opening up for your company. With its digital lineage, Mindtree has earned the trust of its clients and is seen as a partner in their own growth stories.

By simplifying, differentiating, and adapting to changing business models and technology paradigms, your company has grown from strength to strength, becoming a preferred partner for clients worldwide. This is evidenced in the increased recognition we received this year for our capabilities in emerging technologies like digital engineering and IoT from analysts, along with our consistently high customer satisfaction scores.

Given the highly competitive environment, we must continue to evolve our business and culture, while constantly re-examining our role in society and staying true to our purpose. Mindtree is well-positioned to leverage its reputation and focus on cutting-edge technologies to emerge as a digital transformation partner for clients in the new normal.

I am happy at the way the Company, under the leadership of Debashis Chatterjee and his team, has risen to the occasion and dealt with the unprecedented challenges of the past year. Together, we will continue to innovate, remain alert and nimble, and sustain our record of success.

Wish you all safety and good health.

Regards,

A M Naik
Non-Executive Chairman

Redefining possibilities for profitable growth

Dear Shareholders,

As the saying goes, "The only constant is change." Many of us knew this adage, but never before have we had to learn to live with, breathe and adapt to change in such a profound way as we have over the past year, both in our personal and our professional lives.

While some of these changes will be temporary, we expect many others to be permanent. In this sense, the COVID-19 pandemic has redefined many of our preconceived notions and forced us to reimagine possibilities and life itself in the new normal.

While the pandemic has tragically cost many lives, it has reinforced the value of leveraging technology to gain competitive advantage and to drive innovation – be it the startups, large enterprises, or even governments. We have seen the use of technology for accelerating the development of life-saving vaccines through AI, deployment of digital collaboration tools for helping run many essential services, contactless payment and check-in options in industries like travel, hospitality and retail, and even their use by governments for contact-tracing and for providing emergency economic stimulus and relief.

Never has technology played such a vital role in the way we work, get connected, and live our lives as close to 'normal' as possible. It has helped build economic, physical and mental resilience – enabling people living and working remotely to stay connected and be more productive, helping small businesses stay open, and giving people more digital channels to seek help or conduct transactions.

Our digital DNA and the resources of our parent company, Larsen & Toubro, positioned us to seamlessly partner with our clients to accelerate their business transformation initiatives and achieve competitive differentiation within their industries. Throughout the pandemic, we have stayed close to our clients to deeply understand how they were impacted and to determine their best path forward to be successful in the new normal.

All those factors ensured that we close FY21 with a healthy order book of USD 1.38 Billion, up 12.3%, and a significant EBITDA margin expansion of 680 basis points in the year.

Our key pillars of **Simplify, Differentiate** and **Change** – our business imperative to drive profitable growth – have proven to be a winning strategy. We have **simplified** our core go-to-market offerings where the Company drives the greatest value for our clients, and made it easier for them to consume our services. We have **differentiated** service offerings through targeted investments in capabilities and people in core areas, leveraging our digital-rich heritage. We have always been ready to embrace bold **change**, challenging the status quo even when the decision isn't easy or convenient, and being ready to strategically pivot in response to market changes.

Clear evidence of our ambition to enhance focus and embrace change is our '4x4x4' business strategy, created in close collaboration with our clients and partners, which we unveiled this year. We have prioritized four industry groups (IGs), four geographies and four service lines that work in tandem with the pillars of successful execution, which include partnerships, strategic investments in building and enhancing capabilities, and a constantly future-ready talent pool.

We deepened our strategic partnerships with hyperscaler public cloud partners. We launched a Microsoft go-to-market business unit focused on accelerating cloud business and achieved Application Development Partner specialization in the Google Cloud Partner Advantage program. We have also identified key areas of investment, including incubating a healthcare business unit, building our cybersecurity and IoT practices, along with defining a model of the 'Future of Work' – across in-country, nearshore and remote working in the new normal.

We received numerous awards in recognition of our technology prowess, leadership, culture, and commitment to sustainability. This includes the Best Employer for Women by The Associated Chambers of Commerce and Industry of India, an 'A-' rating in the 2020 Climate Change ranking, among the top 6% globally, by the Carbon Disclosure Project, the Golden Peacock National Award 2020 for Corporate Social Responsibility and won multiple recognition from global analysts and advisory firms. India Ratings and Research provided a strong recognition of our business and financial profile, market position and profitability by upgrading Mindtree's long-term issuer rating to 'IND-AAA' for the first time. These acknowledgements are a credit to our management team and Mindtree Minds.

During times of need, our commitment to the society at large is called upon and I am proud to say that, collectively, all Mindtree Minds rose to the occasion through the year and supported the cause. We employed our BeTheGiver charter for a 'Protect the Protector Campaign', which provided free COVID-19 tests to Karnataka State Police personnel and donated 65,000 N-95 masks and 26,380 PPE kits for frontline healthcare workers. At the same time, we enhanced our focus on employee safety and wellness and continued to strengthen our culture by making our talent future-ready.

Our sound business strategy, differentiated capabilities, strategic partnerships, robust delivery, along with disciplined execution give us the capability to deliver transformative outcomes for all our stakeholders – clients, partners, Mindtree Minds shareholders, and the society. In executing this strategy, we will leverage our digital DNA and our unique work ethos to act as force multipliers.

Mindtree's vision is to be a purpose-driven business transformation partner that enables clients to leverage technology solutions to drive holistic business outcomes.

As our clients strive to adapt and succeed in the dynamic market environment, Mindtree will leverage its expertise to help them **analyze** their systems and processes, **reimagine** what's possible, and **transform** their business models to define a pragmatic approach to achieve competitive advantage.

As the world looks hopefully toward a potential end to the pandemic, we have rallied together to emerge through this crisis as a stronger organization with a renewed sense of purpose. Thanks to our management team, clients, partners, Mindtree Minds and their families, and our shareholders for their continued support.

Stay Safe. Stay Healthy.

Debashis Chatterjee
Chief Executive Officer and Managing Director

Staying future ready and market relevant

Dear Shareholders,

I am happy to share my first communication with you on a positive note.

We closed FY21 with the highest ever deal wins of USD 1,382 Million, proving our strong transformational capabilities. Our strategic initiative 'Help and Grow', covering new delivery-models, cost-rationalization and workplace modernization, has set a strong foundation to gain market share and helped our clients quickly adapt to the new normal. FY21 was a tough year due to the COVID-19 pandemic.

During the first half of FY21, there was a softness in revenue growth that was followed by recovery and emergence of a new normal. Our revenue in USD terms has grown at a CAGR of 12.5% over the last 10 years as against an industry average of 9.8%, a testimony to our transformational capabilities that help our clients navigate the complexities of the present and ready themselves for the future, be it in the backdrop of the unprecedented pandemic situation or the rapid emergence of new technologies. The pandemic has reaffirmed our belief that technology forms the core of businesses.

The year in perspective

Through the year, we have strived to keep the health and safety of Mindtree Minds at the forefront, as we grapple with the pandemic. Our Global Facility Management Team has stepped up readiness for Mindtree Minds returning to office so that they feel safe in the workplace. There have been key infrastructure enhancements made to ensure adequate sanitization stations, minimal contact with bare surfaces, thermal scanning at key access areas and effective prompts to maintain social distancing.

India Ratings and Research (Ind-Ra) has upgraded the Company's long-term issuer rating to 'IND AAA' from 'IND AA+' and has assigned positive outlook that reflects improvement in Mindtree's business and financial profile coupled with brand leverage and operational support on becoming an integral part of Larsen & Toubro Limited.

- For FY21, our USD revenue stood at USD 1,077 Million, up 0.5% in constant currency, and INR revenue stood at INR 79,678 Million, up 2.6%, demonstrating stability in revenue even during the COVID-19 pandemic – a reflection of the fact that we solve complex business problems of our clients with our superior and innovative technology solutions.
- We have demonstrated improved profitability despite severe impact on business in the Travel and Hospitality vertical and subsequently, signifying return of growth momentum from the COVID-19 pandemic. Our EBITDA margin increased from 14% for FY20 to 20.8% for FY21. Our utilization improved from 76.6% for FY20 to 80.4% for FY21. The net profit grew at 76% from INR 6,309 Million for FY20 to INR 11,105 Million for FY21 in the backdrop of cost-optimization measures, innovative service-delivery models and operational efficiencies.
- We have constantly maintained healthy liquidity to meet business needs and support the growth momentum. Days Sales Outstanding (DSO) improved from 66 days as at March 31, 2020 to 60 days as at March 31, 2021. Cash flow conversion (EBITDA to operating cash flow conversion) was impressive and improved from 75.7% for FY20 to 120.5% for FY21. Our cash and investment balances stood at INR 28,065 Million as at March 31, 2021 against INR 13,618 Million as at March 31, 2020.
- We have consistently stood by our commitment to enhance shareholders' value. Our Diluted Earnings Per-Share (DEPS) increased from INR 38.33 for FY20 to INR 67.41 for FY21. The 5-year CAGR growth in DEPS was 15.4%. The return on equity improved from 19.5% during FY20 to 29.7% during FY21. We have increased the dividend to our shareholders from INR 13 for FY20 to INR 25 for FY21 for their continued support and trust during the most difficult of times.

Our emphasis on (a) building on existing capabilities, (b) execution and focus on annuity deals in bringing back stability in revenue growth and margin expansion, (c) people-engagement initiatives resulting in lower attrition band and better utilization and (d) agility in ensuring seamless delivery in a no-shore model has resonated very well, and this is reflected in investors' and analysts' coverage.

Our culture, our technology, our people and our partners

Our strategic investments in technology, people and partnerships are opening up numerous opportunities for us to 'Redefine possibilities' for our clients. Our investment to set up a Global Microsoft Azure Experience Center and collaboration with Databricks to offer advanced, cloud-based data intelligence are critical steps towards having a constantly future-ready talent and market-relevant services. We have launched 'Project Velocity' to increase speed and precision across the talent-supply-chain to drive revenue, margins and competitive-differentiation. We have remotely on-boarded 7,229 Mindtree Minds globally, coupled with a host of stringent control measures that we have built at every stage of the hiring and onboarding process in a virtual environment. Through 'Talent Connect', one of the transformational initiatives as part of our Employee Referral Program, we provide a premium experience to Mindtree Minds while also enabling recruitment of the right talent.

98% of our Mindtree Minds completed one or more training programs during FY21. A total of 153,000+ course completions were recorded during the year that includes 16,900+ focused upskilling interventions. We have set up a dedicated hotline to provide support to Mindtree Minds and their families for hospital care, and enhanced risk coverage insurance to cover COVID-19. Health and well-being of Mindtree Minds being of paramount importance, we have announced procurement and administration of vaccines to Mindtree Minds and their immediate family members. We have constituted a task force to evaluate Future of Work to manage the delivery model. We have moved to 'No-Shore-Delivery' by providing laptops to 100% of the workforce and have facilitated a flexible working policy and work-from-anywhere model. We have collaborated with key partners such as Microsoft, Adobe, Salesforce, Amazon Web Services, Google, SAP, ServiceNow and others for providing integrated solutions that result in better outcomes for our clients.

Our EBITDA margin increased from 14% for FY20 to 20.8% for FY21. Our utilization improved from 76.6% for FY20 to 80.4% for FY21. The net profit grew at 76% from INR 6,309 Million for FY20 to INR 11,105 Million for FY21 in the backdrop of cost-optimization measures, innovative service-delivery models and operational efficiencies.

Chief Financial Officer's message

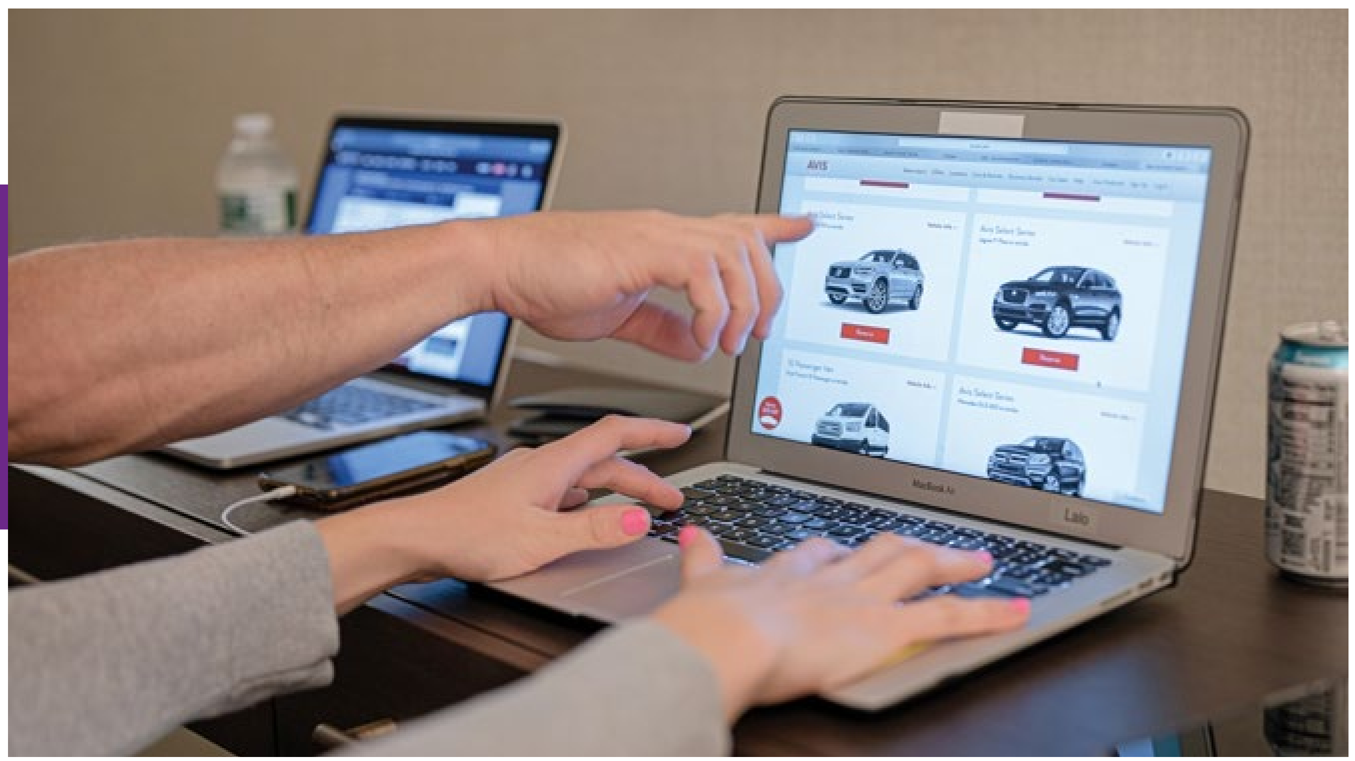
Staying future ready and market relevant (Continued)

Leveraging digital capabilities

We, at Mindtree, recognize that digitization and automation are the panacea that drives growth trajectory, enhances operational efficiency, contributes towards robust internal financial controls and ultimately, drives business transformation for clients. As part of the transformation drive in Finance, we launched Supplier360 portal, Mindtree's one-stop-shop self-service, in-house real-time platform for tracking vendor-invoices, PO acknowledgment and payments that enhances P2P compliance and the overall user-experience. We are among the early-movers to convene the Virtual Annual General Meeting (VAGM) without any technical glitches, wherein more than 100 shareholders, Directors, key management personnel and auditors from different global locations joined the meeting. The VAGM showcased videos on the latest happenings in the Company, facilitated e-voting and inspection of documents and brought technology, shareholders, the Board and service-providers on one platform through vigorous coordination. It resulted in cost savings in the areas of venue-booking, travel and other logistical arrangements. The VAGM has received positive feedback from shareholders, the Board and other participants. There was overwhelming response to the Virtual Investors' Meet conducted under the new leadership with the highest-ever participation. Sessions with the Guest Speaker and contactless experience capabilities showcased, created interest among the external community.

At Mindtree, data privacy and data protection are treated with utmost importance. We have continued our privacy journey by building and enhancing our global privacy framework to ensure compliance with extant and emerging laws and regulations. We continue to strengthen the framework by embedding stringent data privacy processes and tools.

Additionally, we have implemented the digital contract lifecycle management system to effectively manage our commitments to clients and other stakeholders. This system helps us achieve robust governance on contractual and regulatory compliances with enhanced focus on risk mitigation.



Outlook and priorities

Our commitment to deliver superior client satisfaction, consistent and competitive profitable growth remains stronger than ever. We are seeing very good traction with the deals we are pursuing and have been winning annuity and multi-year large deals during FY21 across all 4 verticals. Among these are the deals for effecting digital transformation of the IT landscape for a leading global wind turbine manufacturer, the responsibility to enhance consumer experience on mobile digital platform for a large global airline, application development to accelerate the journey in becoming product-led and outcome-oriented for a world-leading sportswear brand and delivery of enhanced efficiency and speed of business standardization through end-to-end IT infrastructure management and cloud services for a US-based diverse insurance and reinsurance company.

We are a nimble organization and transformation-partners for marque clients. Our endeavor is to continue with the industry-leading profitable growth and sustain the current EBITDA margin band in excess of 20%. We are driving to strengthen the Finance team to be a business-enabler to support large and complex annuity deals. We are simplifying and automating Finance processes to make them agile so that they suit our dynamic business needs, are control-oriented and drive forward-looking analytics for better decision-making rather than delve into historical information. We are making significant investment towards data-protection initiatives and strengthening security.

The competitive situation today shows that investing is imperative to be future-ready, as part of our growth strategy. We will ensure optimal capital allocation towards value capture, including mergers and acquisitions that will provide access to niche capabilities, enable specific geo-penetration, talent and service our clients by broadening our offerings.

Our three strategic pillars, namely Simplify, Differentiate and Change, coupled with the creation of 4x4x4 focus-areas across 4 industry groups, 4 service lines and 4 geographies will drive differentiated value-proposition and unmatched services to our clients.

Our approach to integrated reporting

During FY18, we had made a head-start in the voluntary adoption of Integrated Reporting (IR) in accordance with the International Integrated Reporting Council's (IIRC) framework and SEBI's circular on IR to aid our key stakeholders to get a holistic view of the Company's strategic focus, future orientation and value creation that revolves around the six capitals – Financial, Manufactured, Intellectual, Human, Social and Relationship and Natural. Subsequently, we have embedded IR in our thought process and strategic framework. Our Integrated Annual Report defines the integrated business model, ability to create long-term value through outcomes by using the available capital against value-accretive activities, and holistically measures the organization's success against the long-term and short-term vision and mission. Environment, Social and Governance (ESG) reporting has been growing in prominence, given the compelling need for companies to be conscious towards the society and the environment. ESG has now emerged as key consideration in evaluating companies and the weightage given by investors for making responsible investments. Keeping this in mind, we have presented a separate section on ESG, whereby we have reported the salient Key Performance Indicators (KPIs) governing Mindtree's performance around ESG.

PG.52

Growing with good governance

Integrity and transparency are our key governance pillars. Our Governance practices and financial reporting have been consistently a pinnacle of excellence and a key-driver of long-term value creation.

Accolades received during FY21:

- Winner of the 'Larsen & Toubro Group CFO Award' towards 'Excellence in Financial Reporting' for FY20
- 'First Position' towards 'Excellence in Cost Management' in the 'Information Technology and Telecommunication' sector for FY19 from The Institute of Cost Accountants of India
- Bronze award from Association of Business Communicators of India (ABCI) for 'Best Annual Report' for FY18

These achievements are the outcome of the stupendous efforts of Mindtree Minds, who I am proud to lead. They constantly push the limits in driving excellence and deliver notable outcomes for all our stakeholders.

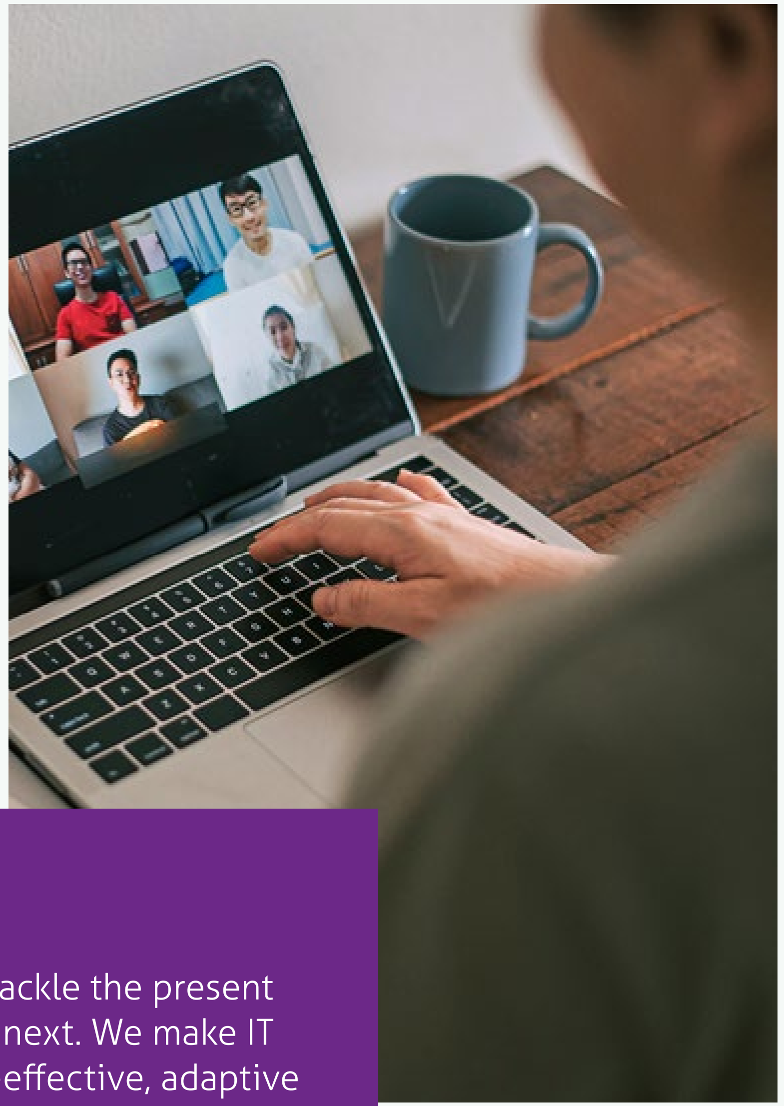
Finally, I am grateful to all our stakeholders for their continued trust and support that makes Mindtree stronger with each passing day. I wish all our stakeholders and their beloved-ones, a good health in the light of the pandemic.

Regards,

Vinit Teredesai
Chief Financial Officer

Analyze. Reimagine. Transform.

Mindtree is helping organizations bridge the gap between consumer behavior and the technology environment by analyzing data to help brands provide seamless service to their customers. With the all-pervasiveness of digital today, brands are looking to leverage AI, conversational bots, virtual assistants, omnichannel approaches and IoT to engage with their customers more effectively.



Analyze

We help our clients tackle the present and focus on what is next. We make IT reliable, secure, cost-effective, adaptive and outcome driven.

PG.28

Reimagine

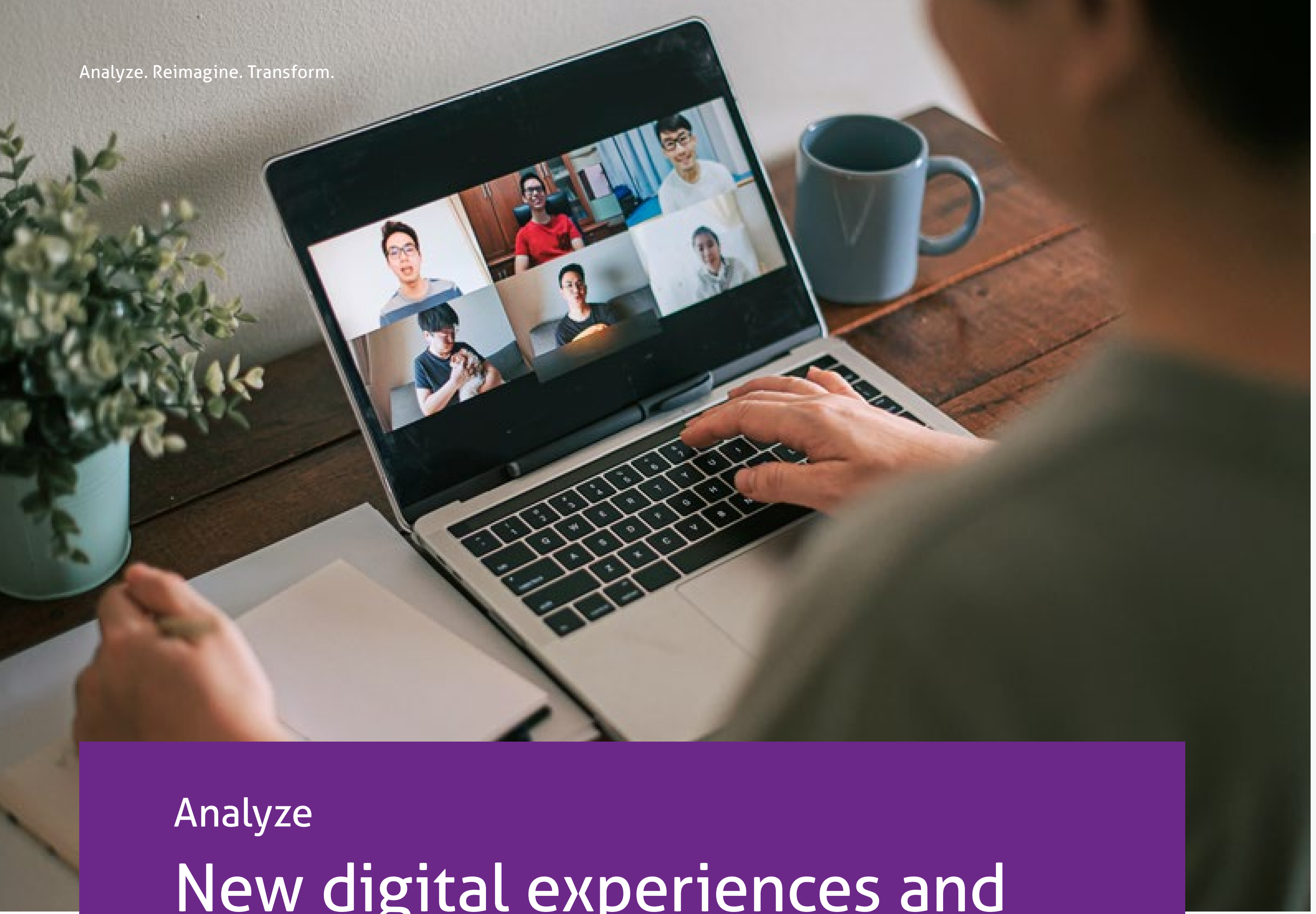
We become the go-to business partners for clients by helping them marry scale with agility to achieve competitive advantage.

PG.32

Transform

We help customers re-think their enterprise IT operations with scalable, business-aligned operating models that are flexible and adaptable to future needs. This is enabled by our intelligent platforms that automate the entire IT service delivery lifecycle.

PG.36



Analyze

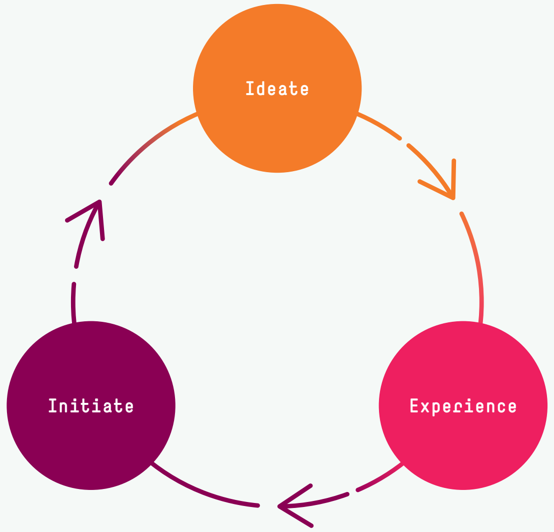
New digital experiences and data structures

At Mindtree, we accelerate transformation at the intersection of business, technology, and experience. We create digital experiences by rethinking the way companies engage with consumers, partners and employees. We help digitize the value chain by building a 'graceful' API layer to link both new and legacy systems.

Translating ideas into concepts and solutions turn out to be one of the greatest obstacles in creating innovative digital consumer experiences. At Digital Pumpkin ™, our evolution center for innovation, our multi-disciplinary teams work together with our customers to create new digital experiences by bringing together business needs, technology trends, and new media.

Analyze. Reimagine. Transform.

We help accelerate the digital innovation journey for our customers with our three-pronged approach:



Ideate

We help the customer with idea selection, validation of the idea through research, concept detailing, user-journey creation, and business-case creation.

Experience

We transform our client's ideas – from a concept into a working prototype. Our physical and virtual infrastructure is geared to create new digital experiences and bring them to life.

Initiate

All transformative initiatives require executive as well as management buy-in. We help present our client's concept to decision-makers, beta customers, or colleagues.

Companies need a transparent way to transform how they source, interpret and consume information. This, in turn, necessitates flexible data structures and a new data and analytics platform capable of changing disorganization into a mechanism based on understanding, actionable intelligence.

For today's firms, modern data architecture is vital to utilize the intellect that drives insights and actions. It ensures that the organization's data scales and is:

- Fast and easy to access, manage, analyze and deploy
- Able to use data from across and outside the business
- Compliant with data security and privacy regulations

We build sense-and-respond systems with a focus on building models that can foresee changes in customer, partner and employee demand. We help business models and partnerships to identify new revenue streams.

Analyze. Reimagine. Transform.

Case Study

Adding value to the digital tool

Customer overview

Our customer is a global leader for paints and performance coatings across industry and consumers.

The Context

Visualize it before you paint it – this is the theme behind the Visualizer app. Consumers today are faced with a large range of color choices, finishes etc – hence making the decision becomes cumbersome and in many cases leading to delay in decision and often drop the project. This driver led the customer to create the Visualizer app - a platform that enables consumers to virtually paint their walls, get a real-life experience of color and help them to make smooth and efficient choice. The idea behind the platform was to give them a seamless experience to make their color choice, enable a commerce channel and ensure a smooth end-to-end digital experience without having to step into a store.

Challenge

In early 2019, the customer embarked on a journey to re-platform Visualizer for the following reasons:

- Adopt Open Architecture: Adopt open source alternatives particularly for the computer vision features of the app with better security and robustness
- Latest AR Capabilities: Adopt the latest features in Augmented Reality technology to improve the app experience
- Commerce Capabilities: Make it easy for consumers to purchase paints directly from the app
- Social Integration: Make it easy for consumers to share ideas with family and friends for feedback
- Integrated Marketing: Integrate marketing automation tools to deliver the right message to the right customer at the right time

Solution

The journey began to rebuild the app in mid-2019 with an aggressive rollout plan covering:

- 42 markets for Visualizer and 12 markets for Expert app, comprising 100+ build variants with multi-geo phased app rollout in 6-7 months
- New features like color wall, color picker, D2C native e-commerce were identified based on market need
- Native Visualizer and Expert apps were to be built both on iOS and Android platform

After a successful rollout, performance analysis and user feedback analysis was conducted to further optimize and enhance the app, resulting in the plan to roll out enhanced capabilities in Phase II. Phase II focused on improved performance, usability and also addition of new features on marketing automation and usability. These enhancements brought in significant results as detailed below.

Benefits

- All-time high customer rating of 4.5 in a key market
- 1 Million+ app downloads in top 6 markets
- 5 Million+ users of the app
- 98.5% + crash free downloads

Journey Ahead

2021 and beyond will focus on getting customer 360 degree view, improved analytics, connecting the app with the wider digital ecosystem for omnichannel retail strategy to derive sales and conversion for the business.

Reimagine

Maximize growth through intelligent automation

Based on our collective experience and proficiency across industries and technologies, we help our clients alleviate impact and maximize growth in the new normal. We do this by:

Accelerating virtual operations
Reducing cognitive load and enabling better collaboration for a remote workforce

Expediting business agility
Reducing costs and improving throughput with hyper-automation, accelerated DevOps and expedited cloud migration

Catalyzing digital-led growth
Reigniting growth by focusing on digital customer experience, digital commerce, marketing ops and design thinking

We help large organizations operationalize and accelerate the adoption of these technologies to better meet today's customer expectations, achieve rapid gains in efficiency and cost savings.

Analyze. Reimagine. Transform.

Accelerating virtual operations

To respond to the current paradigm shift, organizations need to facilitate better teamwork for a remote knowledge-based workforce. They also need to bring field workers to the knowledge-fold by providing automation, remote work and training solutions without losing focus on safety, security and compliance guidelines of the enterprise.

We have been helping businesses make this change long before it became a norm due to the COVID-19 pandemic. Our fundamentals to enable this transformation have been driven by the following principles:

- Help enterprises for the next LEAP (Learning, Experience, Access, Productivity) powered by platforms for the knowledge and field workers
- Leverage cognitive, intelligent conversational solutions to support the knowledge workforce
- Improve faster learning and onboarding by leveraging micro learning solutions
- Augment physical reality with virtual reality for seamless support and assistance in remote operations
- Drive hyper-automation to expand human capabilities by automating work that covers tacit and explicit knowledge

Expediting business agility

Reducing costs and improving throughput with hyper-automation

Intelligent hyper-automation and Machine Learning (ML) algorithms drive analytical maintenance capabilities in app operations. This is combined with a digital workforce enabled by our bots that facilitate self-healing and help reduce costs up to 55%.

Composable Automation Platform for Enterprises (CAPE)

This platform works to streamline end-to-end automation. It supports the entire IT lifecycle and offers modular solutions tailored to customers' needs by leveraging their existing tools and assets. It offers capabilities including compose, provision, operate and visualize to help enable integrated service delivery across the entire IT lifecycle.

Value additions by CAPE™

- **Enabling intelligent automation-driven operations –** Integrating robotic process automation, ML and cognitive conversational capabilities from our BOT store repository to automate operations. A few prominent reusable BOTs include auto ticket trigger/classifier, auto-remediator, anomaly detector, query handler, access provisioning, health monitors.
- **Out-of-the-box tooling –** Customers can plug in pre-built components to enhance the value of existing toolchains and derive visualization benefits immediately.
- **Compose once, deploy anywhere –** Compose portable blueprints as canvas and deploy on-prem or multi-cloud.

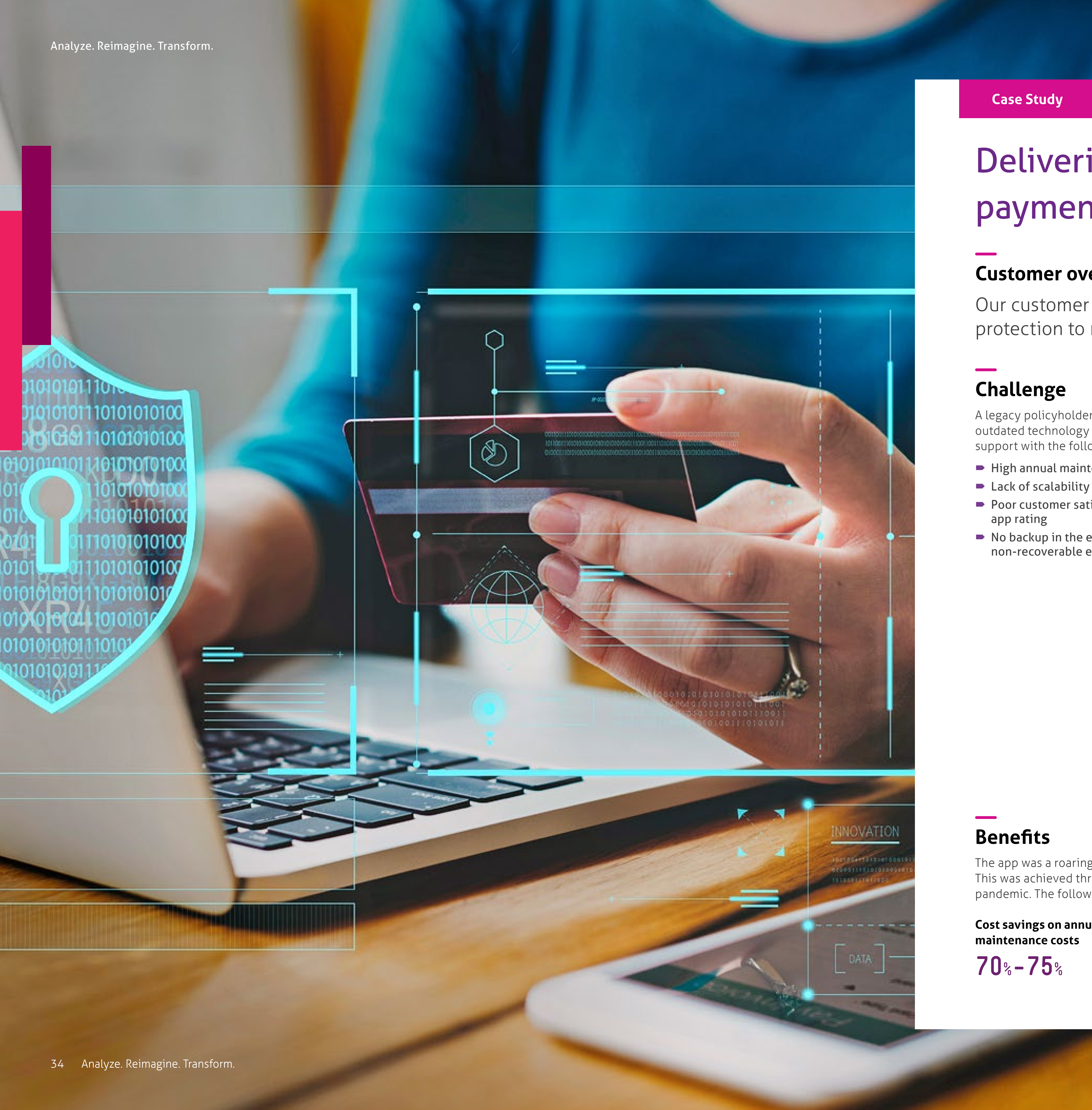
Catalyzing digital-led growth

Our customer success solutions help companies deliver unique experiences across all customer touch points. We help our customers in retaining and growing their existing customer base by relentlessly monitoring engagement and health. We help them drive more customer lifetime value and identify high-quality leads to enhance their conversions.

Our differentiated approach encompasses

- Journey-based experience strategy and realization
- Data and insights for targeting
- Personalization and conversion
- Efficiency through AI and automation
- Centralized operations and shared services model
- Cost optimization due to economies of scale with scale on demand
- Matured delivery approach with product IT model

Our solutions deliver a consistent brand experience and enable enterprises to shift their viewpoint from operational customer management to strategic customer insights, thereby delivering a rich, personalized experience. We help consumer-facing enterprises make the next move in analytics and customer insights.



Case Study

Delivering on the same day claim payment promise

Customer overview

Our customer is a Fortune 500 company, providing financial protection to more than 50 Million people worldwide.

Challenge

A legacy policyholder mobile app was built on outdated technology which was nearing end of support with the following concerns:

- High annual maintenance costs
- Lack of scalability to meet future needs
- Poor customer satisfaction and mobile app rating
- No backup in the event of a fatal non-recoverable event

Solution

We developed a hybrid solution using ionic and angular framework, which is faster, more responsive, includes multiple native capabilities and provides an enhanced user experience.

DIFFERENTIATED APPROACH

- Provided simplified and enhanced user interface
- Supported for custom business rules and validations
- WCAG 2.1 compliant
- Analytics support
- Multi-language support

MINDTREE IP/PLATFORMS

- Mindtree test automation framework

EFFICIENT WORK PROCESS

- Agile implementation approach
- Virtual workshops and meetings
- Weekly app demo and incremental release of new app features
- Secure, remote, contactless execution during COVID-19 pandemic without schedule and effort slippage

Benefits

The app was a roaring success and delivered on the client's promise of same day claims payment. This was achieved through automated, self-service tools to improve the user experience during the pandemic. The following benefits were achieved:

Cost savings on annual maintenance costs
70%-75%

Performance improvement
45% - 55%

App downloads/ updates
1 Million +

Transform

Build and run agile applications and infrastructure

We drive growth by solving complex business problems swiftly, via a design-centric, agile, and platform-driven method.

We help our clients accelerate their digital transformation journey to build intelligent and digital-next businesses powered by insights, cloud and engaging technologies. We assist them in creating competitive differentiation by leveraging know-how and disruptive innovations. We engage with our clients in transformational initiatives across their entire value chain, addressing their functions and processes, as well as those focused on their employees.

Differentiators

- Strong expertise in understanding the customer genome across industries
- Strategic partnership with leading digital experience platform providers and product vendors
- Deep domain, functional and technology expertise in digital thinking, experience platform implementation and immersive technologies
- Reusable solution components, industry-specific frameworks, diagnostics and automation tools

Analyze. Reimagine. Transform.

Cloud-first approach

We operate the cloud infrastructure with an automation-first approach, leveraging our AIOps platforms to improve service availability, observability and reduce overall cost of operations. Our cloud strategy and roadmap advisory service offerings help customers evaluate their existing landscape from the standpoint of regulating capital expenditure and operating expenditure, maintaining software currency, and ensuring secure global access to services.

We help customers

- Optimize cost
- Accelerate go-to-market initiatives
- Enhance productivity
- Support dynamic business requirements

We provide roadmaps that help customers strengthen their infrastructure, augment services, technologies, and functionalities, redefining the operating models, processes, standards, and promoting their cloud deployment architecture.

We provide guidance for the following steps:

Asset discovery
It is driven by means of discussions and walkthroughs. Tools and scripts are used for determining configuration items, highlighting relationships/dependencies, and application grouping.

Reference architecture
Based on the outcome of the asset discovery phase, architectures are developed, which could be personalized, integrated, and cloud agnostic based on the business compliance requirements.

Implementation approach
We ensure best systems for build and integration are embedded in the approach. Wave based rollout and rollback plans, along with a communication roadmap are prepared.

Operating model
We cover aspects such as service orchestration, FinOps, SecOps, and overall cloud governance in addition to developing the support/delivery/engineering organization required to deliver the services.

Our methodology for digital transformation is based on industry standard responsive practices with a good equivalence of engineering and project management practices.

Analyze. Reimagine. Transform.

Case Study

A smooth transition

Customer overview

Our customer is a leading electronics and health technology leader focused on improving people's health and enabling better outcomes across the health continuum.

Challenge

Beginning of the year, our team was preparing to initiate the largest and first-of-its-kind transition for a new customer that involved the transition of 400+ members working across 15+ delivery centres and 100+ projects, all within 3-4 months. Just when the transition began, the world went into a lockdown. Given that this was a new client, we had to quickly build a good relationship with their team despite little face time with them and the lack of time now that the transition had already started. Despite the hurdles, our team successfully completed 99.8% on-time transition with zero escalations and zero business disruption.

Solution

KEY HIGHLIGHTS OF THE TRANSITION

- 400+ member ramp-up in a short span, 85% ramped up in 6 weeks
- 15 delivery centers, 100+ projects
- 3-month deadline
- 100% remote, contact-less transition
- 1,000+ remote knowledge transfer meetings
- 99% of the team never met the customer face-to-face
- 500+ handbooks created
- 200K+ hours of knowledge acquisition

Benefits

OUTCOMES DELIVERED

- Remote on-boarding of teams done smoothly
- 99.8% on time transition
- Zero business disruption
- Zero escalation from business
- High team and customer satisfaction

ACCOLADES RECEIVED FROM THE CUSTOMER

Good work in ramp-up of team in short span of time

– from the Customer CIO

Good transition governance ... detail oriented...

– Global IT Head

Creating value through constant development and innovation

Our business model depicts how we create value through our growth enablers by identifying our key inputs, the activities we perform, and the resulting outcomes that differentiate us in the market and before our stakeholders.

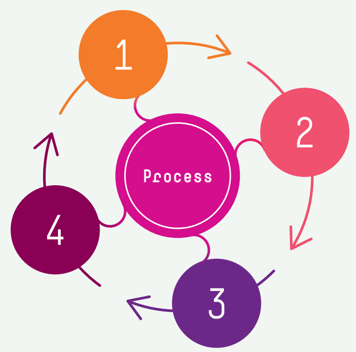
Growth enablers

- Leader in digital
- Dedicated agile center of excellence
- Integrated approach for continuous delivery
- Human-centric culture

Capitals	Inputs	Activities to sustain value	Outcomes
The funds we deploy to support business activities and generate profits, as well as retained earnings for funding future business activities	**Investment in property, plant and equipment:** INR 673 Million **Net worth:** INR 43,190 Million	Diversifying revenue growth streams Maintaining strong corporate governance structures Financial stability Regular investor communication	**Revenue** INR **79,678** Million ↑2.6% **PAT** INR **11,105** Million ↑76.0% **Return on capital employed** 36.8% in FY21 as compared to 25.3% in FY20 **Healthy order book** USD **1,382** Million with a growth of 12.3%
Our tangible infrastructure, including office space and IT hardware, used to smoothly run our operations	**Digital Pumpkin innovation hubs:** 3 **Centers of Excellence:** 12 **Presence in** 24 countries **with 42 offices**	Value to customers Further developing systems and processes	Best-in-class ecosystem benefiting clients Achieving greater efficiency with reduced cycle time, diminished solvent consumption and smaller footprint with continuous processes
It refers to the collective knowledge, research, thought leadership, brand management and intellectual property used to support business activities	**R&D expenditure:** INR 338 Million in FY21 as compared to INR 373 Million in FY20 **No. of IPs/Patents:** 12 **Yorbit learning platform** has 2,800 courses covering 900+ tech skills	Implementing agile business processes across business units	Advanced tools, accelerators and platforms
Collective skills and experience of our workforce	**Mindtree Minds:** 23,814 **Amount spent on employee training and development:** INR 143 Million in FY21 as compared to INR 233 Million in FY20	Personal development opportunities Strong focus on diversity Building on our reputation as a quality employer	**Net recruits in FY21:** 1,823 **Permanent employees who received safety and skill upgradation training:** 93.8% **Employee attrition rate:** 12.1%
Our relationships with our stakeholders in the value chain and communities around us ensure our social license to operate	**CSR expenditure:** INR 80 Million **Active customers:** 270 **Strategic partnerships:** 35	Engaged actively with regulators, pursuing full compliance and driving societal contribution Continued investment in ensuring strong positive customer experience	**CSR beneficiaries:** 18,087 **Customer satisfaction survey:** 6.05/7, highest during the last 5 years **New customers added during the year:** 26
The natural resources we consume to effectively conduct our business activities	**Water consumption:** 38,881 kl **Renewable energy component:** 74.8% **Rainwater harvested:** 2,798 kl	Strong focus on energy efficiency Operational excellence for resource conservation	**Reduction in specific water consumption:** 79% **Water saving due to initiatives:** 2,745 kl/annum **Waste recycled:** 94.6%

Value created

Process



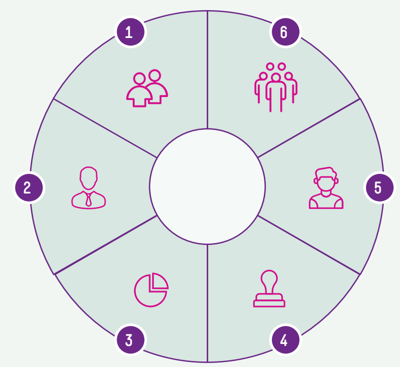
1. Opportunity tracking
- Sales intelligence tool
- Partner connect
- Deal database
- Customer referrals
- Lead generation and nurturing
- Proactive proposals

2. Capitalizing on prospects
- Deal qualification
- Clarity on value proposition
- Stakeholder mapping
- Interlocks with other enterprise applications
- Collaboration on CRM
- Management review of pipeline
- Controlled access to proposal repository
- Customer testimonials
- Deal-based marketing
- Innovative pricing technique
- Win/loss analysis

3. Engagement delivery
- Skill set based Mindtree Minds mapping (includes liaising with talent acquisition team)
- Use of accelerators/new solutions, tools, digital inside-out
- Collaborations, unmatched personal experience
- Continuous project monitoring, defect tracking
- Implementation of LEAN initiative
- Robust quality control processes

4. Client retention
- Capturing feedbacks
- Evaluation and assessment of project execution and delivery
- Identification of improvement areas
- Obtaining dual level customer feedback on four broad parameters: satisfaction, advocacy, loyalty and value for money

Key stakeholders



1. Mindtree Minds
2. Partners and suppliers
3. Investors and shareholders
4. Regulatory and public policy makers
5. Customers
6. Communities and NGOs

Read more about how we engage with our stakeholders on PG.46

Strategy

4 X 4 X 4

Using three guiding principles: Simplify, Differentiate and Change

Read more on PG.44

Financial Capital | Manufactured Capital | Intellectual Capital | Human Capital | Social and Relationship Capital | Natural Capital

Capitalizing on growth opportunities

As the digital revolution spreads across all industries, today's decision-makers encounter a strategic challenge: surviving and thriving in a fast-changing and unpredictable business environment. It is important to understand the tremendous potential of new-age technologies that can transform the future of one's business by transforming customer and employee experience and promising both security and sustainability in uncertain times.

The COVID-19 pandemic may have slowed down the economy and may continue to disrupt economic activities for some time, but it has, incontrovertibly, accelerated changes that were already taking place in the key areas of digital transformation, such as consumption of cloud services and the deployment of digital workplaces. Acceptance of digital technologies has gone up tremendously. This may be the function of both preference and the necessities that the pandemic has imposed. But what is beyond any doubt is that society and business are embracing transformation faster than ever before.

Augmenting digital transformation efforts

Encountering new pressures and restrictions in a highly competitive scenario, companies are working on improving their responsiveness and flexibility through increased automation in order to move to more real-time operations. Improvements in cloud infrastructure, data and analytics capabilities and cyber security are helping companies move towards business model transformation and ecosystem development. According to Gartner, the proportion of IT spending on the shift to cloud will speed up as an outcome of the COVID-19 crisis, with cloud projected to make up 14.2% of the total global enterprise IT spending market in 2024, up from 9.1% in 2020.

Cloud contribution to the total global enterprise IT spending by 2024

14.2%

Mindtree help organizations align to a common cloud vision and establish a roadmap to build a digital foundation, improve IT agility, and enhance sustainability.

Revamping and reskilling the workforce

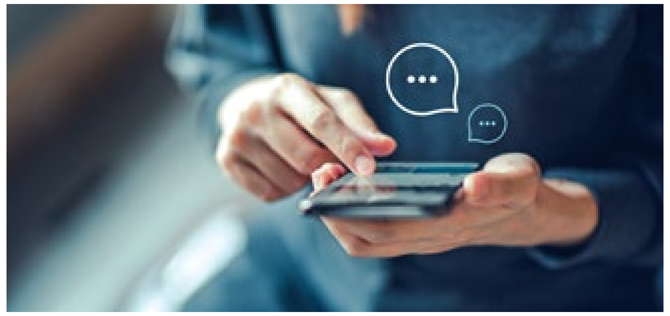
Companies have been increasingly leveraging remote work capabilities and automation because of the speed and ease of operations they ensure and their effectiveness in keeping costs low while ensuring greater efficiency of service and better customer engagement. According to Deloitte's Q2 2020 CFO survey, 85% of respondents indicated that an increased percentage of their company's workforce will work remotely post-pandemic. In the scenario, continuous learning and reskilling are key to improving flexibility and business outcome. Companies are likely to increase their investment in their IT infrastructure, particularly those areas related to risk and crisis management, human capital management, customer experience, and health and safety.

Industry respondents expecting their workforce to work remotely post pandemic

85%

Mindtree has been accelerating virtual workforce powered by experience and cognitive platforms.

Operating context



Intelligent automation and artificial intelligence happen at scale

Today, organizations have to manage and orchestrate various ecosystems with multiple infrastructure in order to seamlessly design, build and run next-generation business services and platforms. These systems are being increasingly supported by advanced machines reinforced by artificial intelligence. Chatbots, for example, are integrated into business processes and implement tasks based on data and learning, allowing individuals to focus on value-creating work. According to NTT Ltd.'s recent research, 70.5% of organizations cite improved customer experience as the top factor driving their digital transformation. Going forward, it is expected that there will be greater acceptance of chatbots and AI-driven natural language processing bots which will increasingly embark on the business's first- and early-stage interactions with customers.

Organizations mention improved customer experience as the top factor driving digital transformation

70.5%

Mindtree is highly recognized for its technology advance in automation, IoT, AI, pioneering innovation in high-performance analytics and quantum computing.

Security and privacy gaining importance

As digital transformation of businesses gain traction, the amount of data collated is growing rapidly, and so is the complexity of threat, raising a storm on security issues. The fast pace of progress means new threats develop as quickly as do new technologies. One way in which companies are securing data is by developing vigorous internal governance procedures that deal exclusively with emerging technologies. According to Canalys, worldwide the cybersecurity market is set to grow by up to 10% in 2021 to top USD 60 Billion. As we approach the next decade, we fully expect companies to strengthen their governance functions for emerging and future technologies.

Worldwide cybersecurity market in 2021

USD 60 Billion

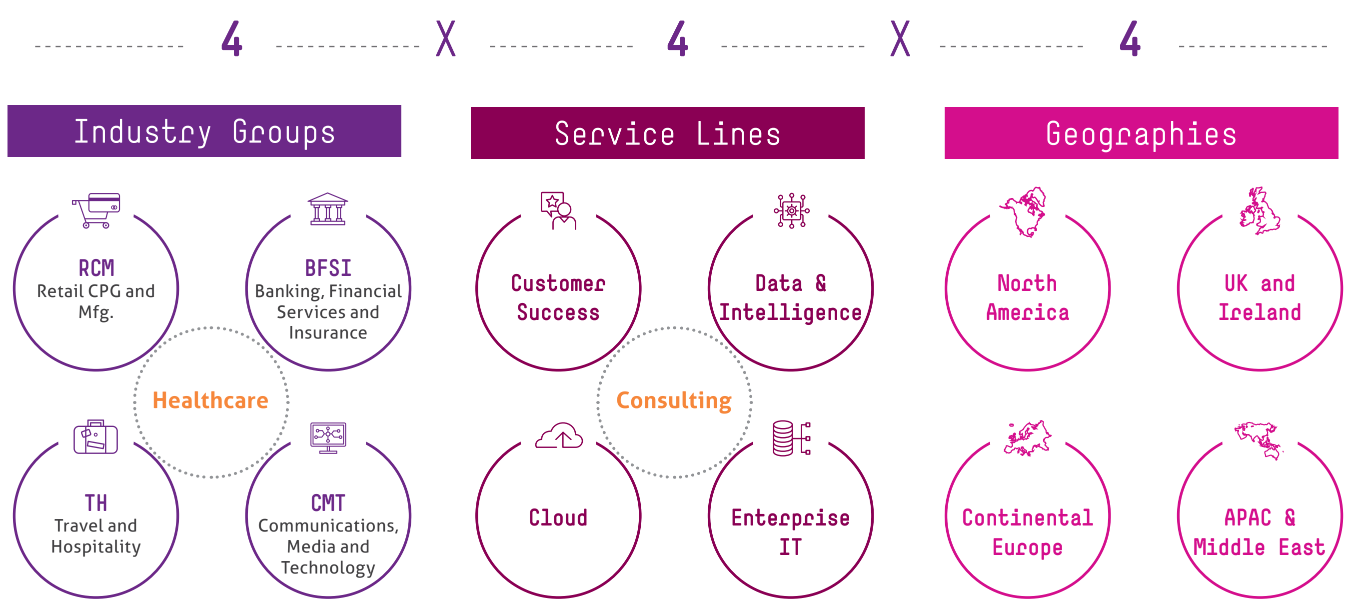
Mindtree's end-to-end IT security services expertise helps reduce risk in operating and managing IT infrastructure networks, data centers, servers and other IT assets.

Mindtree's approach

- Strive to provide the most engaging customer experience by combining the best of technology and human interaction in a personal, instant and easy manner
- Strong focus on driving competitive differentiation through innovative product and service offerings that enable a digital society, that are comprehensive for all, and have the least environmental impact
- Continue to modernize the organization to deliver better experiences for our Mindtree Minds and customers
- Combine digital customer experience capabilities with digital operational excellence to shape new, innovative business models and partnerships

Aligning closer to industries, service lines and geographies

The guiding principles of our strategy continue to be the ability to 'Simplify', 'Differentiate' and 'Change'. Our strategy refresh exercise in the beginning of 2020 led to what we call a 4x4x4 approach. This approach helps to build on our strengths, sharpen our focus, create differentiated end-to-end solutions, and accelerate our clients' digital transformation journeys. We believe our strategy has led to engaging clients more effectively and maximizing opportunities for seamless cross-sell and up-sell.



4 INDUSTRY GROUPS

Retail, CPG and Manufacturing (RCM), Banking, Financial Services and Insurance (BFSI), Travel and Hospitality (TH), Communications, Media and Technology (CMT).

4 SERVICE LINES

Customer Success, Data & Intelligence, Cloud and Enterprise IT.

The realignment was based on exhaustive discussions with our clients and analysts/partners and reflect both the current buying patterns as well as areas of emerging needs for end-to-end digital transformation initiatives, creating a win-win situation for both Mindtree and clients.

4 GEOGRAPHIES

North America, UK & Ireland, Continental Europe, APAC & Middle East.

This is reflective of tremendous market opportunities and growth potential that exist across these geographies.

Consulting and Healthcare both sit at the intersection of our Industry Groups and service lines. We will strengthen our consulting practice to be able to shape client demand and aid in stitching together our offerings across service lines for end-to-end transformation. We are also incubating Healthcare as an Industry Group. The Healthcare industry is seeing significant changes, with technology as a core enabler. Based on the convergence of healthcare towards sectors like technology, retail and insurance, we see an opportunity to leverage our existing strengths in enabling digital transformation for healthcare clients. In this segment our focus will be on the areas of customer experience, cloud and date for payer, provider, medical devices and health-tech customers.

Amidst the continued uncertainty and pressures imposed by the COVID-19 pandemic, our 4x4x4 strategy is resonating well with our clients and enabling us to rapidly scale our offerings and strategic client base. We are confident that this strategy along with targeted investments will help us stay in the profitable growth path. The following areas are where our investments will focus:

PARTNERSHIPS

We work in an intensely competitive market that is evolving at an unprecedented rate due to advances in technology and customer demands. The technology ecosystem banks heavily on integrated solutions, which is why it is important for technology service providers and innovators to collaborate and create sustainable solutions. We work with a targeted set of partners, who we classify as strategic solution partners, and look to continuously expand this set. We are also strengthening all our partnerships to drive the best outcomes for our clients, our partners and for us.

LARGE DEAL SOLUTIONING

We see large, long-term deals as a means of driving long-term impact to our clients along with bringing predictability to our business performance. Our large deal win momentum has grown sequentially in the recent quarters and aligns with our intention to consistently bring the best solutions and offerings to our customers. Along with building our domain expertise and consulting capability, we also focus on a strong solutioning team that will ensure our solutions are fit-for-purpose and competitive, both from an operational and a financial perspective.

INVESTMENT IN WHITE-SPACE OPPORTUNITIES

We continually scan the market to enhance our capabilities. Two particular areas where we are making investments are:

- **Cybersecurity:** Enterprises, irrespective of their size, face a range of information security vulnerabilities – from malware such as Trojans to sophisticated attacks that compromise day-to-day operations. The threat is greater for companies that handle large amounts of customer data. Our end-to-end IT security services expertise helps reduce operating risk and managing IT infrastructure networks, data centers, servers and other IT assets. We also help reduce information security management costs, besides making it more predictable. With rapid digital adoption and newer and hybrid ways of working, cybersecurity has become critical to secure enterprises and citizens. This is one of the areas in which we will continue to build our strength.
- **Internet of Things (IoT):** Ubiquitous availability of real-time data, high-speed network capability and elasticity through the cloud have made the benefits of IoT real and tangible. At Mindtree, we help complete our clients' digital transformation journey by merging IoT services with the physical world. By leveraging IoT and data intelligence, we help customers improve their operational efficiency, enhance customer experience, optimize cost and provide expanded revenue possibilities. We provide expertise to optimize, evolve, and transform the IoT value chain, that is, from 'edge to experience'. We are investing in building further capability in this space and developing robust partnerships to augment the same.

NEWER WAYS OF WORKING AND NEARSHORE CAPABILITY

The pandemic has led us to challenge many preconceived notions and perceived barriers, including the future of service delivery and the workforce. Driven in part by the necessity and also by the benefits of remote working, organizations are settling into a hybrid model that combines remote working and office-based collaboration. At Mindtree, we have constituted a taskforce to envision the Future of Work that aims to provide actionable recommendations for the benefit of Mindtree Minds, the organization and our clients. Looking at the market environment, client sentiment, our portfolio of projects, and strategic focus areas, we will direct our investments to strengthen our hybrid delivery model – including continued remote work enablement, nearshore delivery capability, post-pandemic office layouts, and cybersecurity.

GAINING MINDSHARE

Our continued engagement with the analyst and advisor community, along with our focus on enhancing our partnerships and capabilities is leading to increased recognition of our capabilities. As we continue to provide innovative solutions to our clients, we are committed to invest in the right areas to ensure we are seen as thought leaders in our chosen competencies.

MERGERS & ACQUISITIONS (M&A)

We have embarked on a targeted M&A program aligned to our 4x4x4 strategy. We keep looking at acquisitions that gives us access to new markets, new capabilities or domain expertise, or help us achieve quick scale in our chosen geographies.

Strategy is only as good as its execution. Based on the experience gained from the past year and the feedback we receive from our stakeholders, including our clients, partners and advisors, we are confident that we are on the right path and that we have a strategy that is not only resilient but also built for sustained profitable growth.

Relationships that help us grow

We take an inclusive, collaborative and responsive approach to developing stakeholder relationships, while empowering our businesses to deliver local engagement in a transparent way.

Regular engagement with our stakeholders enables us to build trust and respond to the opportunities and challenges the markets throw up while carrying out requisite changes in our internal processes and systems. Our active engagement with stakeholders to understand their requirements and address them, are based on our commitment to sustainable value creation. A planned system of engagement ensures timely communication of precise and relevant information to, and interaction with, each stakeholder group in a consistent manner.

Stakeholder group	Why they are important	Their interests	Mode and frequency of engagement		Topics of engagement	Activities
Employees	Our employees are at the center of all our operations. Their collaborative skill and expertise are essential for our growth	• An inclusive work culture • A spirit of innovation while interacting with a unique set of markets and customers • Enriching career and development opportunities	• **CEO Connect** - Quarterly • **All Minds Meet** (employees-senior management interactions) • **Crest Award** - Quarterly • PACE (Performance Management System) • Sustainability Portal • PeopleHub (Intranet) • Genie (Online issues resolution) • Global Contact Center (Call center for support)	• Direct communication with senior leaders • MindSpeak (Grievance mechanism) • Whistleblower (Integrity cases) • Virtual Engagement initiatives • **Health initiatives** – physical and mental • Yammer engagement portals • Project linked engagement surveys • Recognitions through R&R portal	• Local employment generation • Happy and productive employees • Employee growth and development • Human rights • Safety • Diversity and equal opportunity • Community initiatives	Engagement is fostered through regular interactions between senior management and Mindtree Minds. We conduct various programs to develop the skill sets of our employees. We also focus on employee welfare by gauging employee expectations and conduct specific engagement events for different groups. Mindtree has adopted an open-door policy where any Mindtree Mind has access to the Company's leadership at any point of time
Partners and suppliers	Our operations are closely linked with the timely availability of services that we source. These, in turn, have a material impact on the efficiency of our service delivery	• Open, transparent and consistent process • Willingness to adopt supplier-driven innovation	• **Operational review** – Ongoing • **Engagement forums** – Ongoing • **Specific category and service partner meet** – Annual	• **Supplier satisfaction survey** – Bi-annual • New supplier portal	• Brand • Supplier engagement and development • Compliance with regulatory/ statutory requirements	To ensure quality and compliance with applicable environmental, social and governance standards, we engage closely with our suppliers for audits, training and knowledge exchange
Investors and shareholders	As providers of capital, they are key to our growth and expansion plans	• Safe, strong and sustainable financial performance • Progress on environment, social and governance matters	• Quarterly investor calls/ presentations • Annual General Meeting	• Integrated Annual Report • Annual Sustainability Report	• Credit rating • Sustainable business model • Governance • Return on net worth/ Earnings per share • Communication with investors	We strive to maintain profitability with cost management efforts for better efficiency and sustainable growth
Regulators and policymakers	Key for ensuring compliance, interpretation of regulations and uninterrupted operations	• Strong capital base and liquidity position • Robust standard of conduct • Positive sustainable development, both environmental and social	• Continued engagement and representation • Quarterly and Annual Compliance Reports • Performance reports shared with the Securities and Exchange	• Workshops • **Panel discussions** – NASSCOM and CII • Steering Committees	• Credit rating • Governance • Transparency and disclosures • Investor security • Representation with regulators • ESG aspects	We focus on creating a business-friendly environment that supports overall industry growth
Customers	Customer feedback, or as we call it, the Voice of Customer, is key to process improvements, quality enhancement, service performance and cost optimization	• Differentiated service offering • Digitally enabled and positive experience	• **Project feedback through surveys** – Operational and mid-level contacts – Quarterly • **Customer experience survey** – CXO and senior level contacts – Annual	• **Customer visits** – Quarterly • **Steering Committee meetings for big customers** – Quarterly	• Digital disruption • Customer need identification and satisfaction • Brand • Customer privacy • Product portfolio	Our endeavor is to provide our customers value-added and competitive solutions tailored to the present and future needs of their end users
Communities and NGOs	A harmonious relationship with the communities where we operate is key to our social license to operate; they are our partners in progress	• Positive, social and economic contribution • Support for the long term • Climate change and environmental issues	• **CSR initiatives** – Ongoing • Volunteering activities • **Community need identification** – Ongoing as per CSR project requirement	• Community engagement initiatives • Impact assessment studies	• Local employment generation • Gender equality • GHG emissions • Waste management • Community initiatives	We believe in developing and steering long-term relationships with our local stakeholders across the globe. Both Mindtree and the Mindtree Foundation spearhead all activities related to our contribution to society

Issues that impact value creation

To achieve long-term success as a responsible and sustainable business, it is important to understand and resolve the material issues impacting our performance and guiding the perception and decisions of our stakeholders.

Through our sustained engagement with our stakeholders, we are able to ascertain the material issues that govern our strategy development, corporate governance, and reporting processes. Each focus area impacts the Company's ability to create value in the short, medium and long term. We believe that effectively managing our material issues are critical to achieving our strategic objectives and meeting stakeholders' expectation

How we assess materiality

Through our annual materiality assessment, we engage both internal and external stakeholders so that we have an improved understanding of the issues that directly impact our ability to create value. These issues are not static and they change on the basis of changes in our external operating environment and the evolving expectations of our stakeholders. We conduct the materiality mapping exercise as a way to link materiality to stakeholder concerns, and for setting long-term goals and strategy.

Materiality Matrix

	Social	Environmental	Economic
High	*People well-being* *Talent management* *Career enablement*		*Sustained growth (in the new normal)* *Customer satisfaction*
Medium	*Diversity and Inclusion* *#BeTheGiveR (CSR)*	*Resource savings projects*	*Ethical governance* *Data privacy and data security*
Low		*Environmental compliance*	*Supplier sustainability*

Built-in resilience to risk

Our ability to implement our strategies and deliver on our commitments depend on how capably we manage the risks our operations are exposed to. We have built a strong risk management architecture that is constantly identifying, assessing, treating, monitoring and reporting the Company's response to the potential threats to its operations.

At Mindtree, we constantly assess our risks and opportunities to ensure that our business strategy is aligned to our dynamic internal and external environment. We have put in place a strong risk-management framework that enables meticulous examination of business activities for identification, evaluation and treatment of potential internal or external risks. We have established processes and guidelines, along with a strong monitoring and reporting system at the senior management and Board levels. As an organization, we uphold ethical values and integrity which help us create a transparent and aware risk culture.

Our risk management framework comprises a comprehensive set of enterprise protocols and programs. The risks associated with delivery of products and services to clients are managed through them. This framework and our risk management policies ensure that risks are appropriately managed to achieve the Company's business objectives. We encourage discussions on decisions related to risk management and facilitate an environment where employees are transparent about threats and outcomes.

Read more on PG. 103 and PG. 182

Our risk management objectives

- **Support the executive management in decision-making**
- **Reduce the magnitude of threat events**
- **Capitalize on potential opportunities**

Risk management process

1 Key business goals → 2 Risk identification → 3 Risk assessment → 4 Risk treatment → 5 Monitoring & reporting

1. *The enterprise risk management approach is set in the context of Mindtree's key business goals as set by the Executive Management and the Board of Directors*
2. *Determining uncertainties, which could potentially impact achievement of business objectives*
3. *Evaluating risks identified and possible impact on Mindtree*
4. *Mitigate, transfer, tolerate, exploit or terminate identified risks*
5. *Monitor and report risks and their treatment strategies*

Brief overview of our principal risks and treatment strategies

Risks	Risk management plan	Capitals impacted
Pandemic risk The COVID-19 pandemic has impacted societies and economies worldwide. Mindtree faces challenges from this event at different levels. Risks include health and safety risks for our Mindtree Minds, impact on our customers that may lead to reduction in their discretionary IT spends, risk of delivery disruptions as well as increase in financial, compliance and operational risks	• The Mindtree War Room, consisting of senior leaders from different functions, has successfully coordinated our response to the pandemic • Our robust risk management, business continuity plan and crisis management capabilities ensured uninterrupted services to our customers, while ensuring the health and safety of Mindtree Minds • An extensive health, safety and people engagement program has been implemented for Mindtree Minds. This includes hospitalization, isolation and medical support, wellness counselling services, best practices for employee and workplace safety, travel restrictions, awareness and COVID-specific insurance coverage for Mindtree Minds as well as their dependents • Mindtree has been a pioneer in remote working and agile delivery. This, coupled with our proactive response, has allowed us to ensure business continuity during these challenging times. Some key indicators of our successful response include: **(i)** Enablement of over 99.5% of Mindtree Minds to work remotely **(ii)** Highest ever Customer Experience Survey results were achieved in 2020-21. The highest score received was in the area of remote delivery, a testament to Mindtree's industry-leading capabilities in this area **(iii)** Multiple client accolades have been received for the smooth and seamless support provided by Mindtree • Mindtree is actively engaging with clients for new business opportunities • Oversight for the COVID-19 response was provided by the Risk Management Committee of the Board	Financial Capital, Manufactured Capital, Intellectual Capital, Human Capital, Social and Relationship Capital, Natural Capital

Financial Capital | Manufactured Capital | Intellectual Capital | Human Capital | Social and Relationship Capital | Natural Capital

Built-in resilience to risk (Continued)

Risks	Risk management plan	Capitals impacted
Client concentration We face the risk of revenue concentration with our top customer	• Our customer satisfaction surveys indicate a very high relationship score with our largest customer. In addition, a high level of executive connect is maintained • We are strengthening the connect with the next set of top customers to achieve broad-based growth	
Restrictions impacting global mobility of talent Legislations impacting availability of work permits or the imposition of excessive costs for the same could lead to material impact on our deliverables to clients. The prevailing COVID-19 situation may aggravate this risk	• We work with industry bodies to engage with governments, and policymakers to promote the benefits to local economies due to the free movement of talent • In addition to recruitment of local talent, we continue to optimize different business models to improve the onsite/offshore/nearshore delivery mix, enhance our global development centers and engage with our customers to provide a holistic value proposition	
Competition risk We face competition from established and upcoming Indian as well as international companies and captive offshore centers. Given that the industry is steadily evolving and changing every day, we must manage the risks of competition – both from larger players or the emerging challengers – by coming up with new offerings/business models to retain our market share and growth momentum	• To meet the continuously changing technology landscape and client expectations, we continue to enhance our business model, IT delivery processes and people skills • We are an agile organization that is capable of responding quickly and effectively to any market disruption and help our clients grow. Our capability to do so consistently over the years has made us the partner-of-choice of our customers for their digital transformation. As we move forward, we want to proactively bring innovative ideas, processes and solutions to our clients and help shape their technology roadmap • We continue to invest in making our talent future-ready and strengthen our front-end team to engage more effectively with the business ecosystem through collaboration with partners, start-ups and alliances to ensure that we lead the transformation initiatives of our customers	
Margin pressures Given that the market environment is highly competitive, we may face margin pressures due to competitive pricing, tactical moves by competitors to gain market share, or escalating costs	• Our high value and differentiated services, combined with deep domain expertise in our core business areas, enable us to mitigate pricing pressures. • An extensive cost optimization program to improve margins is in progress	
Foreign currency rate fluctuations A major portion of our revenues are in foreign currencies and a significant portion of our expenses are in INR	• We have a formal Board-approved hedging strategy that is reviewed periodically in the light of macro-economic changes such as actions of the US Federal Reserve, impact of the COVID-19 pandemic and other global events • Judicious hedging against adverse foreign exchange exposures helps us minimize the impact of exchange volatility	
Compliance risks The multiplicity of laws, regulations and local statutes across the globe makes adherence to each a challenge for any IT company today. We carry the risk of non-compliance in the geographies where we operate, due to changing regulations Additionally, data privacy laws across the globe are evolving, especially in Europe, with the introduction of the General Data Protection Regulation (GDPR) levying significant fines for non-compliance	• We have a dedicated in-house compliance team that manages compliance globally • We also engage with specialist consultants across the globe who support us in adhering to country-specific compliance and regulatory requirements • We have a data privacy team under a Data Protection Officer to implement our global data privacy framework which includes mandatory privacy training for Mindtree Minds	
Business continuity risks Potential natural or man-made hazards may impact business operations and even pose a risk to employee safety	• We have a comprehensive Business Continuity Management (BCM) program that addresses disruptions at floor level, building level, city level and country level. The Mindtree BCM program is ISO22301-certified and undergoes periodic internal/ external audits • The BCM framework includes infrastructure redundancy, intra/inter-city recovery sites, work-from-home, onsite as well as split-site operations and has been successfully executed during the spread of the COVID-19 pandemic • We also have a detailed Disaster Recovery Plan (DRP) to manage infrastructure outages. Critical corporate infrastructure has been moved to the cloud to provide additional resilience • From a financial perspective, we undertake appropriate insurance cover for hazards	

Financial Capital | Manufactured Capital | Intellectual Capital | Human Capital | Social and Relationship Capital | Natural CapitaL

Risks	Risk management plan	Capitals impacted
Cyber security risk As organizations move to newer areas of engagement such as social, mobile computing and cloud computing, cyber risk has emerged as a top risk across industries. Hacking, ransomware, social engineering and other cyber-attacks represent ever present threats to data security and system availability	• We have leveraged leading industry standards to develop cyber security frameworks and our security posture has been revised appropriately to address emerging threats • We have implemented controls to secure IT infrastructure including intrusion prevention systems, firewalls, anti-malware software, content filtering gateways, data encryption, data leakage protection systems and 24/7 monitoring • Endpoint security controls have been deployed to ensure that levels of security are similar, be it in the corporate environment or while working remotely. In addition, a comprehensive security awareness program is in place • Periodic internal and external audits provide oversight. The information security program is reviewed regularly by the Risk Management Committee of the Board	
Talent attraction and retention risks In the knowledge industry, attracting and retaining people with the right skills are imperative to ensure long-term success	• Mindtree Minds perform cutting-edge work for our clients and constantly innovate and remain on the forefront of emerging technologies • Our employee-friendly policies, learning and development plans and career growth options have ensured that attrition remains within tolerable limits • In addition, we conduct succession planning for key personnel to ensure that attrition does not impact operations	
Litigation risks Given the geographic spread and scale of our operations, litigation risks can arise from commercial disputes, perceived violation of intellectual property rights and employment-related matters. In addition to incurring legal costs and distracting management, litigations garner negative media attention and pose risk to our reputation. Adverse rulings can result in substantive damages	• Mindtree has an experienced in-house legal team and we also obtain specialist expertise from external law and advisory firms wherever required • We are strengthening internal controls and processes to adequately ensure compliance with contractual obligations, information security and protection of intellectual property • We have a robust mechanism to track and respond to notices as well as defend our position in all claims and litigation	
Operating model risk The advent of COVID-19 has led to several immediate shifts as well as global mega-trends that pose new challenges and also offer new opportunities. New delivery models, workforce of the future, emerging ecosystems are matters that will affect the industry in a big way and will require development of new strategies and insights to identify opportunities and address the risks	• Our strong client and technology focus ensures that our operating models are future-ready • We have governance mechanisms in place to track deliverables and the customer feedback is rigorously monitored. Customer satisfaction scores are a testimony to our focus on customers and quality delivery • We have set up a Future of Work task force led by senior leaders to evaluate new operating models that can service global clients while leveraging a flexible, remote-working, agile, diverse and resilient workforce • The task force is also identifying potential delivery models to help cater to the needs of our customers and allowing us to leverage the un-tapped workforce	
Environmental, Social and Governance risks It includes risks related to environmental management practices and duty of care, working and safety conditions, respect for human rights and effective governance	• Mindtree is committed to creating long-term value for our business and our stakeholders through ESG practices that minimize our environmental impact and promote the well-being and prosperity of Mindtree Minds and our communities • We have a comprehensive sustainability program built around ecological sustainability, governance, workplace sustainability, and diversity and inclusion • As a responsible organization, we make a constant effort to decarbonize our own operations. Our sustainability strategy focuses on environmental responsibility, climate protection, and an optimal use of natural resources through maximizing resource efficiency • Mindtree has been able to create deep impact in the lives of the communities we serve through our CSR program which complements our status as a socially responsible business • Mindtree provides an inclusive work environment which helps develop talent, reward good performance, protect our people and value our differences • Mindtree has a diverse and inclusive Board and follows strong corporate ethics and risk management policies	
Macro-economic and geo-political risks Geo-political events and macro-economic conditions may impact demand for IT services	• Large corporations are increasing their IT spend towards digital transformation of their existing businesses and at Mindtree, we are at the forefront in areas where our clients are invested • We also have a diversified revenue mix across different geographies and domains	

Committed to building a sustainable future

We are committed to creating long-term value for our stakeholders through ESG practices that minimize our environmental impact and promote the well-being and prosperity of Mindtree Minds and our communities.

74.8%
Renewable energy component

43%
Women hired in campus recruitments

97%
Average attendance rate in Board meetings

ESG update

Making a sustainable impact

Aligned with sustainability vision, Mindtree has embarked on its own sustainability journey, adopting the global best practices and, in turn, augment long-term value creation for all its stakeholders.

Expectations of our internal and external stakeholders are factored into our sustainability strategy, which is also aligned with the United Nations Sustainable Development Goals (UNSDGs). ESG parameters are integrated into all our business decisions.

Our sustainability framework

Workplace sustainability

- Diverse workforce
- Inclusive workforce
- Labor regulation
- Employee engagement

Governance and advocacy

- Policies
- Code of conduct
- Risk management
- Reporting and disclosure
- Financial compliance

Ecological sustainability

- Carbon footprint reduction
- Resource conservation
- Environmental legislation compliance
- Green infrastructure

Driving growth together

E Environment

- Energy efficiency and Scope 1,2,3 emissions reductions
- Optimal water and wastewater management
- Green Tech innovation

S Social

- Supporting education and growing digital talent
- Community empowerment (Disability, Livelihood)
- Work ethos and culture

G Governance

- Diverse and inclusive (employees and Board)
- Strong corporate ethics and risk management policies
- Data privacy and security

Supporting the United Nations Sustainable Development Goals

The United Nations Sustainable Development Goals (UNSDGs) provide an ambitious and urgent call-to-action and a practical framework for businesses to chart their sustainability journey. At Mindtree, each sustainability initiative is linked to one or more of the UNSDGs. The contribution of Mindtree's business goals and CSR initiatives to various SDGs is shown throughout this Integrated Annual Report.

A constant focus on sustainable environment

We are aware of the power of digital to speed up transition to a low carbon economy. As we help businesses transform themselves by embracing smart solutions for their processes and operations, we are helping them reduce their own carbon footprint while promoting the cause of both the environment and the economy.

As a responsible organization, we make a constant effort to decarbonize our own operations. Our sustainability strategy focuses on environmental responsibility, climate protection, and an optimal use of natural resources through maximizing resource efficiency. The environment has a direct impact on the health and well-being of every stakeholder in our value chain. It is therefore important that we strive to mitigate our own impact, and where possible, influence positive environmental practices.

Renewable energy

74.8%

Water consumption

38,881 kl

Waste recycled

94.6%

Material issues addressed

- Resource savings projects
- Environmental compliance

Key risks considered

- No risk identified

SDGs impacted

A constant focus on sustainable environment (Continued)

Energy conservation and emission management

Our two-pronged approach towards energy efficiency involves promoting behavioral changes even among our associates by encouraging them to save energy, and opt for smart management of lighting, heating and cooling requirements. Initiatives to integrate energy efficiency into the overall operations are undertaken through design considerations and operational practices.

Key initiatives

Battery replacement for better savings

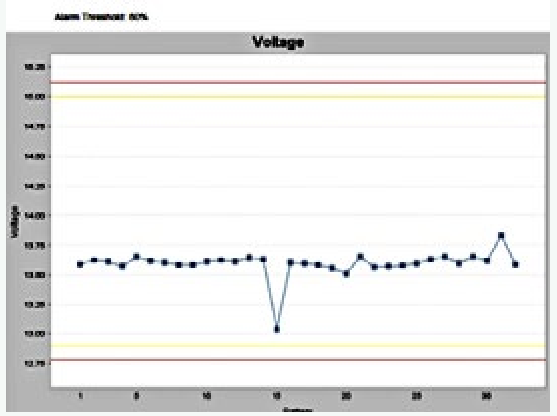
The batteries powering the Uninterruptible Power System (UPS) at our facility MTWP3 were more than four years old and were on defective/warning mode. We replaced the entire battery bunk to ensure uninterrupted power supply to the switch room/ Offshore Development Center (ODC) server room and workstations. We have also decided to use only 100 AH batteries instead of 150 AH batteries. With this step, we managed to save 33,678 units of power per annum.

Installation of Variable Frequency Drives (VFD)

We installed VFD to control the speed of air conditioners in the Boardroom, the office of the Chief Operating Officer and for Air Handling Unit (AHU) motors, which allowed the motors to be operated with variable current inputs based on the AC requirement and thus reduced energy consumption.

Units saved through installation of VFD

1,037



Upgradation of UPS battery monitoring device software and UPS optimization

We have been undertaking battery optimization measures that have resulted in accumulated savings in energy over the years. Installation of battery monitoring system has helped prolong battery life.

UPS optimization at MTE & MTC has helped in reducing the UPS capacity by 272 KVA and 240 KVA respectively with an overall power saving of 115 thousands kWh.

MTW Phase 5 - Bengaluru replaced with T5-LED

We have replaced the existing T5 fluorescent tubes with enhanced LED fittings at Mindtree, Bengaluru – Phase 5 - three office floors resulting in energy saving of 38,000 kWh per annum. This has also resulted in cost saving on lighting energy consumption to the tune of INR 354,000 per annum; zero maintenance cost for five years and Return on Investment (ROI) in 21 months at an investment of INR 623,000.

Installation of new split AC unit at B7-14F

B7-14F NOC server room at Mindtree, Hyderabad has a split AC of 2 tonnage, feeding the said server room on a 24X7 basis and an AHU-2 (36 TR) as a secondary source which serves the workstation area. During split AC standby duration or required maintenance period, AHU-2 is used. We have installed a new split AC as a secondary source for the NOC room, which will eliminate the use of AHU and thereby optimize power consumption. This resulted in energy saving of 2,707 kWh per annum and an ROI in 4.5 years at an investment of INR 110,000.

Renewable energy

FY21	74.8%
FY20	56.2%
FY19	67.1%

A constant focus on sustainable environment (Continued)

Water management

Water conservation is essential to combating the depletion of this precious resource. We carefully manage our water use and discharges.

To maintain ecological balance and to ensure adherence to our Company's EHS policy, we have taken several initiatives for the conservation, reuse and recycling of water, including rainwater harvesting and recharging of groundwater through recharge pits. These initiatives helped us reduce private water purchase by 4,707 kl from October 2020 to March 2021.

Safety and hygiene implementation

The pandemic created greater urgency for the implementation of new measures for water conservation. Simple measures such as shutting down 50% of the taps and installing foot-operated pedals (to reduce contact touch points) for water taps brought down water consumption.

To mitigate the situation during the pandemic, several measures were taken.

- Mindtree Minds made responsible for following measures to ensure occupational safety, health and infection prevention in their workplace, and to participate in awareness drive provided online through Yorbit
- Mindtree Minds and partners visiting office asked to update their status through the online Self declaration Form (SDF), upon which access to the facility is granted
- Rigorous monitoring of temperature is implemented across locations at the first entry point to the facility
- Pilot test of app-based seat allocation process is in the pipeline
- Regular advisory to all through mails on 'Ergonomics at work from Home', 'Dos & Don'ts', 'Safe Stay'
- Display of awareness posters and signages towards safety and hygiene
- Control procedures tuned accordingly for air conditioners
- Foot operated sanitizer dispenser kept at all required junctions
- Proper sanitization of all 'Incoming' and 'Outgoing' materials

Water performance

(kl)

Source	FY19	FY20	FY21
Ground water extraction	6,393	4,141	9,516
Municipal corporation	52,371	50,003	13,716
Private suppliers	97,332	121,134	12,672
Packaged water	4,702	4,821	426
Rainwater	3,038	4,120	2,551
Total	**163,836**	**184,219**	**38,881**

Waste management

Our strategy aims to reduce the amount of waste we generate and ensure that the waste we produce is reused or recycled – whether for the same purpose or for secondary use.

We focus on not only recycling but also limiting waste generation. The combination of reduction in waste, waste segregation, recycling, on-site composting and incineration has led to reducing the burden on the city landfills.

Waste management is a norm at Mindtree offices across locations, with Bengaluru leading the way. During the year, we further reduced incineration and increased the recycled component from rejected waste in Pune and Bengaluru East campuses.

Our Bengaluru East location is now a Zero Waste site, where we recycle most of the waste, with no burden on the landfill. During the year, we made special provision for the collection and disposal of used masks and PPEs by keeping dedicated dustbins at common areas. The Pune location reduced incineration by recycling used oil.

Some measures implemented:

- Utmost monitoring is done to minimize waste generation through the incoming materials. Plastic carriers are avoided
- In-house compost machine to create bio-degradable waste from which manure can be generated for our landscape
- 'Print smarter' concept implemented to avoid the wrongful usage of resource and waste generation
- Avoidance of single-use food and drink containers and utensils at cafeteria and meeting rooms
- Waste segregation done at facilities with appropriate installation of different types of bins
- 'WOW' (Well-being Out of Waste) – a program where the recyclable waste is scientifically disposed and sent for recycling with the help of professionals in the field

Waste footprint

Source	Total Quantity (kg)	%
Electronic	667	0.6
Hazardous	37,419	31.1
Inorganic	3,933	3.3
Organic	51,804	43.1
Packaging	5,615	4.7
Other	20,644	17.2
Total	**120,082**	**100.0**

Leading a responsible business

Social

Through our various initiatives, we positively impact the lives of our customers, people and the community at large, driving inclusive development.

Our close collaboration with employees, partners, and stakeholders make it possible for us to maximize our productive potential and create value for the community through focused interventions in livelihood generation, skilling, and entrepreneurship. We look forward to continuing our community relationships and providing our employees with opportunities to make a difference.

Beneficiaries of CSR projects

18,087

Expenditure on people skill development

INR 7,922,016

Customer survey for satisfaction

6.05/7

Leading a responsible business (Continued)

People function

We provide an inclusive work environment which helps develop talent, reward good performance, protect our people and value our differences. We believe that such an enabling environment is essential for us to deliver value for our customers, shareholders and communities.

Material issues addressed

- People well-being
- Talent management
- Career enablement
- Diversity and inclusion

Key risks considered

- People risk
- Business continuity risk

SDGs impacted

Performance and talent management

Mindtree's performance philosophy aims to motivate Mindtree Minds, as we call our employees, to perform to the best of their potential. Continuous evaluation and developmental feedback help the process. Our performance assessment procedure, aligned to the role architecture framework, ascertains capabilities and potential apart from actual performance. To address our need for simplified assessments and a consistent rating scale, we have moved to a 3-pointer scale from a 5-pointer scale for all our talent groups. The new improved 3 pointer rating scale – **Top Talent, Valued Talent and Developing Talent** – aims to bring greater clarity to the process by focusing on a real time feedback system and a coaching development system.

'Ozone', our internal job portal, has delivered excellent value to Mindtree Minds in finding the right role for their talent. Our focused approach to hiring, assimilation, evaluation, recognition through awards, differentiated compensation and growth opportunities linked to performance are helping us attract and retain high calibre Mindtree Minds.

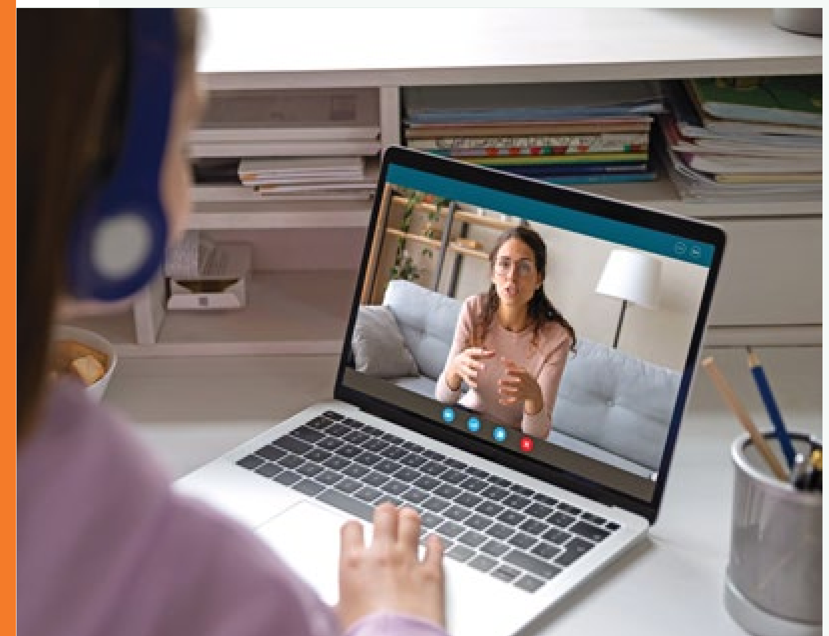
Compensation and benefits

Our rewards and benefits programs individually recognize Mindtree Minds' performance and expertise in achieving business goals while remaining competitive. We have created a business-aligned variable compensation structure for Mindtree Minds across the different management levels and roles in order to foster desired behaviors and outcomes that ensure profitable growth, revenue, strategic deals, delivery excellence, customer satisfaction and collaboration. During the COVID-19 pandemic, Mindtree was one of the first few companies to introduce Company-funded special insurance cover for employees and their families.

Health and well-being

We understand that employee well-being is essential to maintaining our leading business performance. We constantly update and improve the range of physical, mental and emotional support we provide to our colleagues.

The pandemic created a new challenge for us – to engage and connect with our Mindtree Minds beyond work. We took this task very seriously and concentrated on four main areas: emotional, physical, intellectual and financial engagement.



Emotional well-being

- **Quarterly Leadership Connect:** A virtual Leadership Connect called 'All Minds Meet' was set up for updates from our CEO, COO and CPO on a quarterly basis across geographies
- **Virtual engagement platform:** We adopted Yammer, a Microsoft product for internal communication and social networking tool to drive employee engagement and participation
- **1 to 1 help:** This program provides counsellors and professionals with whom Mindtree Minds can connect anonymously for support 24/7. We were able to make the forums available for wellness coaching, webinars, one-on-one counselling, e-workshops and so on
- **We are one family:** Since the workplace extended into homes, the pandemic gave us an opportunity to connect with Mindtree Minds families through musical evenings, gift hampers for those who upheld Mindtree's true values during unprecedented times

Physical well-being

- **Remote work made easier:** We have engaged with a few well-known partners from whom Mindtree Minds can procure ergonomically suitable tables/chairs for their personal use at home
- **Virtual sessions:** Mindtree's fun team – called the 'The Fundo Club' – planned virtual yoga classes, webinar on health and fitness
- **Homecoming:** Many Mindtree Minds saw their visas expire during the pandemic and found themselves stuck in foreign shores. Our Compensation and Benefits team helped resolve the issue while ensuring legal and statutory compliance. The team also worked with multiple stakeholders to secure travel health insurance for Mindtree Minds and their family members
- **Winter Storm (Uri):** North American winter storm (Uri) affected one of our major centers in US (Dallas) in the third week of February, affecting approximately 180-200 Mindtree Minds. Our local leadership in Dallas worked with local Indian restaurants to ensure food, water and shelter to Mindtree Minds who were in need

Leading a responsible business (Continued)

Intellectual well-being

- **Mindtree Masterclass series:** A leadership talk series, Mindtree Masterclass brings various leaders across the globe, who have been experts in their own fields, to share their experience, journey and challenges faced
- **Harvard Manage Mentor:** Through a partnership with Harvard Business Publishing, the learning platform provided unlimited access to 41 courses across the globe on three themes – Leading Yourself, Leading Others and Leading the Business

Financial well-being

- **Insurance upgrade:** To ensure immediate medical help for our Mindtree Minds and their dependents, we established a 24/7 COVID-19 helpline. We also introduced a Super Top-up Policy to our existing insurance plan to cover COVID-19 (outpatient expenses) charges, effective from August 3, 2020. The premium for this top-up policy was fully paid by Mindtree until December 2020
- **Be the Giver:** Through our 'Enable & Educate' program, Mindtree Minds could #BeTheGiverR to their domestic help with a school-going child in need of a computer for online schooling. Without making any payment, Mindtree Minds had to only fill up a form, naming the recipient for Mindtree to take care
- **Enabling data card/broadband expenses:** To make work from home easy, Mindtree added a compensation component of a sizeable amount under 'Infrastructure/Work from Home allowance' for data card/broadband usage charges incurred by Mindtree Minds

Valuing diversity

We aim to attract and develop a diverse talent pool through our inclusive culture which makes every worker feel valued.

Mindtree's Diversity and Inclusivity (D&I) charter makes sure that there is no discrimination on the basis of 'EDGES' – Ethnicity/Nationality, Disability, Gender and Sexual Orientation. The Diversity & Inclusion Council ensures strong governance and guidance for the promotion of D&I activities.

As part of our D&I charter, a global virtual event was organized on December 4, 2020. Exhibition stalls covered the themes 'Acceptance of Sexual Orientation', 'Unbiased Equality for Gender', 'Inclusion of Persons with Disabilities' and 'Diversity of Ethnicities and Nationalities'. Guest speaker Deepa Malik (para-athlete and Padma Shri winner) talked on inclusion and a D&I anthem on global harmony was composed and sung by Mindtree Minds through collaboration across the US, UK and India.

Ongoing programs in D&I

- **Women tech trailblazer:** A focused intervention to improve the gender diversity in senior positions in technical roles at Mindtree
- **Women coaching program:** Coaching program planned for women to help them in their career aspirations
- **She WILL (Women in Leaders League):** A program for women leaders aimed at encouraging women in leadership roles, building visibility for women in senior leadership levels and having women leaders become role models for the next level of women

D&I Scorecard

- Women in workforce has grown from 16% in 2004 to 32% in 2020
- Vision 40x30 (2030): We aim to have 40% of women representation
- 44 people with disability contribute to our success today
- 86 nationalities are represented in our overall talent pool

Mindtree was adjudged the second runner-up in the 'Best Employer for Women' (large) category by the Associated Chambers of Commerce and Industry of India (ASSOCHAM) at its Diversity & Inclusion Excellence Awards and Conclave, 2020. We also received Business World 5th HR Excellence and the Award 2020 for Excellence in Diversity & Inclusion.

Women in the workforce

32%

Leading a responsible business (Continued)

Talent acquisition

With the disruptions caused by the pandemic and the majority working from home, our recruiters had to reorient the hiring process and quickly moved to the virtual space for recruitments, putting in place checks and balances, and facilitating quick closure.

Recalibrating the recruitment process for the new normal:

- **Training the recruitment team:** To strengthen the team and to set strong remote hiring principles, we organized extensive training sessions for the entire recruitment team with reputed trainers from the industry
- **Streamlining procedure:** We analyzed in detail the areas of improvement and developed a handbook for the recruiters to follow, thereby ensuring that the process is seamless
- **Post-offer follow up and candidate engagement:** We have a robust post-offer follow up mechanism that allows engagement with the recruit at various touch points after the formal offer is made
- **Campus hiring:** This year we took several steps to strengthen the campus intake process. We had 1,340 on-campus hires from 25 colleges (88% in Mindtree operating states)
- **Arboretum:** This is our onboarding platform and nurturing ground for Mindtree Minds. Arboretum turned fully digital, aligning to the COVID-19 situation. The focus has been on ensuring new Mindtree Minds feel welcomed and are given the right information right from the moment they accept the job offer. The virtual onboarding design has been well received by our new joinees across the globe

At Arboretum, we address the feedback shared by our new joinees through the Induction experience survey. The average rating received by the Induction survey is 4.6 on a scale of 5. Laptops were delivered in a seamless manner so that they could be productive at the earliest possible time. Background check processes were modified to support the virtual onboarding process.

Mindtree Minds virtually onboarded globally for FY21

7,229

Enhancing learning and development

We are deeply committed to enabling our people to learn and develop their true potential. To this end, we provide a broad range of training courses and development opportunities that help Mindtree Minds upskill continuously. It also helps us have a ready talent pool and create a leadership line for the future.

Mindtree Kalinga: At the Global Learning Center in Mindtree Kalinga, we onboard and train new campus recruits through our 90-100-day onboarding program – Orchard. Since the inception of this program in 2015, over 7,484 Mindtree Minds have attended the program and have successfully executed projects for customers that involve new and emerging technologies.

During the pandemic we switched completely from classroom learning to a digital learning platform. We also connected with parents, organizing theme-based fun activities that added a personal touch on the virtual platform. Our IG and Practice Delivery Heads connected with the Campus Mindtree Minds, introducing them to Mindtree and its culture.

Yorbit: Our home grown, cloud-based learning platform Yorbit has been growing in size and participation. It now includes 2,800+ courses that cover 900+ skills.

New initiatives undertaken on Yorbit during the year

- Began offering personalized course recommendations generated from a complex algorithm that considers multiple factors to give Mindtree Minds relevant recommendation
- To digitize the entire learning experience, we created a virtual cloud lab that provides a sandbox environment, allowing employees to practice the skills they learn. With this, the learners complete their coding assignments and assessments that are part of the skill development course they are taking. With this, our virtual learning component has reached 98%, reducing learning costs by 40% per course
- Partnered with the best learning partners, such as Coursera and Pluralsight, to deliver world-class programs for our employees
- 'Osmosis", our annual tech-fest, was a huge success last year with a great level of participation from the technical community within and outside Mindtree

Courses completed on Yorbit in the current year

138,000+

Hours spent in learning on Yorbit since its inception in 2016

3.5 Million+

Learning and Development awards

- Won the CII MIKE Awards for the 'most innovative knowledge enterprise'
- Recognized in the Business World HR Excellence Awards for Excellence in Learning Technology
- Won the prestigious ATD BEST Award in the Learning and Development space

Leading a responsible business (Continued)

Leadership development and succession planning

We ensure that our leaders are equipped to take Mindtree forward. We launched **'The Crucibles of Leadership'** to drive competency development for our senior leadership. To make leadership behaviors an integral part of the Mindtree DNA, we announced 15 catalysts supported by champions representing industry group/service line and corporate functions. Forming catalysts was a way to create internal network groups and thus create a ripple effect across Mindtree.

To ensure information flow and enhance collaboration we launched several initiatives:

Catalyst Contour: A web portal, this aimed at digitizing catalyst information (Development Dimensions International (DDI) assessment, Prowess Application for Credit Evaluation (PACE), Individual development Plan (IDP) which will further be used to enhance the collaboration on information flow

Leadership Chronicles: A short newsletter series focused on gaining mindshare and internal visibility of catalysts and also position Mindtree's focus on leadership competency

Falcon Program: Our idea is to help grow the potential of Mindtree Minds through job shadowing. We also believe that this experience will provide deeper insight into 'a typical day' of a leader, ultimately leading to a more 'out of the box' succession planning

Delivery capability: To understand the delivery capability requirement and to serve the Mindtree customer base, we embarked on a program named Delivery Capability. The objective is to define, measure and build delivery capability of Mindtree in alignment with the organization's vision. Also, to design, execute and sustain delivery capability of Mindtree Minds through talent transformation

The Delivery Capability Academy broadly focusses on three main initiatives: Ascent, Blazing Star and Capstone.

Ascent: This program is focused on all fundamental project management topics spread across basic and advanced level courses

Blazing Star: To have in-depth knowledge in commercial mindsets, stakeholder management and so on to ensure delivery excellence

Capstone: This is a 6-month program with its primary focus areas spanning across solutions and contract comparison, storytelling, stakeholder management and financial management

Respecting and rewarding our people

We respect and reward our people for the great work they do and the difference they make. The new Respect & Reward (R&R) framework was rolled out at the end of Q3' FY20 and it has grown manifold over the last few quarters, promoting the spirit of appreciation and collaboration.

Crest Awards: Our quarterly awards recognizing individual and team excellence for significant contributions in a quarter. Till date we have 165 Mindtree Minds and 79 teams who have been chosen as winners across all industry and service line groups

SpotOn Awards: To foster the spirit of instant recognition and reward performance in real time, the SpotOn awards has 3 main categories – Mastermind, which applauds a Mindtree Mind who has demonstrated expertise, Hatsoff which recognizes Mindtree Minds for a job well executed and A-Team for teams which deliver high customer satisfaction and display exemplary team spirit

Gracias: To help build a culture of collaboration, this award appreciates peer contributions and value-led behaviors. In short it recognizes a Mindtree Mind for an act or gesture that has touched or impacted another

Corporate Social Responsibility

Acting responsibly and giving back to society are integral to the way we do business. Caring for the communities whose lives we touch enhances our social acceptability and our ability to make a difference.

We recognize the fact that to create true value, we must be actively involved with the communities with whom we interact.

Material issues addressed	Key risks considered	SDGs impacted
#BeTheGiveR	No risks identified	1, 2, 3, 4, 5, 8, 10, 11, 16

Mindtree Foundation

We work through the Mindtree Foundation, which has been serving society with steadfast focus and through various welfare schemes in select focus areas for over two decades. We aim to continue to serve society in its pockets of dire needs, bringing in our passion, skills and our own vision of integration.

#BeTheGiveR is our guiding force for all that we do at Mindtree Foundation, helping us encourage individuals and organizations to give more to the underprivileged, enable them to earn a dignified livelihood and, in turn, become givers.

Focus areas

- Benefit for the differently abled
- Promote education
- Create sustainable livelihood opportunities

No. of beneficiaries through CSR projects	Projects	NGO partners
18,087	9	8

Promoting education

Literacy enhancement

We partner with the Spastics Society of Karnataka (SSK) to provide remedial education to children with learning difficulties. SSK works with 6-12-year-old children studying in 12 government schools in Harohalli in rural Bengaluru. The main objective is to promote literacy in rural areas and at the same time to provide additional support by training local community-based workers. We are also establishing reading rooms for children in mainstream schools.

Children benefited through literacy enhancement

355

Dream-to-Reality (D2R)

Dream-to-Reality enables the poor children from Somanahalli village in Dharmapuri District, Tamil Nadu, to become self-reliant, and to help them accomplish their goals. To bring them up as a role model in society. Mindtree Foundation admits talented children in good residential schools in nearby cities and grooms them.

Beneficiaries of D2R

23

Leading a responsible business (Continued)

Creating sustainable livelihoods

As a socially responsible organization, Mindtree is enabling and empowering the underprivileged to have a dignified life.

Bal Sevika

This program helps improve the employability of young rural/urban women through the following ways: child development, preschool education, health, nutrition, social work, computer education, spoken English, and preparation of teaching aids so that they can earn their livelihood.

Women benefited through Bal Sevika program

40

Yuva Jyoti (BRDO)

Provides alternative livelihood skills training for school dropouts and unemployed rural youths through training in tailoring, computer education (Basic, DTP, and Tally), and embroidery.

Rural youths benefited through Yuva Jyoti program

939

Case Study

Enhancing life's choices

Avinash hails from a village called Gondhihalli, and his father is a vegetable vendor. After completing his graduation, he did not know what to do or where he could go for guidance. He was determined to undergo some skill training. He came to know about BEEM, an NGO which focuses on skill training for livelihood options. He approached us and we advised him about the kinds of skill training available at our organization. He opted for the Basic Tally ERP9 course, which enhances employment opportunities. After completion of his four-month training, he joined Vishal Natural Food Product Pvt. Ltd., Tumkur as an accountant and is drawing a salary of INR 20,000 per month. His parents are happy that their son is able to contribute to the family income.

Gubbachi

Gubbachi teaches foundational literacy and numeracy skills to children of migrants enrolled in Class 1 to 3, thereby creating a positive condition for their continued education.

Children benefited through Gubbachi program

89

Case Study

From Mani, Co founder and Program Lead at Gubbachi

Ajit, a student of Class 1, joined the school in Gubbachi in 2016. Like the others in class, he did not much like the English classes. We roped in volunteers to make the English sessions interesting for the children. Ajit warmed up to English and did well in Grade 3. The Kodathi Government school teachers were happy with our first batch of Gubbachi children. When Ajit was in Class 4, his sister came along with him to school as his mother started going to work. No matter how hard we tried, we could not get Mina, Ajit's sister, to go to the Early Childhood Care and Education (ECCE) center in Kodathi. She would not budge from the Class 4 window. Ultimately, we got Ajit to take Mina to the ECCE center, sit with her through the day and ease her into the class. Mina is now a mentor for younger children at the center.

Enable & Educate

Through the Enable & Educate program, we have donated All-In-One (AIO) desktops to 1,689 children from the economically weaker sections who have been identified by our Mindtree Minds for online schooling in and around Bengaluru, Chennai, Hyderabad, Pune, and Bhubaneswar

Children benefited through Enable & Educate program

1,000

Case Study

A blessing and an honor

Dharshini thanks the Mindtree Foundation for providing underprivileged children a way forward by enabling them to continue education online during the COVID-19 pandemic. She considers it a blessing and honor that she was chosen to receive the AIO desktop that supported her education.

Special projects

Radio City Central Prison

Mindtree Foundation launched a radio station within the prison for the benefit of more than 7,000 prison inmates. Around 125 prison inmates and personnel were trained as radio jockeys by the team of Radio City 91.1 FM, who also provided complete technical consultation services for setting up this radio station. This initiative aims to use music as a therapeutic medium to relieve mental stress and anxiety and instil positive energy amongst the inmates. The radio program also creates awareness on various topics and circulates news on current affairs.

Prison inmates from Bengaluru, Mysuru, and Belagavi central prisons

7,350

COVID-19 relief interventions

- Sponsored the COVID-19 testing by Susheela Ramaprasad Charitable Trust (SRCT) through Neuberg Anand Reference Laboratory (NARL), Bengaluru for needy patients free of cost, and tests for frontline personnel
- Efforts were largely directed at supporting the Government of Karnataka in ramping up testing of samples referred by the Bruhat Bengaluru Mahanagara Palike (BBMP), and also for testing samples of patients who are admitted/seeking admission at various hospitals

Mindtree COVID-19 relief outcomes

Shuchi kits
352,450

N-95 and 3 ply masks
65,000

PPE kits
26,380

PCR testing free of cost
8,333

Grocery boxes
6,000

States covered
5

PCR test machines to 9 hospitals
15

Ashok Leyland Dost Light Commercial Vehicles
10

National Centre for Promotion of Employment for Disabled People (NCPEDP) – Mindtree Helen Keller Awards

Mindtree Foundation collaborates with NCPEDP to create awareness about job opportunities in the organized sector for people with disabilities (PwD), and to lobby with government agencies to bring changes that will improve the lives of this section.

Mindtree and NCPEDP instituted 'The NCPEDP--Mindtree Helen Keller Awards', which is a prestigious honor for individuals and organizations that work towards promoting employment opportunities for people with disabilities under three categories:

- Role model person with disability
- Role model supporter of increased employment opportunities for people with disabilities
- Role model companies/NGOs/institutions

In FY21, this award was given to 7 role model individuals and 4 role model organizations.

Leading a responsible business (Continued)

Customer satisfaction

Our approach holds quality as value perceived by the client, and customer satisfaction as the final testimony to our success in the market.

Material issues addressed

- Customer satisfaction
- Data privacy and data security

Key risks considered

- People risk
- Business continuity risk

SDGs impacted

Our strategy to achieve high satisfaction stretches across several domains – people engagement, operational excellence, delivery excellence, and several standards and systems for high performance. A rigorous governance system monitors the dynamic operations constantly.

The score for our FY21 customer experience survey was over 6 on a scale of 1-7.

The criteria of satisfaction, loyalty, advocacy and business value displayed high outcomes, denoting relationships have become stronger and deeper in the year of the pandemic, thanks to our initiatives across people management, operational and delivery excellence. The excellent results across all facets of the survey, which recorded the highest ever score across both response and rating, are a clear evidence of the dedicated efforts of our teams and our disciplined execution. This was possible because:

- Our top brass were active sponsors for key accounts
- Not a single delivery was missed during the year of the pandemic
- We attained our goals on profitable growth through customer stickiness that is a result of our commitment to customer satisfaction

Customer experience survey score

	FY17	FY18	FY19	FY20	FY21
Satisfaction	5.55	5.86	5.68	5.73	6.05
Loyalty	5.50	5.77	5.67	5.79	6.06
Advocacy	5.56	5.95	5.75	5.88	6.17
Value for money	5.35	5.66	5.50	5.42	5.82

Supplier sustainability

We approach procurement as an opportunity to contribute to both business sustainability and social and environmental sustainability. Our strategy is to leverage the potential of green procurement as a value creation source for the organization.

Material issues addressed

Supplier sustainability

Key risks considered

- People risk
- Business continuity risk

SDGs impacted

Our supplier base consists of 1,800+ suppliers across our locations, subject to our local sourcing norm and our code of conduct and human rights philosophy.

We strongly believe in

- Driving sustainability and the diversity agenda forward
- Encouraging green practices
- Emphasizing on codes and compliance
- Progressing on supplier engagement and assessment

Best practices

Green procurement

This is a set of initiatives which reflect our commitment and drive our green agenda.

Supplier code of conduct

Our code of conduct mandates no child labor, no forced or compulsory labor, and no human rights violations. Our POs cover all terms and conditions extensively, leaving no room for compliance issues.

Supplier engagement

We have regularly engaged with our suppliers and held partner meets during the reporting period, yielding a highly positive feedback of 4.72/5.00.

Go Green: Digitization of processes

Supplier360 – our supplier portal launched during FY20 evolved during the year, spreading its reach globally, and bringing complete supplier visibility into view. The traction was accentuated by the pandemic, and we witnessed early benefits in terms of time and efficiencies. All PO-invoice transactions are now virtual globally under this portal which has been an important part of our 'Go Green' concept.

As part of our responsible procurement principle, we accord high importance to reduction of waste, recycling, hardware reuse, take-back and disposal of hazardous waste on a continuous basis. With a series of small but significant steps, such as increasing laptop OEM warranty during last year, we increased asset utilization and achieved savings.

Outsourcing of business processes, involves the physical and logical storage of Personally Identifiable Information (PII), and creates significant enterprise risk. A host of data-rich services are now delivered by vendors and sub-contractors with virtual and physical access to everything related to the employee's and customer's personal information. As part of our inclusive and sustainable long-term approach, we have enabled PII non-disclosure through data protection agreement with suppliers.

Upholding best practices

At Mindtree, we believe that strong corporate governance plays a key role in augmenting trust and securing the long-term interests of our shareholders and other stakeholders. We continue to improve systems and processes that integrate ESG priorities into overall business conduct and ensure oversight and accountability on the part of our Board of Directors and senior management.

We act on the following governance principles:

- Act in the spirit of law and not just the letter of law
- Do what is right and not what is convenient
- Provide complete transparency in operations
- Follow openness in communication with all stakeholders

Governance structure

Mindtree's governance structure is designed to implement our strategy in an effective and transparent manner, which enables us to deliver long-term value. We believe in the principle of shared value, which involves creating and distributing economic value to address expectations of all stakeholders.

Three-pronged governance

Governance by shareholders

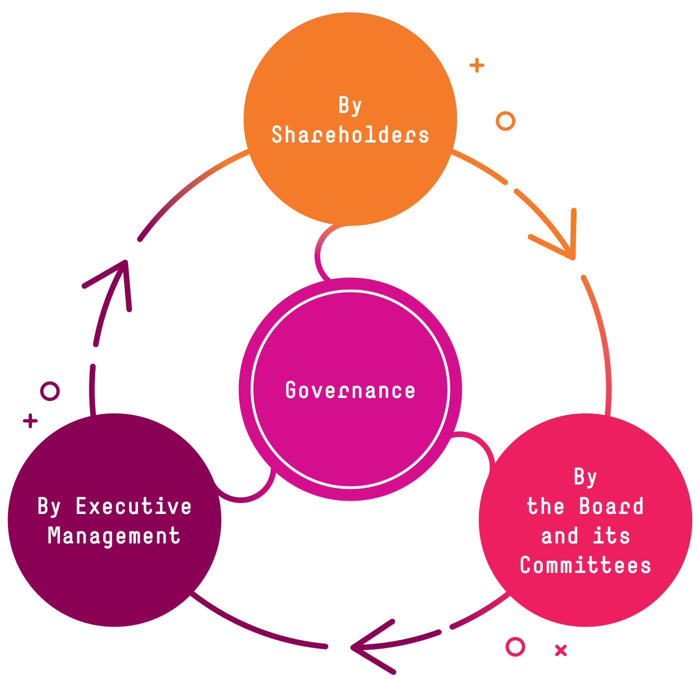
Shareholders appoint and authorize the Board of Directors to conduct business with objectivity and ensure accountability

Governance by the Board and its Committees

The Board leads the strategic management on behalf of the stakeholders, exercises supervision through direction and control over Executive Management, and appoints various committees to handle specific areas of responsibilities

Governance by the Executive Management

Board Committees take up specific responsibilities and the Executive Management carry on the day-to-day tasks to ensure that the Company's activities run according to strategies and targets set by the Board



Board's role

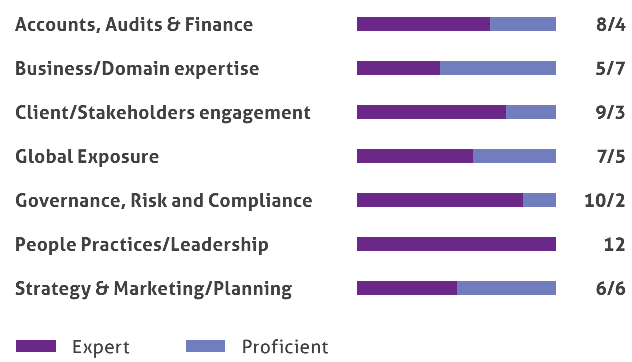
The Board is responsible for determining the strategic direction of the Company and exercising prudent control over its affairs. The process involves the Board deciding on the direction for the Company; reviewing, assessing, and approving the strategic course and initiatives; and assessing and understanding the issues, forces, and risks that define and drive the Company's long-term performance.

In a supervisory role, the Board monitors corporate performance and executive team contribution. The Board is there to ensure that the organization and its executives function ethically and in accordance with a well-defined course of action. This supervision includes strategy development, design and monitoring implementation. Board members actively discuss various ESG initiatives of the Company and encourage the management to take steps beyond regulatory requirements.

Expertise

Mindtree's Board brings together a wealth of knowledge, perspective, professionalism, divergent thinking and experience. Our Board members have a deep understanding of governance, technical, financial and non-financial issues.

The Board is appropriately skilled as there are experts across the skills matrix



Board balance chart

Non-Executive Directors

03

Independent Directors
(including 2 women Directors)

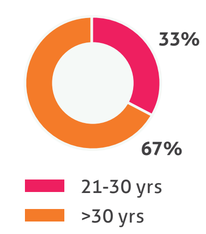
06

Executive Directors

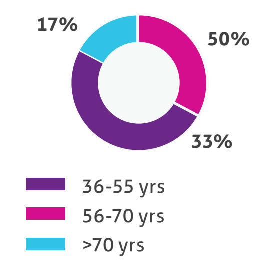
03

Board demographics

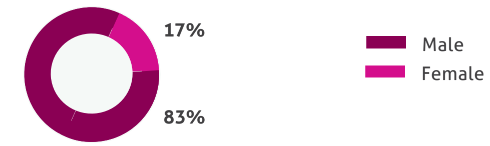
Board experience



Board age profile



Board diversity



Median Director age

63

Average tenure of Independent Directors

3

Average attendance rate in Board meeting

97%

Upholding best practices (Continued)

Board Committees

Committees appointed by the Board play a crucial role in our governance structure and they are mandated to deal with specific areas and activities that call for a closer look. Each committee has a defined charter under which it takes up its responsibilities. All proceedings of the Board are logically segregated, and specific matters are delegated to the committees.

Committee responsibilities

The various committees constituted by the Board and their respective major terms of reference:

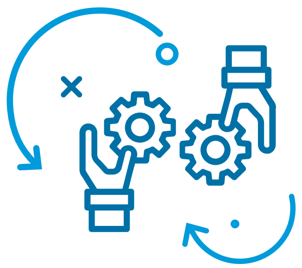
Committee	Responsibilities
Audit Committee	• Oversee the financial reporting process • Oversee appointment, remuneration and evaluation of Auditors • Evaluate internal financial controls, internal audit function and risk management systems • Review the functioning of the whistle blower mechanism • Review of compliance framework and any material breaches of compliance against regulations applicable to the Company
Nomination & Remuneration Committee	• Review and approve the total compensation of the Directors and policies relating to the remuneration payable to Directors, Key Management Personnel (KMPs) and Senior Management Personnel • Devise a policy on the diversity of the Board of Directors and recommend its composition • Evaluation of performance of the Board of Directors • Review, approve and administer stock-based schemes
Stakeholders' Relationship Committee	• Address and resolve grievances/requests raised by equity shareholders and other stakeholders of the Company • Drive shareholder engagement initiatives • Review measures taken for effective exercise of voting rights by stakeholders
Corporate Social Responsibility Committee	• Oversee programs, partner identification, funding, monitoring and implementation of the chosen programs, with due consideration for applicable regulatory requirements as well as organizational philosophy • Co-ordinate with and monitor Mindtree Foundation or other agencies through which the CSR projects get implemented
Risk Management Committee	• Frame, implement, monitor and review the Mindtree risk management policy/plan • Systematically prioritize and periodically assess risks and ensure resolution of issues if any raised by the management • Prudently evaluate Mindtree's risk management procedures, including risk recognition, assessment, minimization and definition of risk appetite • Review cyber and data security
Foreign Exchange Hedging Committee	• Assess the foreign exchange market conditions, review foreign exchange exposures and decide on the hedging / de-hedging decisions within the framework of the Foreign Exchange Hedging policy
Strategic Investment Committee	• Look into various strategic investment matters and take appropriate strategic decisions

Ethics and integrity

Our commitment to integrity – acting ethically and treating people, their data and the environment with respect – is at the heart of our business.

Ethical culture

It is the Board's responsibility to drive the strategy, based on an ethical foundation, to support a sustainable business that creates value for the Company, its stakeholders, the larger society and environment. The Board ensures that the Company functions as an ethical organization and it discharges this responsibility by ensuring that a robust and resilient framework is in place. At Mindtree, there are systems, procedures and monitoring structures in place to ensure the effectiveness of the framework. The Directors of Mindtree are competent and act ethically in discharging their responsibility to provide strategic direction and effective governance.



Data privacy and cybersecurity

Our customers' trust is important to us, and we recognize our responsibility to protect business information and the data shared with us. As an organization, we are committed to the ongoing development of methodologies and processes that enhance data privacy and security.

We implement and maintain reasonable security practices and procedures appropriate to the nature of the information we maintain, including the relevant technical, administrative and physical procedures to prevent loss, misuse or alteration of personal information. Our platforms enable us to monitor and measure data accuracy on a continuous basis. We only use data from reputable sources, and we have quality control systems to improve accuracy, along with tools to help data providers improve the data they supply to us.

Compliance

At Mindtree, we ensure that all regulations are respected in letter and spirit. We abide by all the laws and uphold the highest standards of transparency and accountability. During the reporting period, no significant fines or non-monetary sanctions for non-compliance were levied on the Company. Nor was there any legal action regarding anti-competitive behavior or violation of anti-trust or monopoly legislation. Compliance is an essential element of our culture of integrity that requires responsible conduct from all our employees, Directors, and third-party business partners in accordance with all applicable laws, internal codes and policies.

Upholding best practices (Continued)

Board of Directors

Sekharipuram Narayanan Subrahmanyan
Non-Executive Vice Chairman

Debashis Chatterjee
Chief Executive Officer and Managing Director

Ramamurthi Shankar Raman
Non-Executive Director

Dayapatra Nevatia
Executive Director and Chief Operating Officer

Venugopal Lambu
Executive Director and President - Global Markets

Apurva Purohit
Independent Director

Akshaya Bhargava
Independent Director

Bijou Kurien
Independent Director

Prasanna Rangacharya Mysore
Independent Director

Deepa Gopalan Wadhwa
Independent Director

Chandrasekaran Ramakrishnan
Independent Director

Audit Committee	AC
Nomination & Remuneration Committee	NRC
Stakeholders' Relationship Committee	SRC
Corporate Social Responsibility Committee	CSRC
Risk Management Committee	RMC
Foreign Exchange Hedging Committee	FEHC
Strategic Investment Committee	SIC

Chairperson (magenta box) | Member (grey box)

Anilkumar Manibhai Naik
Non-Executive Chairman

Mr. Anilkumar Manibhai Naik is the Group Chairman of the USD 21 Billion L&T Group of Companies, engaged in EPC projects, high-tech manufacturing and services. He has served the organization for over five-and-a-half decades and led it for the last two. At the helm, he revamped L&T's organization structure, expanded its global outreach and overcame macro-economic challenges while sustaining the Company's growth and profitability trajectory. Businesses identified and incubated by him now form the dominant part of L&T's portfolio. Media surveys and peer group assessments rank him among the world's best performing business leaders.

His articulation of a clear IT vision for the Group has led to the evolution and development of a technology cluster that now has several global Fortune 500 companies as part of its client base.

In 2018, the Government of India appointed him the Chairman of the National Skill Development Corporation – the apex national body responsible for the skill training of India's youth.

Awards and recognition

Mr. Anilkumar Manibhai Naik has won several national and international honors as well as recognition from professional associations, media houses and academic institutions. These include:

- The 'Padma Vibhushan' (India's second highest civilian award) in 2019
- Conferred the 'Order of the Dannebrog' and a further 'Order of the Dannebrog' – Knight First Class by Queen Margrethe of Denmark in 2015
- The 'Padma Bhushan' (India's third highest civilian award) in 2009
- 'Gujarat Garima' (an accolade from the state of Gujarat) in 2009
- Honorary doctorates from multiple universities
- Ranked 4th Best Performing CEO in the Industrial Sector by Harvard Business Review and 32nd Best Performing CEO in the World by Harvard Business Review in 2012
- Received top awards from India's leading business newspapers and magazines, most recently 'Lifetime Achievement Award' from Business Today in February 2021

He is Honorary Consul of Denmark in Mumbai.

Sekharipuram Narayanan Subrahmanyan
Non-Executive Vice Chairman

Mr. Sekharipuram Narayanan Subrahmanyan is the CEO and MD of Larsen & Toubro and serves on the Board of Directors of this multi-billion-dollar conglomerate.

He is also Vice Chairman on the Boards of LTI, L&T Technology Services and Chairman of L&T Metro Rail (Hyderabad) Limited.

Prior to taking over the reins as CEO & MD in July 2017, Mr. Sekharipuram Narayanan Subrahmanyan, in his capacity as Deputy MD and President, led L&T's infrastructure business to its position as the country's largest construction organization and the 14th largest in the world. He is now responsible for leading L&T's considerable business interests to new growth levels, riding on the enormous benefits of digitalization, big data, and predictive analysis that he drives internally with exceptional zeal. He places a premium on innovation, project management and talent development, particularly in leadership roles.

Hailing from Chennai, he commenced his professional journey with L&T in 1984 as a project planning engineer armed with a degree in civil engineering and a post-graduation in business management. Mentored by stalwarts, he took on roles of increasing responsibility across business verticals. With an entrepreneurial mindset, drive, and foresight, he began to rewrite the rules of the game.

Awards and recognition

- Ranked the Top CEO (Sell Side) and the 3rd best CEO (Overall) in the All-Asia Executive Team Survey conducted by Institutional Investor in 2020
- Recognized as the CEO of the Year by the leading Indian news channel, CNBC-Awaaz
- Conferred the Emergent CEO Award at the CEO Awards in 2019
- Earned the 13th position in the Construction Week Power 100 Ranking for 2019
- Conferred the Leading Engineering Personality award by the Institution of Engineers (India) in 2014
- Recognized as Infrastructure Person of the Year for 2012 by Construction Week Power 100 Ranking

Mr. Subrahmanyan holds eminent positions in on various industry bodies, construction institutions and councils.

In February 2021, he was appointed Chairman of the National Safety Council (NSC) for three years by the Union Ministry of Labour & Employment. In this role, he will guide the NSC, which has a major part to play in ensuring safety in workplaces under the new Occupational Safety, Health and Working Conditions Code, 2020 (OSH Code, 2020).

Governance

Upholding best practices (Continued)

Debashis Chatterjee
Chief Executive Officer and Managing Director

Mr. Debashis Chatterjee is the CEO and Managing Director of Mindtree. He has over 30 years of experience in the field of IT, spanning customer relationship management, building and managing large business units, strategic alliances, M&A, change management and delivery management across multiple industries, business domains, technologies and geographies.

In his earlier role as President, Global Delivery and Digital Systems and Technology at Cognizant, he was responsible for delivery of technology services across all industry segments. Additionally, he drove technology excellence for global client organizations. As a member of the Executive Leadership Team, he participated in charting the strategic direction of the company. He helped in laying the foundation of Cognizant's Banking & Financial Services business and grew it to be the largest business within Cognizant.

Mr. Debashis Chatterjee has earlier worked at IBM, TCS and Mahindra & Mahindra. He holds a bachelor's degree in Mechanical Engineering from Jadavpur University. He has served as a member of the Executive Council of National Association of Software and Service Companies (NASSCOM). He is an Advisory Board Member of the PGPM program at SP Jain Institute and Board of Studies, MBA Program at NMIMS School of Business Management. He has been a guest speaker at conferences organized by NASSCOM and Confederation of Indian Industry (CII). He has been invited as a guest speaker at various institutes such as MIT Sloan School of Management, Indian Institute of Management Ahmedabad, Indian School of Business, Jadavpur University, Vellore Institute of Technology and others.

Ramamurthi Shankar Raman
Non-Executive Director

Over the past 37 years, Mr. Ramamurthi Shankar Raman has worked for leading listed corporates in varied capacities in the field of finance. He joined the L&T Group in November 1994 to set up L&T Finance Limited.

Over the years, he has assumed various responsibilities to oversee the entire finance function at the Group level, including functions like Risk Management and Investor Relations. He was appointed as Chief Financial Officer of Larsen &Toubro Limited in September 2011 and was subsequently elevated to the Board on October 1, 2011.

He is also on the Board of several companies within the L&T Group. He has been a recipient of several awards such as the Best CFO of Asia in the Industrial Sector in a survey conducted by the prestigious New York based Institutional Investor Magazine, winner of Best CFO Awards from CNBC TV18, Financial Express and Business Today. He is the former Chairman of CII's National Committee of CFOs.

He was also a member of the Uday Kotak Committee on Corporate Governance constituted by SEBI. He is a qualified Chartered Accountant and a Cost Accountant.

Dayapatra Nevatia
Executive Director and Chief Operating Officer

Mr. Dayapatra Nevatia is an IT industry veteran with close to three decades of rich experience in organization transformation, incubating new business verticals, acquisitions and integration, managing large P&Ls, and leading culturally diverse global teams.

In his role as Mindtree's Executive Director and Chief Operating Officer, he is responsible for designing, planning, and implementing business strategies, and operating plans and procedures that align with the Company's vision and strategy. With proven distinction in global delivery and IT strategy, he ensures the functional and financial protocols to achieve unparalleled performance.

Prior to Mindtree, he served various high-profile roles in Accenture and Wipro. As Managing Director and Director of Delivery for Advanced Technology Centers in India for Accenture, he was part of the Executive Leadership team and his responsibilities included delivery across system integration, application outsourcing, infrastructure, digital, and security services across industry groups. At Wipro, he served as Vice President, leading global delivery and operations for Energy, Natural Resources, Utilities, and Engineering and Construction business.

He holds a bachelor's degree in Electronics Engineering from Institute of Engineering & Technology, Lucknow and master's degree in General Management from Indian Institute of Science, Bangalore.

Venugopal Lambu
Executive Director and President - Global Markets

Mr. Venugopal Lambu brings over 25 years of insight and global experience to help clients navigate business challenges and achieve organizational goals across transformation, governance, change management, and drive return on investments.

In his role, he is responsible for formulating Mindtree's strategic direction and accelerating digital initiatives for clients, with an aim to strengthen our leadership in technology innovation. He acts as an executive sponsor for strategic engagements and enables end-to-end digital transformation for clients.

Previously, he has held leadership positions at Cognizant, HCL Technologies and IBM. He was member of Cognizant's Executive Leadership team and drove synergies for better business outcomes and facilitated Fortune 500 clients' transition to digital seamlessly. He led HCL Tech's continental Europe growth from early-stage player to leading partner of choice.

He is a member of the Forbes Technology Council, and chairs customer advisory councils in North America and Europe.

He holds a bachelor's degree in Electronics Engineering from the University of Mysore, India and General Management certification from the London Business School.

Apurva Purohit
Independent Director

Ms. Apurva Purohit is President of the Jagran Group, one of India's largest multi-media conglomerates. With over three decades of experience in the media and entertainment industry, she currently leads multiple companies across print, radio, digital and outdoor in the Group.

Over her career, she has formed significant partnerships with private equity firms as well as promoters to build and scale up a diverse set of businesses – from early-stage fledgling businesses, to setting up new ventures, to supervising turnarounds in mature and declining organizations.

In the last several years, she has won multiple business awards and has been repeatedly named as one of the Most Powerful Women in Business by the India Today Group and Fortune India. She was amongst LinkedIn's Top Voices and YourStory's Top 10 digital Influencers of 2020.

She holds a bachelor's degree in Science (Physics) and completed her PGDM from Indian Institute of Management Bangalore.

She is also the author of national bestselling books – "Lady, You're not a Man" and "Lady You're the Boss" – that aim to empower women and encourage them to achieve their full potential.

Akshaya Bhargava
Independent Director

Mr. Akshaya Bhargava is the founder of Bridgeweave, a UK based fintech firm that creates AI-powered next generation products for Wealth and Asset Management industries.

He has been the global CEO of Wealth and Investment Management, Barclays plc. Prior to that, he founded InfraHedge, a hedge fund managed account platform, which was acquired by State Street Corporation in 2013. He has been the CEO of Butterfield Fulcrum Group (acquired by MUFJ Group), and the founding CEO of Progeon (acquired by Infosys and renamed Infosys BPO in 2006). He started his career at Citibank, where he spent 22 years in a variety of senior roles, including as Country Manager, Citibank Czech Republic, Global Product Head for Citi's ELC Business, Regional GTS Head for Central and Eastern Europe Middle East and Africa (CEEMEA) region and other senior roles in product management and corporate banking.

He is an alumnus of Indian Institute of Management (IIM), Calcutta and lives in London.

Upholding best practices (Continued)

Bijou Kurien
Independent Director

Mr. Bijou Kurien has over 35 years of experience with marquee brands in India's fast-moving consumer goods (FMCG), consumer durables, and retail industries. He was among the founding members of Titan Industries and Reliance Retail and helped build the foundations, lead and grow multi-Billion-dollar businesses. Currently, he advises two leading Private Equity Funds and an Entrepreneurship Incubation Center.

He also serves as an Independent Director on the Boards of several listed and unlisted companies, and is Chairman of the Retailers Association of India (RAI), Advisory Board member of the World Retail Congress and Governing Boards of two academic Institutions. He has a Postgraduate Diploma in Business Management from XLRI, Jamshedpur.

Prasanna Rangacharya Mysore
Independent Director

Mr. Prasanna Rangacharya Mysore is a postgraduate in Law and a gold medalist. After being an independent counsel, he worked for various corporates from 1977 to 2010. Significant was his stint as Head of Legal for L&T and as the Group General Counsel of the Aditya Birla Group, where he also served on many Boards. He is associated with the Institute of Directors as a faculty.

He is now an independent corporate law consultant and a qualified Arbitrator & Mediator. He is an accredited Arbitrator with various institutions, including the Singapore International Arbitration Centre.

He is a recipient of many prestigious business and industry awards for his accomplishments in the field of corporate law. He is a regular speaker on diverse topics and conducts bespoke training programs for both legal and non-legal executives.

He is the founder and convenor of the Lawyers Round Table, a knowledge forum for lawyers, which is into its 7th year.

Deepa Gopalan Wadhwa
Independent Director

Ms. Deepa Gopalan Wadhwa has been a distinguished career diplomat who joined the Indian Foreign Service (IFS) in 1979 and retired in December 2015.

She has served as Ambassador of India to Japan (2012-15), Qatar (2009-12) and Sweden (2005-09). She was concurrently accredited as Ambassador to Latvia (from Stockholm), and Republic of the Marshall Islands (from Tokyo). During her career, she has held other significant assignments in China, Geneva, The Netherlands, the International Labour Organization (ILO) and the Ministry of External Affairs (MEA).

In the course of her career spanning over 36 years, she has handled a wide swathe of issues and subjects related to India's relations with key countries such as Pakistan, China, and Japan; participated in international conferences and negotiations related to climate change, sustainable development, disarmament and human rights, and was instrumental in the active promotion of India's economic interests in the areas of trade, technology, investments and energy security during postings in Europe, the Gulf Cooperation Council (GCC) and Japan.

She is currently Chairperson of the India-Japan Friendship Forum, Member Governing Council of the Institute of Chinese Studies, and is on the Governing Council of the Asian Confluence, based in Shillong. She also serves as Independent Director and advisor on the Boards of a few companies.

Ms. Deepa Gopalan Wadhwa is a graduate from Madras University, she has an undergraduate degree in Chemistry and a postgraduate degree in English Literature.

Chandrasekaran Ramakrishnan
Independent Director

Mr. Chandrasekaran Ramakrishnan has had an exemplary career spanning over 34 years in the field of information technology. He retired as Executive Vice Chairman of Cognizant, India as of March 2019. He serves as an Independent Director on the Board of PNB Housing Finance Limited, NSEIT Limited and Aujas Networks (subsidiary of NSEIT). He is also part of Chairman's Council, NASSCOM.

Mr. Chandrasekaran Ramakrishnan joined Cognizant as a member of the founding team. He has been widely recognized as a significant contributor to growing the company to over 250,000 employees, USD 16+ Billion in revenue and establishing the global delivery footprint.

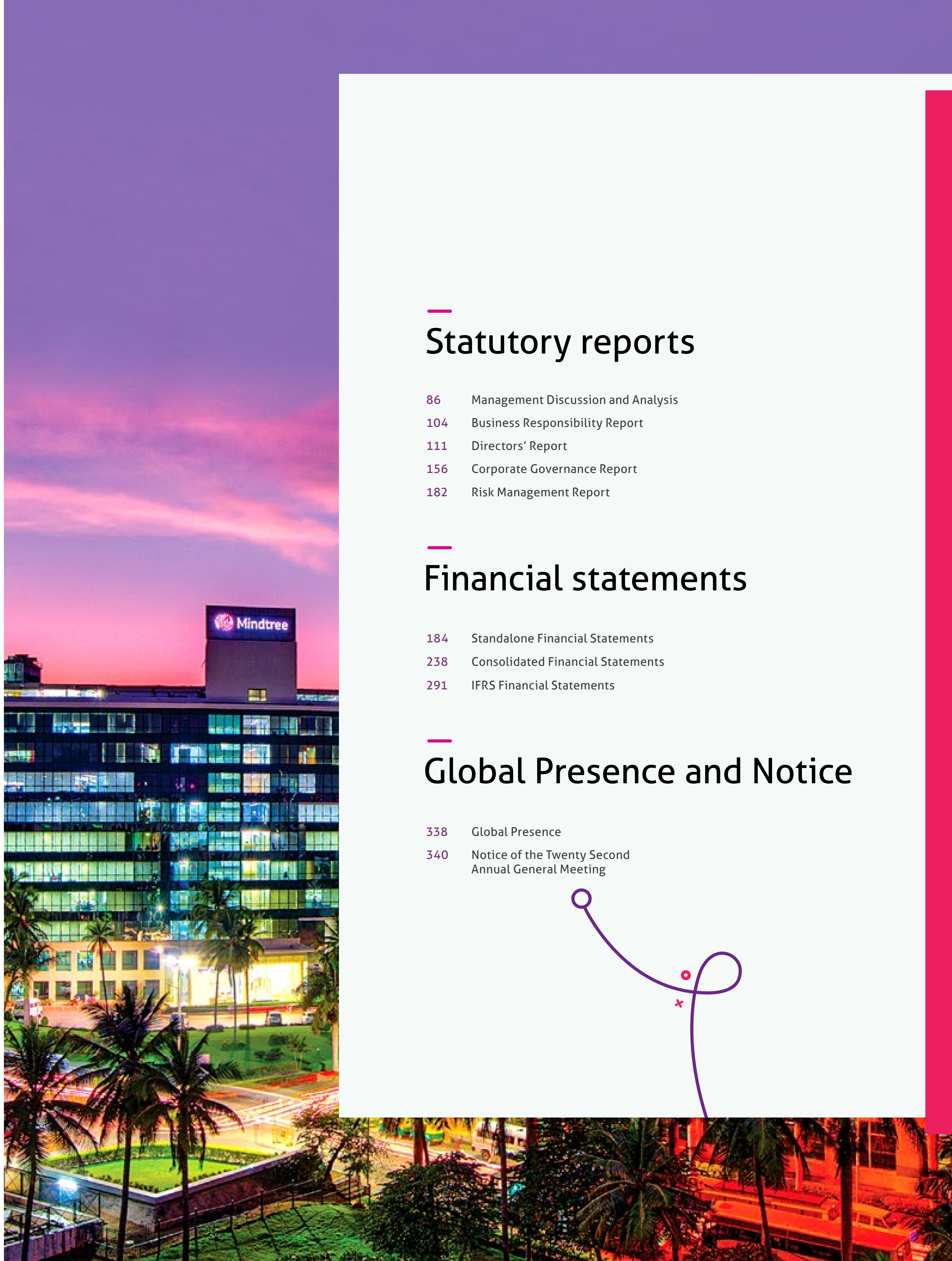
After earning his engineering degree from Regional Engineering College, Trichy (National Institute of Technology), he started his career with Ashok Leyland, where he spent four years. After his MBA from Indian Institute of Management Bangalore in 1985, he joined TCS, where he held positions of increasing responsibility and stature, including stints in the UK and the US.

Awards and recognition

Mr. Chandrasekaran Ramakrishnan has received numerous awards including the following:

- Distinguished Alumni Award from REC Trichy in 2008
- Distinguished Alumni Award from IIM Bangalore in 2015
- CXO of the Year from Business Standard

He is very passionate about education and is on the Advisory Board of Thiagarajar College of Engineering, Madurai and on the Post Graduate Program Committee of NIT Trichy. He is an active supporter of social causes, sponsoring education for underprivileged children, promoting digital literacy in rural areas, offering scholarship to deserving students in NIT and also supporting research in IIM, Bangalore



Statutory reports

Financial statements

Global Presence and Notice

Management Discussion and Analysis

Company overview

Mindtree is a global technology consulting and services company, helping enterprises marry scale with agility to achieve competitive advantage. 'Born digital' in 1999, and now a Larsen & Toubro Group company, Mindtree applies its deep domain knowledge to break down silos, make sense of digital complexity and bring new initiatives to the market, faster.

We enable IT to move at the speed of business, leveraging emerging technologies and the efficiencies of continuous delivery to spur business innovation. Operating in 24 countries worldwide, we are consistently regarded as one of the best places to work, embodied every day by our winning culture made up of over 23,000 entrepreneurial, collaborative and dedicated 'Mindtree Minds'.

Quick facts

Active clients

270

Revenue

$1 Billion+

Mindtree Minds across the globe

23,000+

Countries worldwide

24

Economy review

Global

The coronavirus pandemic continued to wreak havoc on world economies through 2020. Some green shoots of recovery started becoming visible with the vaccination drive. However, the optimism has been marred by the emergence of more virulent strains and resurgence in infection rate. That said, technology has become a lifeline for continuity and progress, with the pandemic changing the way we work, learn, shop, and interact. It has spurred game-changing digital shifts. Governments moved quickly, using mobile solutions to provide cash assistance; financial technology has helped the growth, and in some cases, even the survival of small- and medium-sized businesses.

The International Monetary Fund (IMF), in its January 2021 World Economic Outlook, projects the global economy to grow by 5.5% in 2021 and 4.4% in 2022, which was revised up by 0.3% point relative to the previous forecast, reflecting expectations of a vaccine-powered recovery and additional policy support in a few large economies. The softening in early 2021 is expected to give way to rising momentum in the second quarter as vaccines and therapies become more readily available, allowing contact-intensive activity to strengthen.

However, surging infections in late 2020 (including from new variants of the virus), renewed lockdowns, logistical issues related to vaccine distribution, and uncertainty about uptake are important counterpoints to the favorable view.

Global growth forecast (%)

Particulars	Actual	Projections	
	2020	2021	2022
World Output	-3.5	5.5	4.2
Advanced Economies	-4.9	4.3	3.1
US	-3.4	5.1	2.5
Eurozone	-7.2	4.2	3.6
Japan	-5.1	3.1	2.4
UK	-10.0	4.5	5.0
Other Advanced Economies	-2.5	3.6	3.1
Emerging Markets and Developing Economies	-2.4	6.3	5.0
China	2.3	8.1	5.6
India	-8.0	11.5	6.8

Source: IMF

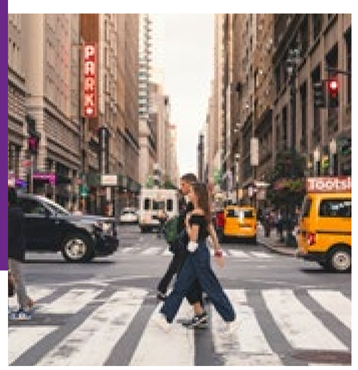
According to the Congressional Budget Office (CBO), US GDP is expected to grow 3.7% in 2021 after a degrowth of 2.5% in 2020. The unemployment rate is likely to gradually decline through 2026, and employment numbers are expected to return to their pre-pandemic level in 2024. The economy would continue to strengthen over the next five years, assuming the current laws governing federal taxes and spending largely remain in place and that no significant additional emergency funding or aid is provided. As vaccination picks up and consumer sentiment improves, pent-up demand (and budget) for travel, leisure consumption, and recreation services could grow quickly in 2021. The $1.9 Trillion COVID-19 relief bill passed in the parliament is expected to significantly help the economic growth and sustenance.

According to the European Commission Winter 2021 economic forecast, the euro area economy is expected to grow by 3.8% in both 2021 and 2022.

After strong growth in the third quarter of 2020, economic activity contracted again in the fourth quarter of 2020 and in the first quarter of 2021 as a second wave of the pandemic triggered renewed containment measures. Economic growth is set to resume in the spring and gather momentum in the summer as vaccination programs progress and containment measures gradually ease. According to the Commission's forecast, inflation in the Euro area is set to increase from 0.3% in 2020 to 1.4% in 2021, before moderating slightly to 1.3% in 2022. However, the new lockdowns that are being instituted in various regions across Europe and the slower-than-expected vaccination rates are key risks to this forecast.

The UK is expected to grow at 4.5% in 2021, after contracting by 10% in 2020. A rapid roll-out of the vaccine is expected to facilitate relatively strong growth from Q2 onward, with Brexit-related trade frictions expected to ease from the second half of 2021. Government interventions and in particular, the Job Retention Scheme should help keep unemployment relatively low considering the magnitude of the shock to the economy. Most of the recent data for Q1 have been better than forecast and much stronger, showing the ability of businesses and consumers to adapt.

Emerging markets and developing economies are also projected to trace diverging recovery paths. Considerable differentiation is expected between China and other economies. The pandemic is expected to reverse the progress made in poverty reduction across the past two decades. Close to 90 Million people are likely to fall below the extreme poverty threshold during 2020–21.



Outlook

Recovery in global growth will largely be a function of how countries contain the pandemic and bounce back from its negative impact. Several countries have approved vaccines and are distributing them in a phased manner. Access to medical intervention, effectiveness of monetary policy support, exposure to cross-country spillovers are important factors that will drive the recovery.

India

India's economic output is expected to have declined by around 8% Y-o-Y in FY21, the biggest contraction since 1952. Even before the pandemic set in, India's GDP growth had slowed to a more than ten-year low of 4.2% in 2019, from 6.1% the previous year and 8.3% recorded in 2016. With the onset of the pandemic, the government focused on saving lives by imposing a nationwide lockdown that brought economic activities, barring a few essential services, to a standstill. Subsequently, to stabilize the economy and provide relief to the economically vulnerable sections, the Government of India announced a variety of measures, from food security and extra funds for healthcare and for the states, to sector-related incentives and tax deadline extensions. On March 26, 2020, a number of economic relief measures for the poor were announced totaling over ₹ 170,000 Crore ($24 Billion). The next day the Reserve Bank of India (RBI) announced a number of measures which would make available ₹ 374,000 Crore ($52 Billion) to the country's financial system. On May 12, 2020, the Prime Minister announced an overall economic stimulus package worth ₹ 20 Lakh Crore ($280 Billion), 10% of India's GDP. On October 12, 2020 and November 12, 2020, the government announced two more economic stimulus packages, taking the total relief and stimulus package to ₹ 29.87 Lakh Crore ($420 Billion).

The Indian economy is showing early signs of a broad V-shaped recovery, owing to the large public stimulus spends, revival of consumer confidence, robust financial markets and an uptick in manufacturing activity. Income levels and livelihood opportunities are expected to further improve in FY22, as economic recovery gathers pace and vaccine administration progresses. The Indian government has undertaken a slew of reforms, including labor reforms, corporate tax cuts and production linked incentives (PLIs) to steer the recovery. However, key factors that will drive this rebound include normal monsoons, success in averting a full-fledged second wave of COVID-19, and discretionary spending staying unaffected by cost pressures, particularly those stemming from high retail prices of petrol and diesel.

Outlook

Going ahead, accelerating global recovery, ample liquidity/low rates should aid activity. However, the second wave of the pandemic, rising input prices, MSME stress and weak labor market are some of the headwinds which should be taken into consideration. A combination of policy reforms, initiatives and digitization should continue to boost the Indian economy onto a higher growth trajectory. Amid this situation, it is crucial that monetary/fiscal policy support continues. The RBI is committed to keeping rates well anchored, but the government too needs to continue spending. The increase in international commodity prices and recurrence of global financial market volatility accentuate the downside risks. The upside, however, comes from (i) the vaccination program being sped up and increasingly extended to the wider segments of the population; (ii) the gradual release of pent-up demand; and (iii) the investment-enhancing and growth-supportive reform measures taken by the government. In the Governor's statement on April 7, 2021, the RBI has retained the projection for real GDP growth at 10.5% in 2021-22. The IMF projects India's growth rate at 12.5% in FY22.

RBI projects India's real GDP growth in 2021-22

10.5%

Industry review

The Indian IT industry accounted for 18.5% of the total global IT spend in FY20. For FY21, India's technology industry is expected to grow by 2.3% to touch $194 Billion (excluding e-commerce). Indian technology industry contributes ~8% share to the national GDP, with a 52% share of services exports, and a 50% share in total FDI (based on FDI inflows for the period April to September 2020).

Testifying to its growth, despite the downturn, the Indian tech industry continues to be a net hirer with significant focus on digital upskilling. The industry is expected to add over 138,000 net new hires in FY21, taking the total employee base to 4.47 Million. Digital talent pool is expected to cross 1.17 Million, growing at 32% over last year.

Interestingly, as the industry looks at leaner structures with more flexibility and faster adoption of cloud-based products and services in FY21, 60% of the industry CEOs expect larger digitization deals in 2021, with investments likely to recover in core sectors including BFSI, Retail and Manufacturing. 67% of CEOs polled in a NASSCOM 2021 CEO Survey expect the Indian tech sector to grow significantly higher in FY21 as compared to FY20.

India's digital talent pool in FY21

1.17 Million+

Indian IT industry's contribution to global IT spend in FY20

18.5%

Business review

For FY21, our USD revenue stood at $1,077 Million, up 0.5% in constant currency, and INR revenue stood at ₹ 79,678 Million up 2.6%. Our net profit stood at ₹ 11,105 Million, up 76%. The strong financial performance amidst the COVID-19 pandemic is a reflection of our commitment to deliver superior client satisfaction and provide consistent and competitive profitable growth to our investors and all other stakeholders.

Strengths & opportunities

Digital engineering services

Organizations across industry verticals are striving to be nimble and agile to respond to fast-paced changes in the environment they operate in. Most of them are competing with digital natives and accelerating the transformation of their core to enable technology-led business innovation. Additionally, new emerging technologies present a significant opportunity to drive innovation in all aspects of building and designing products, engaging customers through contextual experiences, managing enterprise processes and even pivoting to new business models.

Mindtree works with its customers in driving this transformation through Digital Engineering Services, enabling a shift from Enterprise IT to a Product IT Operating Model. Our approach brings together a unique integrated approach across Agile, DevSecOps, Automation and Program management to deliver success for our clients. Our work includes enabling comprehensive change for customers across the organization structure, culture and ways of working that value customer obsession, agility and a growth mindset above all.

We have developed an integrated Digital Engineering toolkit which brings together an Agile journey matrix, DevSecOps solution accelerators, a hyper-automation maturity improvement approach coupled with a bot library, a Program Management Body of Knowledge and a value stream management and our automation platform, Mindtree CAPE. These capabilities are delivered in unison and have helped our customers accelerate their time-to-market, improve resilience and optimize costs.

Immersive experiences

A sharp focus on customer experience, utilizing disruptive technologies to enhance and, in some cases, replace the physical interactions that we have been so used to, will be the foundation of the post-pandemic world. Mindtree has always been at the forefront of digital transformation for its customers and with the launch of our 'Immersive Aurora', where we bring together emerging technologies with legacy, we continue to expand horizons and create new possibilities for our clients.

- **VIRTUAL MARKETPLACES**
  Creates future e-commerce journeys enabling personalized virtual walkthroughs of stores using avatars, alongside helper avatars (virtual salespersons) guiding the purchase
- **AR TWIN**
  Combined with AI and IoT, will allow brands to not only monitor but also predict downtime and issues proactively
- **AR REMOTE SUPPORT**
  Will enable experts to guide on-field agents or even end-users remotely through complex tasks, thereby minimizing onsite presence or physical interactions
- **IMMERSIVE TRAINING**
  To enable enterprise to provide self-paced, avatar-guided, interactive trainings in the language of their choice; AR/VR, conversational AI merged with virtual simulations bring this to life
- **COGNITIVE CONTACT CENTRE**
  To cater to increasing call volumes, deploying a mix of voice (Smart IVR), non-voice (Chatbot) and visual (AR/VR/AI)-based bots; this enables enterprises to cater to increased demands effectively and efficiently

Core modernization and cloud migration

As the events of last year unfolded amid uncertainty, businesses have learnt the significance of being lean and nimble, while also preparing to seize growth opportunities quickly. In this journey, core modernization and cloud play foundation roles. Businesses are adopting cloud to fulfill the following objectives:

- **RE-DEFINING BUSINESS** to grow revenue, introduce new business models, increase wallet share and achieve faster time-to-market
- **RE-IMAGINING BUSINESS** by focusing on customer retention and revenue sustenance by focusing on value-led engagement through enhanced experience business to improve profitability by curtailing operating cost

Our approach to deliver value on clients' cloud investments are focused on delivering value across the cloud lifecycle from consulting to migration and operations. The cloud is prominent across all our service lines. Our ability to effectively collaborate across these service lines is what helps us to execute large transformational projects efficiently. We have built a robust platform-led operating model leveraging bots. Key strengths and highlights include:

- **COMPREHENSIVE MIGRATION PROCESS:** Our cloud transformation engagements involve assessing applications holistically before migrating, and redesigning workloads to leverage both IaaS and PaaS solutions. We use our continuous testing and DevOps capabilities, application monitoring, real-time analytics and automated troubleshooting to improve application performance, availability, and security
- **AUTOMATION FOCUSED:** Through our migration factory-led assessment, most of the processes are automated to speed up the entire process
- **CLOUD CENTRE OF EXCELLENCE:** We have built a cloud center of excellence where several architects and subject matter experts from Mindtree and the clients' organizations work together to streamline the entire cloud migration experience and enable a robust support system for the new environment

Our key accelerators and IPs include:

- **MINIMUM VIABLE CLOUD (MVC)**
  A cloud application management framework designed to accelerate development and deployment of cloud applications, which enables faster 'go to cloud' while lowering Total Cost of Ownership (TCO). MVC is a combination of methodologies, a framework of patterns, and a solution accelerator which is based on 12 Factor App principles. It decreases time to value by introducing repeatability and also reduces the number of technologies and tools that need to be maintained
- **CLOUD MANAGEMENT PLATFORM**
  MWatch is Mindtree's proprietary cloud management platform with strong integration capabilities and functionality of IT service management, monitoring, application performance management and log analytics providing integrated cloud operations and governance. It also facilitates easy accessibility and visibility of the entire IT landscape through a single pane of glass

Next-generation platforms

At Mindtree, we are investing in next generation platforms to bring in modernization and efficiency to our delivery. Our aim is to achieve platform unification, a system that combines engineering, project management and governance capabilities in a seamless, unified manner. We are creating a hyper-personalized digital ecosystem that contextually brings together all our enterprise systems in a composable environment. Every Mindtree Mind will have their own digital space that is personalized to their need and the projects they are engaged in. Every leader will be able to get contextualized metrics to enable data-driven decision making and governance. Every project will have access to an engineering environment, with all the necessary tools, platforms, and servers.

All these investments in next generation platforms not only enable us to efficiently cater to our client needs, but also gives us the opportunity to digitally transform their businesses. During this journey, we also ensure that the systems we create are resilient and bring in the highest level of security. We will continue to invest in future-ready talent, build differentiating intellectual properties, so that we are positioned well to continue to cater to the ever-evolving business dynamics.

Pervasive AI and applied intelligence

Customers continue to invest in digital transformation, along with capturing, organizing and gaining intelligence from data. The ubiquitous availability of networking and data has fueled augmented and automated decision-making using advanced Machine Learning (ML) and Artificial Intelligence (AI) models with a focus towards for process re-imagination.

In marketing, for example, organizations have shifted to data-driven marketing so that consumer acquisition cost, campaign effectiveness, customer lifetime value, Net Promoter Score and customer loyalty can be all linked, measured and monitored at an enterprise scale. Mindtree has invested in a tool called, **Decision Moments for Marketers**, which has a Consumer Analytics Framework, prebuilt Consumer Data Model and out-of-the-box AI and ML models across the value chain. This has been further strengthened with partnerships with consumer platforms of leaders like Adobe and Salesforce.

Similarly, in focused domain areas like CPG, we leverage platforms like **Apex**, which contain the domain data model, pre-built AI/ML models for channel excellence, optimizing stocks, maximizing must-sell and cross-sell features, to name a few.

In addition, we are constantly looking at AI applications across industries and process areas. Some of our work include:

- **AI-DRIVEN AUTO-QUOTATION SYSTEM**, which significantly reduces salesmen's time and effort to generate sales quotations, enabling more focus on product sales
- Extend the brand promise using **VISION ANALYTICS** to better enable sales representatives to guide prospective customers on beauty and healthcare requirements on the shop floor
- **VIRTUAL ASSISTANTS** to aid in initial customer interaction through seamless natural language experience, be it in conversations or smart Q&A, helping personalize interactions and improve agent productivity

These use cases are powered by Mindtree AI platforms which cut down time for training, data generation and time to value.

We are keenly focused on bringing in the right mix of human and machine intelligence to work collaboratively so that organizations can maximize business value of insights, while reducing cost and time to insight.

Automation

In our pursuit to make automation all-pervasive across the organization, we have implemented the practice of automation maturity model assessments for all our client projects. In the process, we are establishing a standard for automation maturity assessment in the industry and have defined a five-point scale to assess the maturity level spanning task level automation to predictive and adaptive automation. This assessment has been institutionalized across the organization at an industrial scale, with a defined methodology and tools, assisted by automation consultants. This is a continuous process to track and assess the progress each team is making. With the next generation platforms that we are developing, every team will have access to all the necessary tools to achieve automation excellence.

Alliances and partnerships

Mindtree works in an inherently competitive market that is evolving at an unprecedented rate due to advances in technology and customer demand. To meet this rising demand, global companies need to innovate and invest in disruptive technologies to better compete in the market. The technology ecosystem banks heavily on integrative solutions, which is why it is important for technology service providers and innovators to collaborate to create sustainable solutions. At Mindtree, our idea of collaboration and partnership is to deliver appropriate technology solutions to new and existing clients which result in better business outputs and outcomes for them.

Our key partner relationships

Microsoft

As a Microsoft Gold Cloud Partner, we leverage our close Microsoft partnership to deliver digital transformation services our clients need to succeed in a cloud-first world. We have been recognized as a Microsoft Azure Expert Managed Service Provider (MSP), signifying our expertise in cloud services, assuring Microsoft customers that they are working with a trusted partner for the support of Azure implementations. We have achieved Microsoft Gold competency in DevOps which enables us to leverage powerful and exclusive go-to-market offers and programs. Our Azure managed CloudOps includes built-in disaster recovery and provides support for customers from assessment through validation. We have also invested significant resources and efforts in developing an integrated IT infrastructure management and service platform, MWatch, for automation and orchestration of Azure environments. We recently announced the launch of a dedicated Microsoft go-to-market business unit centered on building new solutions based on Microsoft platforms and technologies, as well as developing the next generation of talent across the Mindtree organization globally. As a part of this, we will expand our Global Azure Experience Center in Redmond and leverage our Microsoft Excellence Academy to ensure our technical professionals are proficient and certified on Microsoft Azure technologies.

salesforce

As a Salesforce Platinum partner, we tap into the transformational potential of Salesforce to change the way you do business through Magnet360, our Salesforce practice. Our core Salesforce expertise in implementing and integrating Salesforce's sale, service cloud, marketing automation solutions in conjunction with Salesforce Community Cloud help clients connect with their customers at the right time. We also have Salesforce-related expertise in:

- B2B/B2Commerce commerce solutions
- Salesforce industry cloud solutions
- AppExchange product development
- Heroku platform application development
- Cloud-based social listening solutions

Our Munich Center of Excellence (CoE) spans the full range of the Salesforce Customer Success Platform, including Sales Cloud, Service Cloud and Community Cloud. The center provides Europe-based clients with end-to-end Salesforce consulting, development, delivery and support.

aws

Mindtree is an Advanced Consulting Partner in the Amazon Partner Network (APN) for Amazon Web Services (AWS). Together, we have helped several enterprises to successfully migrate to the cloud. This partnership combined with the strength of 1,500+ cloud experts within Mindtree help provide AWS's extended services to our client base, effectively and efficiently. We offer a wide range of AWS-related services—from determining TCO to planning IT budgets and determining migration plans. From advisory to operations, we take a holistic approach to transform businesses. Mindtree is a partner in:

- AWS Channel Reseller Program
- AWS Service Delivery Program
- AWS Public Sector Partner Program
- AWS Managed Service Program

As a Platinum-level Business Partner, we are committed to helping brands deliver contextual and personalized experiences. Our partnership with Adobe brings together a full suite of customer experience transformation services to accelerate our clients' digital transformation journey. We bring domain experience, expertise in Adobe experience cloud and capability to scale globally. Together, we help our clients drive faster conversions and increase customer lifetime value.

Google

Mindtree is a Premier Google Partner for Google Cloud Platform (GCP) and offer our clients a complete spectrum of Google Cloud services that include big data services, cloud migration and transformation, application development, data science, artificial intelligence, and machine learning. We recently achieved the Google Cloud Partner specialization in application development. This specialization highlights our expertise and success in building customer solutions in application development using Google Cloud technology. In addition, we are empaneled with Google's 'Professional Services Organization' (PSO), underscoring our ability to deliver end-to-end projects to clients. We are also part of the Google Cloud Partner Advantage Program, designed to provide Google Cloud customers with qualified partners that have demonstrated technical proficiency and proven success in specialized solution and service areas.

SAP

Mindtree and SAP have been strategic partners since 2008. Today, the relationship is even stronger due to Mindtree's 2015 acquisition of Bluefin Solutions, a Gold Partner and considered one of SAP's go-to HANA innovation partners. Mindtree's Bluefin deploys cutting-edge enterprise solutions around the world. We are currently the only integrated service provider in the world with expertise on the SAP HANA platform across all three major public cloud platforms: Amazon Web Services, Microsoft Azure and Google Cloud. Mindtree is also one of a handful of Lighthouse Partners, which lets us offer customers SAP's re-imagined enterprise resource planning solution, SAP S/4HANA via the public cloud. Our SAP Centers of Excellence (CoE) cover seven areas:

- HANA and business intelligence
- S/4HANA
- Enterprise Performance Management
- Customer engagement
- Mobility, UX and development
- Database and technology
- Project management

servicenow

Mindtree's strategic partnership with ServiceNow spans programs like Sales, Services, Service Provider and Technology Partner Program. Other than ITSM, our ServiceNow Practice will focus on other platform capabilities like ITOM, IRM, SecOps, ITBM, HRSD, CSM and custom application development. Our focus is to build business solutions IPs on the ServiceNow platform and take it to market through the App Store and OEM model. We have also invested in the multi-tenant platform to provide solutions through the shared MSP program.

Customer focus

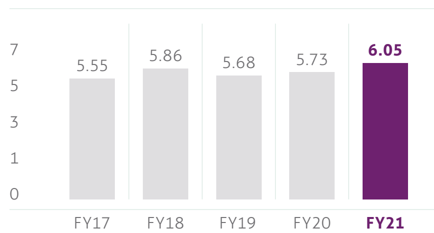
Customer satisfaction is one of the key performance indicators in a typical services industry. At Mindtree, we give utmost importance to our client relationships and strive to provide the best business and technical solutions to forge lasting relationships.

We regularly gather customer feedback through quarterly Project Feedback Survey (PFS) and annual Customer Experience Survey

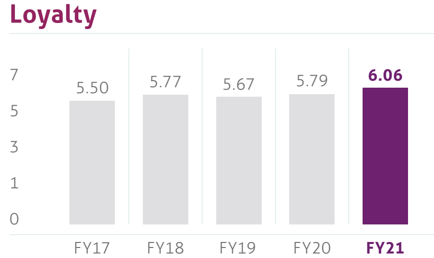
(CES), which helps in monitoring account health and interest, and provides us the opportunity to understand how we can improve our services. The feedback, across all spheres of engagement, provides us key insights to understand our client partnerships, best practices and strive to become even better partners.

We have stayed strong to our core values of Collaborative Spirit, Unrelenting Dedication, and Expert Thinking even in times of turmoil and remained flexible to best partner with our clients as they navigated the uncertain environment. Our excellent results across all facets of the CES, which were one of our highest ever, across both response and rating, are a clear evidence of the dedicated efforts of our teams and our disciplined execution.

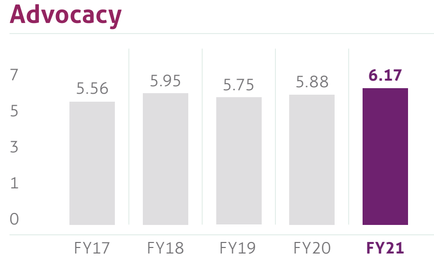
Satisfaction



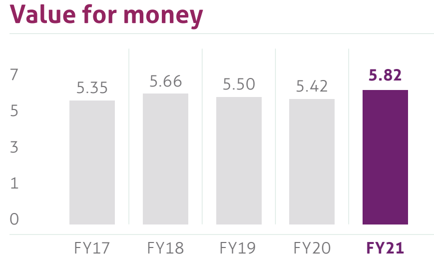
Loyalty



Advocacy



Value for money



Strategy

Our strategy is to deliver unmatched services to our clients through deep domain knowledge and technical expertise. In FY20, we looked at the buying patterns of our clients and accordingly created the nomenclature and realigned our focus areas into what we call the 4x4x4 – 4 Industry Groups, 4 Service Lines and 4 Geography Clusters. This helps us sharpen focus, capabilities and solution offerings, and create a differentiated value proposition. It also helps clients consume our services seamlessly and provides us opportunities to cross-sell and up-sell more effectively. We believe focusing on these areas will enable us to attain market leadership in our identified business segments.

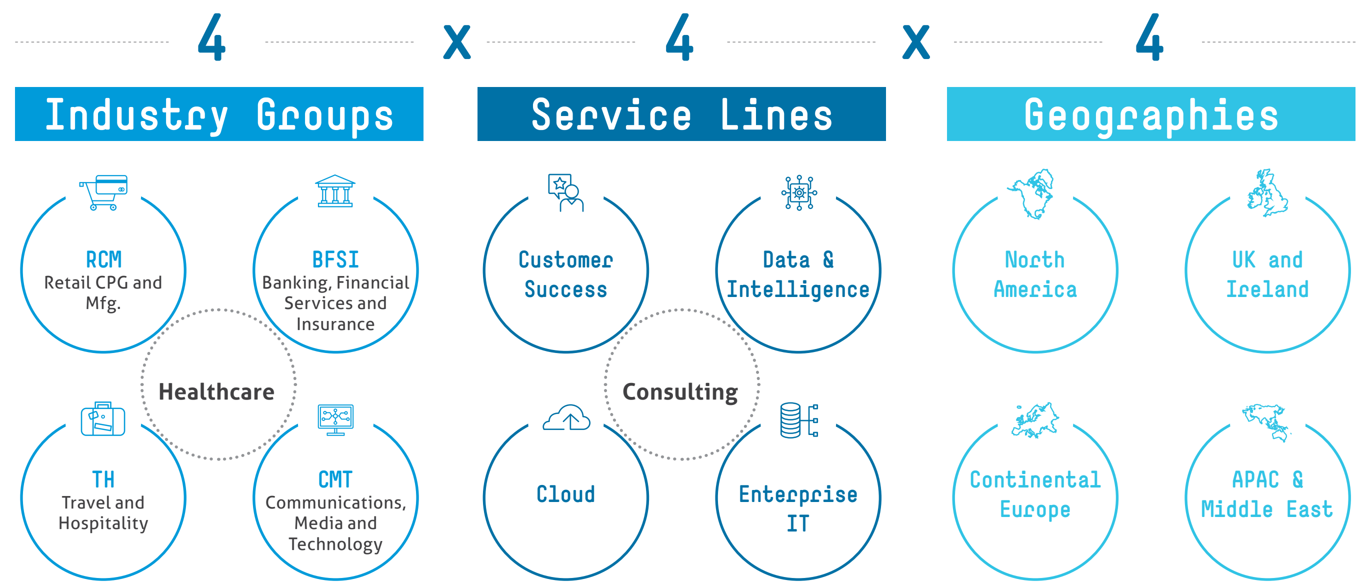
Customer satisfaction survey score

6.05/7

Our strategy has been developed using three guiding principles:

- **SIMPLIFY:** Ways of working to enhance focus on delivering agile, integrated, and efficient solutions
- **DIFFERENTIATE:** Through domain depth, IP and end-to-end digital transformation capabilities
- **CHANGE:** Align with the ever-evolving technology landscape and client expectations

Along with this, our focus will also be on opportunistic M&A, alliance and partnership building, along with creating future-ready talent.



For more details on strategy, please refer PG.44

Financial performance

An overview of the consolidated financial results for FY21 and FY20.

Particulars	FY21		FY20		Increase/ (Decrease) %
	₹ in Million	% of revenue	₹ in Million	% of revenue	
Income from operations	79,678	100.0%	77,643	100.0%	2.6%
Expenses:					
Employee benefits expense	51,132	64.2%	50,647	65.2%	1.0%
Other expenses	11,979	15.0%	16,098	20.7%	-25.6%
Earnings before interest, tax, depreciation and amortisation (EBITDA)	**16,567**	**20.8%**	**10,898**	**14.0%**	**52.0%**
Other income (net)	1,231	1.5%	756	1.0%	62.8%
Foreign exchange gain/(loss)	286	0.4%	(83)	-0.1%	-444.6%
Finance costs	504	0.6%	529	0.7%	-4.7%
Depreciation and amortisation expense	2,596	3.3%	2,754	3.5%	-5.7%
Profit before tax	**14,984**	**18.8%**	**8,288**	**10.7%**	**80.8%**
Tax expense	3,879	4.9%	1,979	2.5%	96.0%
Profit after tax (PAT)	**11,105**	**13.9%**	**6,309**	**8.1%**	**76.0%**

Key financial ratios

Financial ratios	FY21	FY20
Debtors turnover ratio	5.874	5.597
Interest coverage ratio	30.730	16.667
Current ratio	2.873	2.459
Debt equity ratio	0.1245	0.1795
EBITDA margin	20.8%	14.0%
Net profit margin	13.9%	8.1%
Return on net worth	29.7%	19.5%

Improvement in interest coverage ratio is due to higher profit for the year. Improvement in net profit margin and return on net worth is due to decrease in other expenses mainly due to decrease in travel expenses.

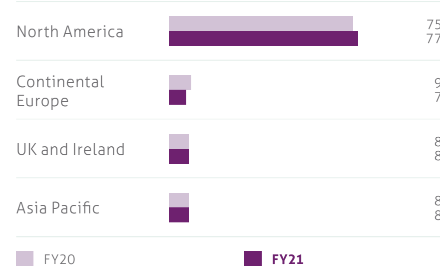
Income

USD revenue for FY21 dropped by 1.1% to $1,077 Million while INR revenue rose 2.6% to ₹ 79,678 Million. We analyze our revenue (in USD terms) based on various parameters:

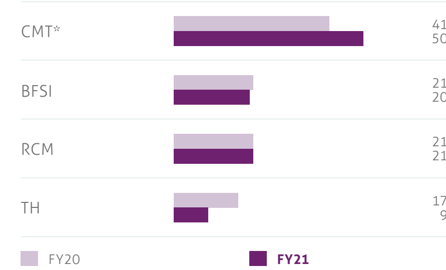
- **REVENUE BY VERTICAL:** Communications, Media & Technology (CMT) grew 20.7%, Banking, Financial Services and Insurance (BFSI) dropped by 8.6% and Travel and Hospitality (TH) dropped by 47.5%.
- **REVENUE BY GEOGRAPHY:** North America grew 2.6%, Continental Europe dropped by 16.6%, UK and Ireland dropped by 9.3%, Asia Pacific (APAC) dropped by 10.2%.
- **REVENUE BY SERVICE OFFERING:** Cloud grew 27.1%, Data & Intelligence grew 9.6%, Customer Success dropped by 6.5%, Enterprise IT dropped by 12.5%.
- **REVENUE BY MIX:** Offshore was up 6.1%, while Onsite was down by 5.8%.

A graphical representation of revenue analysis based on various parameters is given below.

Revenue distribution by geography (%)

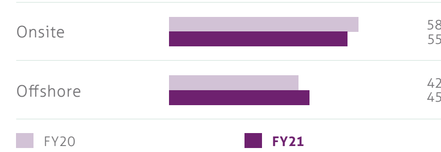


Revenue distribution by industry (%)

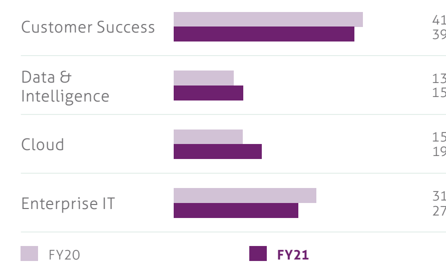


** Erstwhile Hi-Tech*

Revenue by distribution mix (%)



Revenue distribution by service offering (%)



Our active customers list as on March 31, 2021 stood at 270 against 307 in the previous year. The number of $10 Million clients were 20 as at March 31, 2021 as against 23 in the previous year.

Other income (excluding foreign exchange loss/gain)

Other income in FY21 has increased to ₹ 1,231 Million from ₹ 756 Million during the previous year. The increase is mainly on account of gain on fair valuation of investment in mutual funds and perpetual bonds by ₹ 400 Million, increase in net gain on termination of right-of-use assets by ₹ 25 Million and increase in net gain on disposal of property, plant and equipment by ₹ 33 Million.

Foreign exchange loss / gain

Foreign exchange gain in FY21 was ₹ 286 Million as against a foreign exchange loss of ₹ 83 Million in the previous year, primarily due to impact of foreign exchange gain on lease liability and other monetary items offset by foreign exchange loss on trade receivables net of hedges.

Management Discussion and Analysis

Expenses

EMPLOYEE BENEFITS EXPENSE

Employee benefits expenses account for 64.2% of our total revenue and are a major part of our total expenses. The expenses include fixed as well as variable components of employees' salaries, contribution to provident fund and gratuity. Stock-based compensation and staff welfare expenses also form a part of that cost. Break-up of this head of expenses in comparison with previous year numbers is given below:

Particulars	FY21		FY20		Increase/ (Decrease) %
	₹ in Million	% of revenue	₹ in Million	% of revenue	
Salaries and wages	46,719	58.6%	46,962	60.5%	-0.5%
Contribution to provident and other funds	4,084	5.1%	3,205	4.1%	27.4%
Share based payments to employees	99	0.1%	102	0.1%	-2.9%
Staff welfare expenses	230	0.3%	378	0.5%	-39.2%
Total	**51,132**	**64.2%**	**50,647**	**65.2%**	**1.0%**

Total employee benefits expenses has increased by 1%. As a percentage of revenue, employee benefits expenses decreased from 65.2% in FY20 to 64.2% in FY21. During FY21, contribution to provident fund has increased majorly due to provision for provident fund dues amounting to ₹ 659 Million as referred in the note 34 (f) of the consolidated financial statements.

Other expenses (excluding foreign exchange loss/gain)

Other expenses comprise of all other incidental costs apart from employee benefits costs like travel, sub-contractor charges, rent, computer consumables etc. The break-up of the same is as given below:

Particulars	FY21		FY20		Increase/ (Decrease) %
	₹ in Million	% of revenue	₹ in Million	% of revenue	
Travel expenses	762	1.0%	3,265	4.2%	-76.7%
Communication expenses	583	0.7%	691	0.9%	-15.6%
Sub-contractor charges	5,730	7.2%	6,208	8.0%	-7.7%
Computer consumables	1,514	1.9%	1,166	1.5%	29.8%
Legal and professional charges	526	0.7%	599	0.8%	-12.2%
Power and fuel	168	0.2%	313	0.4%	-46.3%
Lease rentals	115	0.1%	170	0.2%	-32.4%
Repairs and maintenance					
- Buildings	282	0.4%	383	0.5%	-26.4%
- Machinery	43	0.1%	59	0.1%	-27.1%
Insurance	105	0.1%	95	0.1%	10.5%
Rates and taxes	534	0.7%	344	0.4%	55.2%
Other expenses	1,617	2.0%	2,805	3.6%	-42.4%
Total	**11,979**	**15.0%**	**16,098**	**20.7%**	**-25.6%**

Other expenses decreased by 25.6% year on year mainly due to decrease in travel expenses, sub-contractor charges, communication expenses and power and fuel. The rest of the decrease could be attributed to decrease in sales and marketing expenses, recruitment expenses and one-time expenses for FY20 that included donation to PM CARES amounting to ₹ 200 Million. Other expenses, as a percentage of revenue has decreased by 5.7%. These costs decreased due to cost-optimization drive as well as emergence of COVID-19 pandemic.

PROFITABILITY AND MARGINS

- PAT margin increased by 5.8%, and as a percentage of revenue, increased from 8.1% to 13.9% in FY21
- EBITDA margin increased from 14.0% in FY20 to 20.8% in FY21
- Effective tax rate was at 25.9% in FY21 as compared with 23.9% in FY20

SEGMENTAL REPORTING

The CEO & MD of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. The CODM evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by industry classes. Accordingly, segment information has been presented for industry classes.

The Group is structured into four reportable business segments – Retail, CPG and Manufacturing (RCM), Banking, Financial Services and Insurance (BFSI), Communications, Media and Technology (CMT) (erstwhile High Technology and Media - Hi-tech) and Travel and Hospitality (TH). The reportable business segments are in line with the segment wise information which is being presented to the CODM.

Each segment item reported is measured at the measure used to report to the CODM for the purposes of making decisions about allocating resources to the segment and assessing its performance.

Geographic information is based on business sources from that geographic region and delivered from both on-site and off-shore. The geographic regions comprise North America, Continental Europe, UK and Ireland and Asia Pacific (includes Rest of the World). During FY21, the geographic regions were classified as America comprising of the United States of America and Canada, Europe including Continental Europe

and United Kingdom; Rest of the world comprising of all other geographies except those mentioned above and India. Accordingly, the comparative numbers have been restated to give effect to the change in geographic information.

Income and direct expenses in relation to segments are categorized 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 Management therefore believes that it is not practical to provide segment disclosures relating to such expenses and accordingly such expenses are separately disclosed as 'unallocated' and directly charged against total income.

CODM does not review assets and liabilities at reportable segments level, hence segment disclosure relating to total assets and liabilities has not been provided. Geographical information on revenue and industry revenue information is collated based on individual customers' invoices or in relation to which the revenue is otherwise recognized.

Amount in ₹ Million

Statement of Income	FY21	FY20
Segment revenue from external customers		
RCM	17,166	16,439
BFSI	15,632	16,479
CMT	39,835	31,793
TH	7,045	12,932
Total	**79,678**	**77,643**
Segment operating income		
RCM	3,684	2,844
BFSI	3,310	2,001
CMT	8,891	4,754
TH	682	1,299
Total	**16,567**	**10,898**
Depreciation and amortization expense	(2,596)	(2,754)
Profit for the year before finance expenses, other income and tax	**13,971**	**8,144**
Finance costs	(504)	(529)
Other income	1,065	567
Interest income	166	189
Foreign exchange gain/ (loss)	286	(83)
Net profit before taxes	**14,984**	**8,288**
Income taxes	(3,879)	(1,979)
Net profit after taxes	**11,105**	**6,309**

Significant changes in Balance Sheet items

- Other equity increased by ₹ 11,621 Million primarily due to the following movements:
  - Balance in the statement of profit and loss increased by ₹ 7,962 Million from ₹ 30,602 Million to ₹ 38,564 Million due to current year profit of ₹ 11,105 Million, which is offset by payment of dividend of ₹ 2,881 Million
  - The gain arising from the change in the effective portion of cash flow hedge (changes in the fair value of the derivative hedging instrument designated as a cash flow hedge) to the extent of ₹ 3,387 Million
- Non-current liabilities decreased from ₹ 6,762 Million to ₹ 4,498 Million in the current year primarily due to decrease in derivative financial instruments by ₹ 1,744 Million and decrease in lease liabilities by ₹ 472 Million
- Current liabilities increased by ₹ 2,690 Million mainly due to increase in provision for compensated absences by ₹ 588 Million, provision for disputed dues by ₹ 664 Million, increase in tax liabilities by ₹ 998 Million and increase in lease liabilities by ₹ 186 Million
- Our cash and current investments (net of short-term borrowings and book overdraft) increased from ₹ 12,809 Million as at March 31, 2020 to ₹ 26,904 Million as at March 31, 2021, mainly due to cash generated from operations of ₹ 19,960 Million offset by dividend-payout (including dividend distribution tax) and payment of lease liabilities (including finance cost)
- Days Sales Outstanding (DSO) as at March 31, 2021 was 60 days as compared to 66 days as at March 31, 2020

Dividend for FY21

₹ **2,881** Million

Cash and current investments (net of short-term borrowings and book overdraft) increased to

₹ **26,904** Million

People focus, learning and high-performance culture

At Mindtree, we have always prided ourselves on our unique culture and people practices. We seek to bring together people with different views, skills, and backgrounds to create the Mindtree of our vision – 'expertise led, culture backed'. We have recognized people as our greatest assets and consider them as our brand ambassadors. We refer to them as 'Mindtree Minds'.

Navigating COVID-19

Over the last few months, everyone has had to adjust to a new normal due to the outbreak of COVID-19. Like any other institution, when we found ourselves in the thick of an unprecedented situation, we took all possible measures to mitigate potential losses on every level – customers, employees, and other stakeholders. Some of the prominent measures are:

- Established a War Room. Mindtree devised a four-pronged plan comprising different but essential areas – health and safety, business continuity, client support, and communications. A war room was set up, and a core Crisis Response Team was formed
- Crisis Management Teams were set up to support Mindtree Minds and projects. There was a central team managing the communication across all the local teams
- Survey launched among 18,000 Mindtree Minds; 97% of them responded by saying that they are getting sufficient updates from the organization on the initiatives taken during the pandemic
- Remote support BCP was enabled immediately for all. By March 24, 2020, 98.5% Mindtree Minds in India were working from home (WFH) and by March 27, 2020, 99% were WFH globally

- Exclusive tie-up with hospitals and lodges – arranging ambulances, ventilators, COVID beds, online doctor consultations. COVID super top-up insurance covering home quarantine expenses. Counselling session for Mindtree Minds and dependents
- Social distancing implemented across the campus. In addition, foot operated door openers, pedal operated taps, sanitization of high touch points, disinfectant treatment and fumigation was undertaken
- 'Work from Office' approval process and self-declaration form (SDF) process was automated for the convenience of our Mindtree Minds

Work ethos

We engaged with a consultant, Spencer Stuart, to do a comprehensive exercise on understanding our current work ethos, and to articulate our desired work ethos for the future – to retain the strengths that will continue to be relevant and change the ones which could get in the way of achieving our ambitions.

This involved a diagnostic phase, where we surveyed an inclusive representation of over 10,300 Minds across different competencies, geographies, gender and tenure to understand the current work ethos.

This was followed by focused group discussions with a representative sample of employees to get a better understanding of the sentiment and responses to the survey. We also conducted individual style profiling for select leadership, and leadership interviews.

Following this, we held leadership workshops where the consultants shared the analysis of the organizational survey to help us better understand our current work ethos and employee sentiment. During the workshops, the leadership team jointly articulated our desired work ethos for the future. The individual style profiles of the leaders helped them understand and reflect on how we, individually and as a leadership collectively, can become role models and build the desired work ethos from the front.

For more details on people performance, please refer PG.64

Mindtree Minds	FY21	FY20
Total Mindtree Minds	23,814	21,991
Software professionals	22,540	20,817
S&M	312	229
G&A	962	945
Nationalities*	86	80
Attrition (Last Twelve Months)	12.1%	17.4%
Lady Mindtree Minds	32%	32%

**Nationalities represent the count of countries to which Mindtree Minds belong to.*

No. of software professionals in FY21
22,540

Lady Mindtree Minds
32%

References:

https://www.imf.org/en/Publications/WEO/Issues/2021/01/26/2021-world-economic-outlook-update

https://www.cbo.gov/publication/56982

https://ec.europa.eu/commission/presscorner/detail/en/ip_21_504

https://assets.kpmg/content/dam/kpmg/uk/pdf/2021/03/kpmg-global-economic-outlook-march-2021-final.pdf

https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/970101/Forecomp_March_2021.pdf

https://www.nationalheraldindia.com/india/pandemic-further-increases-the-gdp-gap-between-india-and-china

https://nasscom.in/sites/default/files/media_pdf/Press%20Release%20-%20Indian%20Technology%20Industry%20Poised%20for%20a%20Significant%20Growth.pdf

Internal control systems

Mindtree has an Internal Control system, commensurate with the size, scale and complexity of its operations.

For more details, please refer PG.127

Threats, risks and concerns

Mindtree is exposed to a wide variety of connected and interconnected risks. To ensure suitable risk prioritization and mitigation, we identify the internal and external events that may affect our strategies and potentially impact our results, capital and reputation. Enterprise Risk Management (ERM) enables the management to efficiently deal with uncertainty and the associated risks and opportunities, together with enhancing the capacity to build shareholder value.

For more details, please refer PG.49 and PG.182

Outlook

Considering the current challenges, there will be some pressure on the margin in the near term; however, our profitable growth strategy remains intact and will continue to drive operational efficiency in our business. We are well equipped to handle the global crisis based on the business continuity plan we have successfully implemented to ensure the health and safety of our employees while fully supporting our clients worldwide.

Our endeavor is to continue with industry-leading profitable-growth in FY22 and sustain EBITDA margin above 20%. We are driving to strengthen our Finance team to be a business-enabler and support large and complex annuity deals that the organization is targeting. We are simplifying and automating Finance processes to make it agile to suit the dynamic business needs, more control-oriented and driving forward-looking analytics for better decision-making. As remote working continues to be a norm, we are making significant investment towards data-protection initiatives and strengthening cybersecurity.

Our 4X4X4 strategy is resonating very well with our clients. We continue to witness strong demand across our chosen service lines, industries and geographies. Our strategic investments in people, technology and partnerships are opening up numerous opportunities for us to redefine possibilities for our clients.

Forward-looking statement

Readers are cautioned that this discussion contains forward-looking statements that involve risks and uncertainties. When used in this discussion, the words 'anticipate', 'believe', 'estimate', 'intend', 'will' and 'expect' and other similar expressions as they relate to the Company or its business are intended to identify such forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether because of new information, future events, or otherwise. Actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of their dates. The above discussion and analysis should be read in conjunction with the Company's financial statements included in this report and the notes thereto. Investors are also requested to note that this discussion is based on the consolidated financial results of the Company.

Safe harbor

Certain statements in this release concerning our future growth prospects are forward-looking statements, which involve a number of risks, and uncertainties that could cause our actual results to differ materially from those in such forward-looking statements. The conditions caused by the COVID-19 pandemic could decrease customer's technology spending, affecting demand for our services, delaying prospective customers' purchasing decisions, and impacting our ability to provide on-site consulting services; all of which could adversely affect our future revenue, margin and overall financial performance. Our operations may also be negatively affected by a range of external factors related to the COVID-19 pandemic that are not within our control. We do not undertake to update any forward-looking statement that may be made from time to time by us or on our behalf.

BUSINESS RESPONSIBILITY REPORT

Committed to the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVG – SEERB), Mindtree reports on the nine principles as envisaged in the aforesaid guidelines in the Business Responsibility Report (BRR) of its Integrated Annual Report. The Company also publishes a comprehensive Sustainability Report annually.

The Business Responsibility Report includes responses to questions on the Mindtree's practices and performance on key principles defined by Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, covering topics across environment, governance, and stakeholder relationships. The Company has provided cross-references to the reported data within the main sections of this Integrated Annual Report for all aspects that are material to the Company and its stakeholders.

SECTION A: General information about the company

1. Corporate Identity Number (CIN) of the Company: L72200KA1999PLC025564.
2. Name of the Company: Mindtree Limited.
3. Registered address: Mindtree Ltd, Global Village, RVCE Post, Mysore Road, Bengaluru-560059, Karnataka, India.
4. Website: www.mindtree.com.
5. E-mail id: investors@mindtree.com.
6. Financial Year reported: April 1, 2020 - March 31, 2021.
7. Sector(s) that the Company is engaged in (industrial activity code-wise: Information Technology Sector).
8. List three key products/services that the Company manufactures/provides (as in balance sheet): The Company provides services in the area of Application Development and Maintenance, Infrastructure Support, Data Analytics, Automation, Testing and Package Solutions.
9. Total number of locations where business activity is undertaken by the Company: Please refer to our website for details : https://www.mindtree.com/about/locations.
10. Markets served by the Company – Local/State/National/ International: North America, UK & Ireland, Continental Europe, Asia Pacific and the Middle East, India.

SECTION B: Financial details of the company (on consolidated basis)

1. Paid up Capital (INR): 1,647 million
2. Total Turnover (INR): 79,678 million
3. Total profit after taxes (INR): 11,105 million
4. Total Spending on Corporate Social Responsibility (CSR) percentage of profit after tax (%): As disclosed in the Directors' Report-Annexure 6.
5. List of activities in which expenditure in 4 above has been incurred: A detailed table is disclosed in the Directors' Report-Annexure 6.

SECTION C: Other details

1. Does the Company have any Subsidiary Company/ Companies?

   The Company has 2 direct subsidiaries outside India.

2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s):

   Our responsibility practices and reporting are focused on India, our home ground. However, our subsidiaries share our vision and values and are responsible businesses.

3. Do any other entity/entities (e.g. suppliers, distributors etc.,) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30- 60%, More than 60%]

   Mindtree engages its suppliers in the company's vendor engagement forums from time to time, as part of our responsibility initiative, and our vendors are glad to participate in these forums and share feedback and suggestions for a mutually beneficial relationship.

SECTION D: BR Information

1. Details of Director/Directors responsible for BR

   (a) Details of the Director/ Director responsible for implementation of the BR policy/policies

      i. DIN Number: 00823966

      ii. Name: Debashis Chatterjee

      iii. Designation : CEO & Managing Director

   (b) Details of the BR head

No.	Particulars	Details
1	DIN Number (if applicable)	00823966
2	Name	Debashis Chatterjee
3	Designation	CEO & Managing Director
4	Telephone number	080-67064000
5	e-mail id	DC@mindtree.com

2. Principle-wise (as per NVGs) BR Policy/policies

   (a) Details of compliance (Reply in Y/N)

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	Do you have a policy/ policies for	Y	Y	Y	Y	Y	Y	N	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y		Y	Y
3	Does the policy conform to any national / international standards? If yes, specify? (50 words) People policies including POSH, non-discrimination, ethics such as whistle blower policy, anti- slavery policy etc. are as per the national and global norms. Other policies (e.g. sustainability, CSR, Environmental Health & Safety (EH&S) have originated internally from our values.	Y	Y	Y	Y	Y	Y		Y	Y
4	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y		Y	Y
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y		Y	Y
6	Indicate the link for the policy to be viewed online?	Links are provided below this table								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y		Y	Y
8	Does the company have in-house structure to implement the policy/ policies?	Y	Y	Y	Y	Y	Y		Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y		Y	Y
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y		N	Y

Website links to our policies:

Policy 1 : Whistle Blower Policy

https://www.mindtree.com/sites/default/files/2019-12/mindtree-whistle-blower-policy.pdf

Anti-Slavery and Anti-Human Trafficking Statement

https://www.mindtree.com/sites/default/files/2020-04/modern-slavery-statement-mindtree.pdf

Integrity Policy

http://www.mindtree.com/code-conduct

Policy 2 : Sustainability Policy

https://www.mindtree.com/sites/default/files/2021-01/mindtree-sustainability-policy.pdf

Environmental Health & Safety Policy

https://www.mindtree.com/sites/default/files/2018-08/EHS-Policy-Aug2018_0.pdf

Policy 3 : Equal Opportunity Policy

https://www.mindtree.com/sites/default/files/2017-12/Equal%20Opportunity%20Policy%20New.pdf

Policy 4 : Equal Opportunity Policy

https://www.mindtree.com/sites/default/files/2017-12/Equal%20Opportunity%20Policy%20New.pdf

Also, Reasonable Accommodation policy (internally published)

Policy 5 : Equal Opportunity policy

https://www.mindtree.com/sites/default/files/2017-12/Equal%20Opportunity%20Policy%20New.pdf

Policy 6 : Environmental Health & Safety Policy

https://www.mindtree.com/sites/default/files/2018-08/EHS-Policy-Aug2018_0.pdf

Policy 7 : There is no distinct policy on public advocacy. Please refer to the details given under Principle 7 of this Report for details of Mindtree's advocacy and outreach engagements.

Policy 8 : Corporate Social Responsibility Policy

https://www.mindtree.com/about/investors/policies/policy-corporate-social-responsibility

Policy 9 : Code of Conduct

http://www.mindtree.com/code-conduct

b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	The company has not understood the Principles									
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)							✓		

✓ There is no distinct policy on public advocacy. Please refer to the details given under Principle 7 of this report for details of our advocacy and outreach engagements.

3. Governance related to BR

   a. Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year?

      The CSR Committee has met in the time frame of 3-6 months during the FY 2020-21. Two meetings were held during the FY 2020-21

   b. Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

      BRR is a part of Annual Report. Mindtree publishes its Sustainability report every year. https://www.mindtree.com/about/sustainability

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs / Others?

   - Mindtree is a strong endorser of ethics and has stringent, 'zero tolerance' stance towards lack of integrity. Our integrity policy is all pervasive, across locations and units, with our training on integrity covering all our people and contractors. Our suppliers are bound by our code of conduct. Our business partners and NGO partners are aligned to our ethical values.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

   - All the 31 complaints received from shareholders were resolved during the year.
   - 247 grievances received from employees, all of them were resolved.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

   - Being a software solutions Company, our products and services do not involve ESG risks. Our commitment to the precautionary principle keeps us vigilant on our processes and operations regarding energy, emissions, water and waste management. Our CDP Report is a testimony to our efforts. Mindtree Foundation is engaged in numerous community engagement initiatives. Our CSR platforms are focussed on leveraging technology for addressing social and environmental risks in the larger society and creating sustainable value over years.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):

   a. Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

   b. Reduction during usage by consumers (energy, water) has been achieved since the previous year?

      Not applicable on product-basis. (However, our achievements in operational resource conservation and overall climate change risk mitigation efforts are shared in our CDP report and sustainability report.

3. Does the company have procedures in place for sustainable sourcing (including transportation)?

   a. If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

      Mindtree is a strong believer in local sourcing when it comes to talent and materials. Local hiring is a norm across Mindtree. Our local hiring at outside India locations also has increased over the years. Procurement of materials from local sources is a smart strategy we have been following for years, since it reduces time, cost and efforts in procurement, apart from being responsible to the growth of supply base around our locations. Our sustainability report shares the details of our performance on local hiring and sourcing.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

   a. If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

      Minorities and women entrepreneurs do have a place of attention in our procurement practice. They form an important segment of our supply base. We are in the process of establishing the capacity enhancement measures for this segment.

5. Does the company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

   Recycle and reuse principle takes not only systemic structures and capacity but also advocacy and awareness. Our investments in recycling have gone a long way in resource conservation, and our recycling efficiencies have always been high. Our advocacy and awareness campaigns have also worked hard towards decreasing generation of waste in the first place. Our people have enthusiastically spearheaded waste management efforts, details are made available in our sustainability report. Also refer to our Integrated Reporting for more details.

Principle 3: Businesses should promote the well-being of all employees

1. Please indicate the Total number of employees: 23,814
2. Please indicate the Total number of employees hired on temporary/contractual/casual basis: 2,330
3. Please indicate the Number of permanent women employees: 7,663
4. Please indicate the Number of permanent employees with disabilities: 44
5. Do you have an employee association that is recognized by management? No.
6. What percentage of your permanent employees is members of this recognized employee association? N.A.
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, and sexual harassment in the last financial year and pending, as on the end of the financial year.

Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
Sexual harassment	Nil	Nil

   There have been no complaints relating to child labour, forced labour, involuntary labour during the year.

8. What percentage of your under mentioned employees were given safety & skill upgradation training in the last year?
   (a) Permanent Employees: 94%
   b) Permanent Women Employees: 94%
   c) Casual/Temporary/Contractual Employees:76%
   d) Employees with Disabilities: 98%

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

1. Has the company mapped its internal and external stakeholders?
   - Yes
2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?
   - Yes
3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.
   - Our CSR endeavours focus attention towards the disadvantaged, vulnerable and marginalised stakeholders. Our Mindtree Foundation spreads its initiatives across education for the under privileged, support for people with disabilities, and empowering the women and youth of the country. Please refer to our Website, Directors' report and Sustainability report for the details.

Principle 5: Businesses should respect and promote human rights

1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/ Suppliers/ Contractors/ NGOs/Others?
   - We endorse the importance of human rights at all levels at all times. Mindtree has been envisaged and designed from the beginning as a humane organisation, and we insist to reflect in our conduct at all levels. Our operations, functions, people, contractors, supply chain partners are all part of our philosophy on human rights.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

    - Our stakeholder engagement processes are robust and have strong listening mechanisms. Additionally, all stakeholders have access to the Whistle Blower Policy. Refer to point 7 under principle 3 above.

Principle 6: Business should respect, protect, and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/ others.

    - Our EHS policy covers all our locations and all our people- permanent and contractual employees and Vendors.

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.

    - As a responsible company, Mindtree is committed to addressing climate change risks in proactive ways and modes. We endorse the precautionary principle towards global warming and climate change, and take up various committed initiatives towards resource conservation and preservation. Our initiatives for energy, water conservation and waste recycling have seen increasing efficiencies over the years. Our CDP and Sustainability reports detail out our efforts in this direction.

3. Does the company identify and assess potential environmental risks? Y/N

    - Mindtree believes protecting the environment is the responsibility of every Mindtree Mind. In addition, individual Function Heads own environmental risk management within their sphere of operations. Oversight of significant risks identified is provided by the Mindtree Enterprise Risk Management (ERM) team.

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?

    - No. Not applicable.

5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc.? Y/N. If yes, please give hyperlink for web page etc.

    - Yes, we are committed to clean technology initiatives. Please refer to our Directors' Report - Annexure 5 in this report and also in our Sustainability Report.

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

    - Yes, our emissions and waste generated are within the permissible limits.

7. Number of show cause/ legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

    - Nil

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

    (a) CII

    (b) NASSCOM

    (c) ASSOCHAM

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/ No; if yes, specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others).

    Inclusive development policies, sustainable business principles, workplace engagement, diversity, women-friendly practices, and anti-sexual harassment mechanisms form some of the themes our leadership has taken up for public policy and advocacy. Knowledge and innovation also form the themes of leadership engagement, owing to the relevance of these themes in today’s times and Mindtree’s forte in new age technology and innovation.

Principle 8: Businesses should support inclusive growth and equitable development

1. Does the company have specified programmes/initiatives/ projects in pursuit of the policy related to Principle 8? If yes details thereof.

    - The Directors' Report-Annexure 6 shares details of our social inclusion initiatives. Our sustainability report carries a broad picture of our inclusion impacts.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?

    - Our CSR policy that guides our inclusion philosophy is operationalized through our inclusion programmes conducted by our Mindtree Foundation. Various NGOs support the work of the Mindtree Foundation, lending us their special expertise, local infrastructure and execution capabilities. External partners form an important component in the execution of such initiatives.

3. Have you done any impact assessment of your initiative?

    - We are connected to the ground level realities of our inclusion projects in a direct way, with the involvement of our leaders and management at personal levels. We constantly assess, monitor and capture feedback both in formal and informal ways. The effectiveness index which the Mindtree Foundation employs measures the effectiveness of all its programmes. During the year, detailed impact-assessment by an external agency has been carried out. The impact assessment outcome results were highly satisfactory.

4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?

    - Please refer to Annexure 6, Directors' Report.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

    - Our inclusion initiatives are conceived as sustainable projects, with a long term view in mind. Neither sporadic in our contributions, nor adhoc in our compassion, we are believers in transformation of the long term kind, and hence, plan our interventions in an integrated manner, often linking out themes with one another. Our direct connect with beneficiaries at the grass root, and our integrated approach has not only ensured sustained impacts for the beneficiaries but has also won their hearts to make them and their families participate in the efforts towards change. Thus, our social change projects become sustainable from the beneficiaries' end as well.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.

    - Nil

2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. / Remarks (additional information)

    - Not applicable, as Mindtree is a software services Company.

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

    - No, not applicable

4. Did your company carry out any consumer survey/ consumer satisfaction trends?

    - Customer Satisfaction is the primary Business Objective of Mindtree. To ensure completeness in understanding customer's experience of our services, Mindtree has two levels of feedback surveys – Customer Experience Survey (CES) and Project Feedback Survey (PFS) .The annual Customer Experience Survey (CES) aims at understanding customer's perception at account management and engagement practices administering CES to our customer organizations' CXO and Senior- level contacts. The quarterly Project Feedback Survey (PFS) aims at understanding customer's satisfaction with Mindtree project execution and delivery practices. We administer PFS to our customer organizations' Mid-Level contacts who have day-to-day interaction with our project teams. The project and account teams analyze the results from the surveys and take appropriate actions to improve the feedback.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting Twenty Second Board's Report on the business and operations of the Company ("Mindtree Limited, "Mindtree", or "Company"), together with the audited Standalone and Consolidated financial statements for the year ended March 31, 2021.

Financial Performance

₹ in million

Particulars	For the year ended March 31			
	2021	2020	2021	2020
	Consolidated		Standalone	
Revenue from operations	79,678	77,643	79,678	77,643
Other income	1,517	756	1,517	756
Total revenues	**81,195**	**78,399**	**81,195**	**78,399**
Employee benefits expense	51,132	50,647	51,132	50,647
Finance costs	504	529	504	529
Depreciation and amortization expense	2,596	2,754	2,596	2,754
Other expenses	11,979	16,181	11,981	16,182
Total expenses	**66,211**	**70,111**	**66,213**	**70,112**
Profit before tax	14,984	8,288	14,982	8,287
Tax expense	3,879	1,979	3,879	1,979
Profit for the year	**11,105**	**6,309**	**11,103**	**6,308**

Company Performance

On a consolidated basis, revenue for the year was ₹ 79,678 million signifying a growth of 2.6% in Rupee terms. The growth in revenue is attributable to CMT and RCM verticals whilst BFSI and TH verticals have witnessed a temporary de-growth due to the ongoing Covid-19 pandemic. PAT for the year was ₹ 11,105 million signifying an increase of 76%. Since the difference between the standalone and consolidated results is insignificant, the commentary provided for explaining the company's consolidated performance also applies to the company's standalone performance. For more details, please refer to the "Financial Performance" section provided in Management Discussion and Analysis Report, which is a part of this Integrated Annual Report.

Credit Rating

Your Company has been rated by India Ratings and Research (Ind-Ra) for its Banking facilities. It has upgraded Long Term Issuer Rating to 'IND AAA' from 'IND AA+'. It has also rated your Company's Short Term facilities with 'IND A1+'.

The upgrade reflects your company's continued strong parentage, credit profile, liquidity position, strong corporate governance practices, financial flexibility and conservative financial policies.

Update on COVID 19 impact and our initiatives

Mindtree's robust risk management, business continuity and crisis management capabilities ensured uninterrupted services to our customers, while maintaining health and safety of Mindtree Minds despite the COVID-19 pandemic.

The Mindtree War Room, consisting of senior leaders from different functions, has effectively coordinated our response to the pandemic. Mindtree has been a pioneer in remote working and agile delivery. This, coupled with our proactive response, has allowed us to ensure business continuity during these challenging times. The result of our efforts was that the highest ever Customer Experience Survey results were achieved in 2020-21, a testament to the efforts put in by leadership, employees (Mindtree Minds) and our supply chain partners.

An extensive health, safety and people engagement program has been implemented for Mindtree Minds. This includes medical support, COVID-specific insurance coverage and wellness counselling services for Mindtree Minds as well as dependents, emergency medical fund, best practices for employee and workplace safety, travel restrictions, and awareness campaigns. Crisis Response Teams (CRTs) have been providing support to Mindtree Minds across the globe.

Oversight for the COVID-19 response has been provided by the Risk Management Committee of the Board.

Any other material changes and commitments

No material changes and commitments affecting the financial position of the Company occurred between April 1, 2021 and the date of signing this report.

Reclassification of Promoters/Promoter Group to Public

During the year, Mr. Krishnakumar Natarajan, Mr. Rostow Ravanan, Mr. Subroto Bagchi, Mr. N S Parthasarathy and their relatives, LSO Investment Private Limited, Mr. Kamran Ozair and Mr. Scott Staples have been reclassified in the shareholding pattern from Promoters/ Promoter Group to Public. Larsen and Toubro Limited holds 61.03% as on March 31, 2021 and is the only Promoter of the Company.

Share Capital

During the year, your Company allotted 1,45,700 equity shares of ₹10/- each, to Mindtree Minds under Mindtree Employee Restricted Stock Purchase Plan 2012 (ESPS/ERSP 2012). With the said allotment, the paid-up equity share capital has increased from ₹ 1,645,740,660/- as on March 31, 2020 to ₹ 1,647,197,660/- as on March 31, 2021.

People Strategy

At Mindtree, we have always taken pride in our unique culture and people practices. We seek to bring together people with different views, skills, and backgrounds to create the Mindtree of our vision – 'expertise led, culture backed'.

However, cliched it may sound people are our greatest assets and consider them as our brand ambassadors. We refer to them as 'Mindtree Minds'. People have been our strongest strength, our biggest competitive advantage and our greatest asset.

A lot of it may sound repetitive and hard to believe, but this pandemic we were proud to prove again that our focus is "people first". Over the last few months everyone has had to adjust to a new normal due to the outbreak of COVID-19. At Mindtree our immediate task at hand was not to mitigate losses, but rather ensure that all processes continue smoothly. Along with the rest of the company, our People Function Team (HR) wasn't far behind in crafting and executing the best people initiatives to keep our Mindtree Minds motivated, secure and connected.

Below is a brief summary of the initiatives:

1. Navigating COVID-19

   Over the last few months, everyone has had to adjust to a new normal due to the outbreak of COVID-19. Like any other institution, when we found ourselves in the thick of an unprecedented situation, we took all possible measures to mitigate potential impact to every stakeholder - customers, employees, investors and society at large. Some of the prominent measures were as below:

   - Established a War Room. Mindtree devised a plan with four prongs comprising different but essential areas - health and safety, business continuity, client support, and communications. A war room had been set up, and a core Crisis Response Team had been formed.
   - Crisis Management Teams were set up to support Mindtree Minds and projects. There was a central team managing the communication across all the local teams.
   - Survey launched to 18K Mindtree Minds and 97% Mindtree Minds have mentioned that they are getting sufficient updates from the organization on the initiatives taken during pandemic.
   - Remote support BCP was enabled immediately for all. By March 24, 2020 98.5% Mindtree Minds in India were working from home (WFH) and by March 27, 2020 99% were WFH globally.
   - Exclusive Tie-up with Hospitals & Lodges – arranging ambulances, ventilators, COVID Beds, Online doctor consultation, COVID Super Top-up Insurance covering home quarantine expenses, Counselling session for Mindtree Minds and dependents.
   - Social Distancing implemented across the campus. In addition foot operated door openers, pedal operated taps, sanitization of high touch points, disinfectant treatment and fumigation was also undertaken.
   - 43 Minds infected and lost 2 Mindtree Minds due to COVID-19.
   - Work From Office approval process and self-declaration form (SDF) process was automated for the convenience of our Mindtree Minds.

2. Engagement with a difference

   The pandemic gave us a new challenge – to engage and connect with our Mindtree Minds beyond work. We took this task very seriously and with this in mind concentrated on 4 main areas: emotional, physical, intellectual and financial engagement.

   Emotional well-being

   - Quarterly Leadership Connect: As the teams moved virtually, it was imperative that Mindtree Minds connected virtually more than ever. For all organization-wide related updates, a virtual Leadership Connect called 'All Minds Meet' was set up on a quarterly basis across geos. This hour-long session included updates from our CEO, COO and CPO, followed by a Q&A round.

- Virtual engagement platform: At Mindtree, we immediately identified that digital engagement is key, and hence adopted Yammer. (Yammer is a Microsoft product. It is an internal communication and social networking tool that helps to stay connected and drive employee engagement and participation across an organization). There was loss of social capital, but through Yammer, we were able to create social osmosis digitally.
- 1 to 1 help: This program provides counselors and professionals that Mindtree Minds can reach out to for 24/7 support anonymously. We partnered with an external vendor for extensive support during COVID-19, and we were able to make the forums available to them for any assistance like Wellness coaching, Webinars, 1 to 1 counselling, Self-help library, eWorkshops, Online chat, Assessment tools.
- "Wellness" calls were made to Mindtree Minds globally by Global Contact Center to check the well-being of Mindtree Minds who were stranded in an overseas location due to the lockdown. Our Global Contact Center also made "care" calls to Mindtree Minds globally every month to check their psychological status while going through the tough pandemic times.
- We are one family: Since the workplace was no longer within the Mindtree's premises and extended to each our homes and family member, the pandemic also gave us an opportunity to connect with them. To bridge the gaps and reduce the melancholy, multiple plans were rolled out to engage with the family members as well. Musical evenings were organized to unwind with family, gift hampers were sent out to Mindtree Minds across geos thanking them for displaying Mindtree's true values – Collaborative Spirit, Unrelenting Dedication and Expert Thinking - during these unprecedented times.

Physical well-being

- Remote work made easier: As part of our ongoing employee well-being program and continuous endeavor to ensure support in all possible ways during these difficult times, we have engaged with a few well-known partners from whom Mindtree Minds will be able to procure ergonomically suitable tables/ chairs for their personal use at home. We also introduced a new policy through which Mindtree Minds can avail a salary advance to set up an ergonomic workspace at home. This salary advance could also be availed for buying laptops to support online classes for their children as well.
- Virtual Sessions: Mindtree's fun team – internally called the 'The Fundo Club,' planned various initiatives and engagement programs once the lockdown started, ensuring a team connect and physical wellness. These included virtual yoga classes, webinar on health & fitness, engaging family members of Mindtree Minds through various programs.
- Homecoming: As COVID-19 started spreading around the world, many Mindtree Minds working abroad felt the pull back to their families and to their home country. However, systems had shut, travel was curtailed, and rules were being redrawn. Caught in the midst of all this were Mindtree Minds, whose visas had expired and were stranded on foreign shores. Legally, we could not pay salaries to Mindtree Minds if they did not have a valid work visa. Our Compensation & Benefits team swung into action to help resolve this while ensuring legal and statutory compliance. To also avoid unexpected financial liabilities in the event of a medical emergency, especially during this crisis, our team worked with multiple stakeholders to secure travel health insurance for these Mindtree Minds and their family members.
- Winter Storm (Uri): North American winter storm (Uri) affected one of our major centers in US (Dallas) in the third week of February affecting approximately 180-200 Mindtree minds. Most of the areas faced power outages due to the power grids inability to sustain the higher-than-normal energy and heating demand from residential and business customers. Mindtree Minds did face the issue of non-availability of food and water during this time. Our local leadership in Dallas jumped into action and ensured the availability of Food/Water and shelter to all the Mindtree Minds who were in need by working with local Indian restaurants. This gesture was appreciated by the Mindtree Minds.

Intellectual well-being

- Mindtree Masterclass series: Mindtree Masterclass is a leadership talk series that brings various leaders across the globe who have been experts in their own fields to share their experience, journey and challenges faced. This series has seen gained huge popularity amongst Mindtree Minds. We had speakers like Lt. Gen. Syed Ata Hasnain, PVSM, UYSM, AVSM, SM, VSM & BAR (Retd.), David J. Skorton, President and CEO of the AAMC (Association of American Medical Colleges), Javagal Srinath, former Indian Cricketer and currently an ICC match referee, Gaur Gopal Das, lifestyle coach and motivational speaker, to name a few.
- Harvard Manage Mentor: In our philosophy of 'Driving Growth, Together,' a key element is Mindtree's commitment to investing in world class resources for learning and professional development. A learning platform with one of the most comprehensive, on-demand leadership development programs was made available to all Mindtree Minds in the mid-management across the globe by June 2020. This was possible as Mindtree has entered into a partnership with Harvard Business Publishing, providing unlimited access to 41 courses across three themes – Leading Yourself, Leading Others and Leading the Business, which helps to build an all-rounded professional.

Financial well-being

- Insurance up-grade: In our endeavor to ensure good health and immediate medical help for our Mindtree Minds and their dependents who are insured vide group hospitalization insurance, we established a 24/7 COVID-19 helpline to look into medical emergencies.

Additionally, to ensure our support our Mindtree Minds and families, we introduced a Super Top-up Policy to our existing insurance plan to cover COVID-19 (Outpatient expenses) effective August 3, 2020. To demonstrate our support during these difficult times, the premium for this super top up policy has been completely paid by Mindtree until December 2020.

- Be the Giver: Education has gone online with schools conducting classes through digital mediums. The challenge is the disparity in access – from electricity and internet connections to devices like computer or smartphones. Keeping this in view and our tradition to make a difference to the society and the community we live in, Mindtree provided an opportunity to #BeTheGiveR with our 'Enable & Educate' program. For Mindtree Minds whose domestic help/cook/driver/gardener/maid/dhobi has a school-going child that needs a computer for online schooling, the former could fill a form without making any payment by choosing the recipient for Mindtree to take care.
- Enabling Data card/broadband expenses: In our continuous endeavor to make work easy, Mindtree added a compensation component of sizeable amount under 'Infrastructure/Work from Home allowance' for the data card/broadband usage that Mindtree Minds would have incurred while working from home.

3. Talent Acquisition (TA)

Just like any function COVID-19 has redefined Talent Acquisition too as a function. We started with confusion and panic in the early stages of lockdown and moved towards strategizing and planning, to make recruitment work. It was the perfect push to think innovatively on how to acquire talent. With majority of the talent working from home and without any clear indication till when it will stretch, recruiters are constantly redefining themselves to hire new candidates. We quickly moved to the virtual space in all our recruitments, put in place the checks and balances, moved away from bias and facilitated quick closure.

Highlighting below some of the steps we have taken at Mindtree to address the recruitment challenges during and post the Covid – 19 phase.

- Expanding our reach on Social Media especially LinkedIn: We realized that to create a steady supply of talent it is extremely important to be active on Social media and Proactively build a Talent Community and reach out to Passive candidates. We have created specialized teams who focus on building talent connect on LinkedIn. The entire TA team of Mindtree are LinkedIn Certified recruiters and are experts in using LinkedIn.
- A Well-Organized Hiring Process is a Key: Remote hiring is extremely challenging and it is important to build a well-organized structure to smoothen the hiring process. This helps to improve the consistency during the interviews and the probability of biases is less. To strengthen the team and to set strong remote hiring principles we organized extensive training sessions for the entire recruitment team with reputed trainers from the industry.
- Candidate Experience: Candidate experience is extremely important. We analyzed in detail the areas of improvement and developed a hand book for the recruiters to follow. Thereby ensuring that talent experience from step to step is seamless and flawless. This is followed with timely surveys to ensure we are constantly evolving and improving.
- Post offer follow up and candidate engagement: We have a robust post offer follow up mechanism. There are various touch points with the talent, after the formal offer is made, to ensure that we are keeping the talent engaged. Where ever we see a risk of offer decline, necessary steps are taken to engage extensively with the talent, organize delivery connects, re-look at the compensation offered etc. to ensure talent joins us.
- Campus Hiring: Our campus hiring strategy has continued to evolve over the years. We hire the best talent by launching a community effort which begins with the right marketing and branding geared to attract the right talent. Campus hiring is an important step for pyramid balancing, maintaining the overall employee cost and to address attrition. This year we took several steps to strengthen the campus intake process to ensure we are getting high quality talent into the organization. We had 1,340 on campus hires from 25 colleges (88% in Mindtree operating states). Campus hiring also led to greater participation from women interview panels because of remote presence.

4. Arboretum

Arboretum is our onboarding platform and nurturing ground for all our lateral Mindtree Minds. Our endeavor is to assimilate new Mindtree Minds into our culture by creating an environment which will help adapt to the new work place in a seamless manner. With the pandemic, our onboarding program for new Mindtree Minds has seen an astounding transformation this year. Arboretum turned fully digital aligning to the COVID – 19 situation. The focus has been on ensuring new Mindtree Minds feel welcomed and are given the right information at the right time, from the moment they accept the offer till they join Mindtree & thereafter. The Virtual Onboarding design is knitted keeping in mind the philosophy of 'Simplify, Differentiate & Change' which has been well received by all our new joiners. Digital Arboretum has earned huge accolades from all new joiners around the globe.

7,229 new joiners were virtually on boarded during FY 21 globally including subcontractors. Laptops were delivered in a seamless manner for the new joiners to be productive at the earliest possible time. Background check processes were tweaked to support the virtual onboarding process appropriately.

New Joiners are pleasantly surprised getting laptops & joining hampers delivered at their respective homes on the day of joining, leaders taking sessions explaining our culture & way of working and collaborative efforts to address all their possible concerns. We stay connected with our new joiners throughout the different stages of onboarding to deepen the sense of strong & meaningful people connect. Since we are the face of Mindtree it is of paramount importance that we assimilate them into our culture by creating a welcoming environment and educating the joiners on people programs and policies. The team is in 'Constant Connect' with new joiners over MS Teams - Batch groups to address all their needs and encourage collaboration through the buddy system. After the Digital Assimilation we connect our new joiners to their respective Business People Function teams and other stake holders like Talent Management for project allocation, Learning Partner for their training and learning needs.

At Arboretum we try to grow holistically by implementing constructive feedback shared by our new joiners in their Induction experience survey. The Induction survey is at an all-time range of average rating 4.6/ 5 scale loaded with positive comments about the assimilation program. There is a 30 Day connect to check the pulse of our new joiners. This is done in an open group discussion followed by a survey to capture various dimensions of work environment. An important point to note is that we have participation of 93.10% Mindtree Minds in these connects and surveys.

5. Virtual Global Learning Center

The Global Learning Center in Mindtree Kalinga has been designed to create 'Engineers of Tomorrow.' To work in the global, hyper connected world of today where everything is touched by technology, an engineer will need a very different mindset and capabilities. At the Global Learning Centre in Mindtree Kalinga we on board and train new campus recruits through our 90-100-day on-boarding program – Orchard. Since the inception of this program in 2015, over 7484 Mindtree Minds have undergone the program and have successfully worked in customer projects on new and emerging technologies. Our mission to create engineers of tomorrow refined with technology took a new turn during the pandemic when we transformed ourselves completely from classroom learning to a digital learning platform.

From morning to dawn, everyone stays connected to create a sense of Orchard learning over the virtual world. Our focus is to impart the same feeling of approachability and availability for our Orchard Mindtree Minds to enhance their overall learning so that when they join the projects they are well prepared to take Mindtree to the next level. As we know, "Culture and values cannot be taught" but can happen only through inspiration. We took initiatives such as connecting with parents, doing one good deed around themselves, organizing theme based fun activities etc. which added a personal touch on the virtual platform. Our IG and Practice Delivery Heads connected with the Campus Mindtree Minds virtually giving them a slice of Mindtree and its culture. To tickle their curiosity we introduced their industry group/ service line through an interesting online game.

6. Diversity and Inclusion (D&I)

Unveiling the new D&I Identifier, Mindtree has re-affirmed its commitment to Diversity and Inclusion, to creating an organization where diverse people come together 'In Harmony'. Mindtree's diversity and inclusivity charter focuses on four pillars which is EDGES – Ethnicity / Nationality, Disability, Gender and Sexual Orientation. At Mindtree Inclusion is Respect | Belongingness | Empowerment | Progress. The D&I Council is put together to ensure a strong governance and guidance to the D&I activities at Mindtree. It is a conscious effort to bring in cognitive empathy. Members are chosen across Geos, Functions and Gender to ensure that we have representation in all aspects. To further talk on D&I, we have a microsite i.e. Mindtree's internal portal on D&I where leaders speak about what importance D&I holds to them personally and how the organization is gearing up to bring more focus to this initiative. As part of this charter, a global virtual event was organized to reiterate Mindtree's focus and commitment towards Diversity & Inclusion. Mindtree Minds personalized and shared their pledge towards creating a more diverse and inclusive organization. Exhibition stalls covered Acceptance of Sexual Orientation, Unbiased Equality for Gender, Inclusion of Persons with Disabilities and Diversity of Ethnicities and Nationalities. Inclusion talk by guest speaker Deepa Malik (Para-athlete, Padma Shri) and a Global Harmony Song – A D&I anthem with song and lyrics composed and performed by Mindtree Minds through collaboration across the globe – US, UK and India.

At Mindtree, we have steadily seen the number of women increase from 16% in 2004 to 32% in 2020. Our vision of 40x30 is to have 40% of women representation by the year 2030. Today we have 44 people with disability who contribute to our success. We have Mindtree Minds from 86 nationalities coming together to deliver customer success. We also drove initiation on specific women related programs like;

- **Women Tech Trailblazer:** A focused intervention to improve the gender diversity in senior positions in technical roles at Mindtree.
- **Women coaching program**: Coaching program planned for women to help them in their career aspirations.
- **She WILL (Women in Leaders League)** : A program for women leaders aiming towards significant impact on the number of women in leadership roles, building visibility for women leaders at senior leadership levels and women leaders as role models for the next level of women.

Mindtree has been conferred the second runner-up position in the 'Best Employer for Women' (large) category by the Associated Chambers of Commerce and Industry of India (ASSOCHAM) at it's Diversity & Inclusion Excellence Awards and Conclave, 2020 . We also received Business World 5^{th} HR Excellence and the Award 2020 for excellence in Diversity & Inclusion.

7. Culture Application

The digital anthology of stories and anecdotes we built 2 years ago to reflect our culture and ethos continues to impart our values among our people. This year, we ran a photo contest where Mindtree Minds shared pictures that reflected our ethos. We also ran Culture Jam sessions where leaders and influencers came together, shared and discussed what they perceive as Mindtree culture. These events added to our people's understanding of Mindtree values and ethos, further strengthening the 'The Living Tree Stories' – our collection of culture stories available on the Culture application.

We added a special section of Culture stories – The Lockdown Diaries, which brought out the multiple culture stories in the organization as we dealt with the lockdown and the subsequent new normal way of working. These stories covered various aspects, from the procurement of desktops and dongles to watering plants at employee desks, and small acts of kindness to connect us all during these times.

8. Work Ethos

We engaged with a consultant Spencer Stuart to do a comprehensive exercise on understanding our current work ethos, and to articulate our desired work ethos for the future - to retain the strengths that will continue to be relevant, and change the ones which could get in the way of achieving our ambitions.

This involved a diagnostic phase, where we surveyed an inclusive representation of over 10,300 Mindtree Minds across different competencies, geographies, gender and tenure to understand the current work ethos.

This was followed by focused group discussions with a representative sample of employees to get a better understanding of the sentiment and responses to the survey. We also conducted Individual Style Profiling for select leadership, and leadership interviews.

Following this, we held leadership workshops where the consultants shared the analysis of the organizational survey to help us better understand our current work ethos and employee sentiment.

During the workshops the leadership team jointly articulated our desired work ethos for the future.

The Individual Style Profiles of the leaders helped them understand and reflect on how we, individually and as a leadership collectively, can become role models and build the desired work ethos from the front.

9. YORBIT

Our home grown, cloud-based learning platform - Yorbit has been growing in size and consumption! Yorbit now has over 2,800 courses that cover 900 + skills. More than 138,000 courses have been completed on Yorbit in the current year, and over 400,000 courses since Yorbit's inception in 2016. Over 3.5 million hours have been spent in learning on Yorbit since its inception. This year, Yorbit began offering personalized course recommendations, which it generates from a complex algorithm that considers multiple factors to give Mindtree Minds relevant recommendations. During this year, we also added the next wave of disruptive technologies such as AI, automation, IOT, and Blockchain. In order to digitize the entire learning experience, we have also created a virtual cloud lab that provides a sandbox environment that allows our employees to practice the skills as they learn. With this, the learners complete their coding assignments and assessments that are part of the skill development course that they are going through. These labs can be accessed across the globe to provide maximum flexibility to the learners. This has also helped in taking our virtual learning component to 98% through its three-leveled courses, balancing the push and pull factors involved in learning, and reducing the learning costs by 40% per course, the modular platform has helped us reskill, upskill, and cross-skill on a large scale. It has shifted our learning from an operational mode to a strategic mode, bringing learning into a proactive mode, and enabling specificity at account levels. It has proved to be a great tech innovation tool for talent transformation, a great testimony for our current mantra, 'digital inside'.

Mindtree has partnered with the best learning partners, such as Coursera and Pluralsight, to deliver world-class programs for our employees. "Osmosis", our annual tech-fest, was a huge success last year with a great level of participation from the technical community within and outside Mindtree. A highlight was Mindtree winning the CII MIKE Awards for the 'most innovative knowledge enterprise'. The "Recruit to Reskills 301" program where Java/DotNet professionals are being transformed to Digital experts have been experienced by 130 Mindtree Minds thus far. In March 2020, Mindtree was recognized in the Business World HR Excellence Awards for Excellence in Learning Technology. We also won the prestigious ATD BEST Award in the Learning and Development space.

10. Leadership Development and Succession Planning

True leaders are effective change agents who identify, instigate and lead their teams through change. They constantly challenge the status quo and get out their own comfort zones, and are lifelong learners – willing to unlearn and relearn. With this in mind, we launched 'The Crucibles of Leadership'. This program is responsible to drive competency development for our senior leadership. To lead the way in making leadership behaviors an integral part of the Mindtree DNA, we announced 15 catalysts supported by champions representing Industry Group / Service Line and Corporate Functions.

The idea of forming catalysts was to create internal network groups to create a ripple effect across Mindtree. We also want to help create an environment that welcomes, encourages, and proactively fosters leadership development. To ensure information flow and enhance collaboration we launched Catalyst Contour – A web portal. This is aimed at digitizing catalyst information (DDI assessment, PACE rating, IDP) which will further be used to enhance the collaboration of information such as manager & talent board members inputs / feedback on IDP progress. In addition to this we also launched Leadership Chronicles which is a short series of newsletter. The focus being to gain mindshare & internal visibility of Catalysts and also position Mindtree's focus on Leadership competency development & showcase Catalyst leadership experience. Last but not the least, we inaugurated the Falcon Program. Our idea was to help grow the potential of a Mindtree Mind through job shadowing. We also believe this experience will provide deeper insight into 'a typical day' of a leader ultimately leading to a more 'out of the box' succession planning.

11. Delivery Capability

To understand the delivery capability requirement and to serve Mindtree customer base, we have embarked on a program named Delivery Capability. The objective is to define, measure and build delivery capability of Mindtree, in alignment with organization vision. And also to design, execute and sustain delivery capability of Mindtree Minds through talent transformation.

The delivery capability academy broadly focus on 3 main initiatives:

Ascent: This program is focused on all project management fundamental topics spread across basic and advanced level courses. The main themes of the workshop include project initiation, planning, project executive, monitoring and control.

Blazing Star: To have in depth knowledge in all the 5 knowledge themes to ensure delivery excellence. The knowledge themes include deliver value, commercial mindsets, stakeholder management, Mindtree way of delivery, business story telling

Capstone: It is a 6 month program with primary focus areas spanning across Solution and Contract Comparison, storytelling, stakeholder management and financial management. The secondary focus areas include quality, automation, tools, design thinking, mindfulness. The key differentiators include blended learning and self-paced learning components.

12. Rewards and Recognition

Gratitude and appreciation displayed at the right time has the power to build loyalty and relationships to last. And this was the culture we were hoping to build when we refreshed our overall reward & recognition program to convert it from a single focus point to a more comprehensive one celebrating all the facets of Mindtree Minds as individuals and as team members. The new R&R framework was rolled out in the end of Q3' FY20 and it has grown over the last few quarters to achieve a spirit of appreciation and collaboration to highlight noteworthy accomplishments.

Crest Awards: Our quarterly awards recognizing individual and team excellence for significant contributions in a quarter. Till date we have 165 Mindtree Minds and 79 Teams chosen as winners across all industry and service line groups.

SpotOn Awards: To foster the spirit of instant recognition and rewarding performance in real time, the SpotOn awards has 3 main categories. Mastermind which applauds a Mindtree Mind who has demonstrated expertise, Hatsoff which recognizes Mindtree Minds for a job well executed and A-Team for teams with deliverables resulting in high customer satisfaction and displaying exemplary team spirit.

Gracias: To help build a culture of collaborative spirit, this award appreciates peer contributions and value led behaviours. In short it recognizes a Mindtree Mind for an act or gesture that has touched or impacted another.

We were not far behind when it came to external recognition. Mindtree had quite a few feathers in its cap. We were declared winners for quite a number of awards. Some noteworthy mentions being: Rotary Karnataka CSR and NGO Award, SHRM Showcase Award 2020 – Excellence in HR Analytics, Assocham Foundation - Diversity and Inclusion Excellence Awards 2020, AHA 2020 - Young HR Professional award, AHA 2020 - Leading change, AHA 2020 - Making a difference, National HRD Network - People First Ace Awards 2020 - Workforce planning and staffing solutions, National HRD Network - People First Ace Awards 2020 - Organization Design.

13. Performance and Talent Management

Mindtree's performance philosophy aims to bring out the best in Mindtree Minds through continuous evaluation and developmental feedback. Mindtree's performance management system and process are focused on creating empowered and motivated talent pool. It caters to consistent goal management, continuous performance management, career development of the individual and is a sharper measure of performance. Mindtree's performance assessment process strongly aligns to its Role architecture framework to ascertain performance, capabilities and potential. To address our need for simplified assessments and a consistent rating scale we have moved to a 3 pointer scale from a 5 pointer scale for all our talent groups. This is a step in the right direction for our overall design change paving to Role based and Continuous assessments covering performance & capability. Our new improved 3 pointer rating scale as Top Talent, Valued Talent and Developing Talent aim to bring in ease of clarity by focusing on a real time feedback system and a coaching development system.

"Ozone" our internal job portal has delivered excellent value to Mindtree Minds in finding right role for their talent. Focused approach to hiring, assimilation, evaluation, recognition through awards, differentiated compensation and growth opportunities linked to performance are helping in attracting and retaining high caliber Mindtree Minds.

14. Compensation & Benefits

Mindtree's rewards and benefits programs are designed to differentially recognize Mindtree Mind's performance, expertise and potential to attain business goals while remaining competitive and equitable. Our investments are focused to attract & retain talent for in-demand niche skills, campus talent, establish gender pay parity, keep in check internal disparities & compliance with trending employee, employer regulations. We have created a business aligned variable compensation structure for Mindtree Minds in sales, middle & senior management roles to foster desired behaviours& outcomes such as profitable growth, revenue, annuity business, strategic deals, delivery excellence, customer satisfaction & collaboration. We research & review market insights & technology advancement in total rewards area to support our broader talent strategy continuously. In the recent past, policies like flexible holiday calendar which allows people to choose their holidays from a list, gift a leave policy which allows people to gift leaves to a colleague who may be in need, policies to secure better financial future of our people & their family are introduced. During pandemic, Mindtree was one of the first few companies which introduced company funded special insurance cover for our employees & families.

15. Headcount

The total number of Mindtree Minds including subsidiaries as on March 31, 2021 was 23,814 as against 21,991 as on March 31, 2020.

Awards and Recognitions

During the year under review, your Company received the following awards and recognitions:

- Recognized as Leader in ISG Provider Lens™ Quadrant Report on Salesforce Ecosystem Partners 2020 (US & Germany).
- Named Leader in ISG Provider Lens Archetype Report on Next-Gen Private/Hybrid Cloud - Data Center Services & Solutions.
- Mindtree case study included in ISG's Top 25 digital case studies book.
- Named Leader in the ISG Provider Lens™ Report 2020 on SAP HANA and Leonardo Ecosystem Partners (U.S.)
- Named Leader in three categories in the ISG Provider Lens™ Report on SAP HANA and Leonardo Ecosystem Partners (UK).
- Named leader in ISG Provider Lens™ Public Cloud – Solutions and Services for Midmarket 2020.
- Honored with the title of IT Pride of Karnataka - 2019-20 by STPI IT Export Awards, granted by STPI (Software Technology Parks of India) of Karnataka.
- Mindtree named a Leader in ISG Provider Lens™ - Digital Business Solutions and Service Partners 2020 – Australia.
- Recognized as a winner in SHRM HR Excellence Awards 2020 under Excellence in HR Analytics Award category.
- Mindtree amongst global leadership league in Climate Disclosure Project 2020 Climate Change world ranking.
- Mindtree named a leader in ISG Provider Lens™ for Next-gen Application Development & Maintenance (ADM) Services (U.S.) 2020.
- Mindtree wins two awards at the People First ACE Awards 2020 presented by the National HRD Network.
- Mindtree named "Best Employer for Women" by The Associated Chambers of Commerce and Industry of India (ASSOCHAM).
- Mindtree Recognized as an Expert Managed Service Provider for Microsoft Azure.
- Mindtree Helps Aflac Simplify Claims Experience for Customers.
- Mindtree Achieves Google Cloud Partner Specialization in Application Development.

Branding

Mindtree, as a brand, reflects our identity, values and beliefs. Mindtree has grown exponentially in the last 20+ years. We now punch above our weight, competing with much larger companies and widely known brands. We are however just getting started. Greater growth and success is ahead of us, and our brand is instrumental in getting us there.

Unrivaled expertise, being an empathetic partner and providing agility at scale are key qualitative characteristics of Mindtree that enable us to deliver on our positioning statement and establish the overall behavior of our brand. Mindtree's brand voice actively promotes brightness and confidence, and stands for our forward thinking approach, confidence, strength and passion. These themes are ingrained across all collaterals, inspired by our fresh design thinking.

The elevation of brand aesthetics for Mindtree is a continuous process with the right mix of public relations, social media, advertisement and digital marketing. Our website reflects digital in our DNA, and has been instrumental in lead generation and driving sales, and is optimized across digital devices. Our social media strategy echoes Mindtree's values, and is ably supported by focused advertisement campaigns.

Dividend

The details of Dividend declared/recommended for the FY 2020-21 were as follows:

(i) The Board of Directors at its meeting on October 15, 2020, declared an interim dividend of ₹ 7.50/- per equity share of face value of ₹ 10/- each. The above dividend was paid to the Shareholders on November 10, 2020;

(ii) Further, the Board at its meeting on April 16, 2021 have also recommended, a final dividend of ₹ 17.50/- per equity share of face value of ₹ 10/- each for the financial year ended March 31, 2021, which will be paid on obtaining the Shareholders' approval at the Twenty Second Annual General Meeting. The final dividend, if approved, will be paid on or before July 31, 2021.

The dividend payout amount for the current year is ₹ 2,881 million as compared to ₹ 5,947 million in the previous year.

Dividend Distribution Policy

Your Company has formulated Dividend Distribution Policy in accordance with Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto ("hereinafter referred to as LODR Regulations") for bringing transparency in the matter of declaration of dividend and to protect the interest of investors.The Dividend Distribution Policy is available on the website of the Company: https://www.mindtree.com/about/investors/policies/dividend-distribution-policy.

Your Company intends to maintain similar or better levels of dividend payout in future. However, the actual dividend payout in each year will be based on the profits and investment opportunities of the Company.

Deposits

Your Company had not accepted Deposits from the public any time and hence no opening balances of Deposits. Further, your Company has also not accepted any Deposits during the financial year 2020-21 and as such, no principal or interest were outstanding as on March 31, 2021 as per the provisions of the Companies Act, 2013 (hereinafter referred to as "Act") and the Rules framed thereunder.

Liquidity

Your Company maintains sufficient cash to meet its operations and strategic objectives. Cash and investments (net of short-term borrowings) have increased from ₹ 12,794 million as on March 31, 2020 to ₹ 26,822 million as on March 31, 2021. The balance funds have been invested in deposits with banks, highly rated financial institutions and debt schemes of mutual funds.

Your Company has been rated by India Ratings and Research (Ind-Ra) for its Banking facilities. It has upgraded Long Term Issuer Rating to 'IND AAA' from 'IND AA+'. It has also rated your Company's Short Term facilities with 'IND A1+'.

Business Responsibility Report

Your Company has embedded in its core business philosophy, the vision of societal welfare and environmental protection. Responsible business characterizes its policies, practices and operations. As a believer in the principle of transparency, Mindtree publishes its Business Responsibility Report, as a part of its Annual Report, in accordance with the LODR Regulations and the National Voluntary Guidelines of the Government of India. The Business Responsibility Report is also available on the Company's website: www.mindtree.com/investors.

Subsidiaries

Your Company has two subsidiaries as on March 31, 2021. In accordance with Section 129 (3) of the Act, a separate statement containing salient features of the financial statement of the subsidiaries of the Company in Form AOC-1 is given in Annexure 1.

In accordance with Section 136 of Act, the annual report of your Company containing inter alia, financial statements including consolidated financial statements, has been placed on our website : https://www.mindtree.com/about-us/investors. Further, the financial statements of the subsidiaries have also been placed on our website: https://www.mindtree.com/about-us/investors.

Investor Relations

Your Company has an effective Investor Relations Program through which the company continuously interacts with the investment community across various channels such as Periodic Earnings Calls, Annual Investor / Analyst Day, Individual Meetings, Video-Conferences, Participation in One on One interactions and group meetings through Non-Deal Roadshows. Your Company ensures that critical information about the Company is available to all the investors by uploading all such information at the Company's website under the Investors section. Your Company also sends regular email updates to analysts and investors on upcoming events like earnings calls, declaration of quarterly and annual earnings with financial statements.

Infrastructure

Your Company currently uses 2,530,380 square feet of space consisting of 19,443 seats spread across various locations in India apart from Mindtree Kalinga-Training and residential facility for 500 campus minds measuring about 302,000 square feet. Expansion

Residential facility of about 240 beds (70,000 square feet) is under construction at Mindtree-Kalinga, Bhubaneswar. This facility is expected to be ready for occupation by August 2021 if the current covid-19 situation improved. This will help to meet increased training requirement.

Your Company's Office at Hyderabad Raheja fitout works of about 1,085 seats is under progress and expected to be ready by August 2021. Recently, the Company has taken ready fitted out space at Manyata Tech Park, Bangalore consists of 469 seats. Mindtree has offices at multiple locations in USA, Europe, APAC and Middle East regions consisting of about 2,331 seats all together. Your Company has sufficient capacity to meet its growth needs over short and medium terms.

Your Company has prioritized adopting Sustainable best practices in accordance with LEED green building design for creating & maintaining workplace infrastructure projects.

Directors' Responsibility Statement

Your Company's Directors make the following statement in terms of sub-section (5) of Section 134 of the Act, which is to the best of their knowledge and belief and according to the information and explanations obtained by them:

1. The financial statements have been prepared in conformity with Indian Accounting Standards (Ind As) and requirements of the Act and that of guidelines issued by SEBI, to the extent applicable to Company; on the historical cost convention except financial instruments which are measured at Fair Value; as a going concern and on the accrual basis. There are no material departures in the adoption of the applicable Accounting Standards.
2. The Board of Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
3. The Board of Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Board of Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
5. The Board of Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
6. The financial statements have been audited by M/s. Deloitte Haskins & Sells, Chartered Accountants, the Company's Auditors.
7. The Audit Committee meets periodically with the Internal Auditors and the Statutory Auditors to review the manner in which the Auditors are discharging their responsibilities and to discuss audit, internal control and financial reporting issues.
8. To ensure complete independence, the Statutory Auditors and the Internal Auditors have full and free access to the Members of the Audit Committee to discuss any matter of substance.

Directors and Key Managerial Personnel (KMP)

The Board of Directors of your company comprised of twelve Directors, viz., Non-Executive Chairman, Non-Executive Vice Chairman, three Executive Directors, one Non-Executive Director and six Independent Directors including two women Directors as on March 31, 2021. As per the Articles of Association of the Company, one third of the Directors are liable to retire by rotation at the Annual General Meeting of the Company every year.

Mr. S N Subramanyan (DIN: 02255382) and Mr. R Shankar Raman (DIN: 00019798) retire by rotation and being eligible, offer themselves for re-appointment at the ensuing Twenty Second Annual General Meeting.

Re-appointment of Independent Directors

Mr. Bijou Kurien (DIN: 01802995) was appointed as an Independent Director of the Company from July 17, 2018 to July 16, 2021. Based on the performance evaluation, contributions during his first term of office to the Company, background and experience, the recommendation of Nomination and Remuneration Committee, the Board approved the re-appointment of Mr. Bijou Kurien for the second term of five years commencing from July 17, 2021 to July 16, 2026, subject to approval of the shareholders in the ensuing Annual General Meeting.

Mr. Akshaya Bhargava (DIN: 01874792) was appointed as an Independent Director of the Company from December 12, 2016 to September 30, 2021. Based on the performance evaluation, contributions during his first term of office to the Company, background and experience, the recommendation of Nomination and Remuneration Committee, the Board approved the re-appointment of Mr. Akshaya Bhargava for the second term of five years commencing from October 1, 2021 to September 30, 2026, subject to approval of the shareholders in the ensuing Annual General Meeting.

The following were the changes to the Board and KMP during the year:

Mr. Chandrasekaran Ramakrishnan was appointed as an Independent Director with effect from July 15, 2020. Mr. Dayapatra Nevatia as Executive Director and Chief Operating Officer and Mr. Venugopal Lambu as Executive Director and President – Global Markets were appointed with effect from October 15, 2020.

Further, Mr. Milind Sarwate, Independent Director of the Company resigned on April 24, 2020. Mr. Jayant Damodar Patil, Non-Executive Director resigned on October 15, 2020.

Mr. Senthil Kumar resigned as Chief Financial Officer on June 15, 2020. Mr. Vinit Ajit Teredesai was appointed as Chief Financial Officer with effect from June 15, 2020.

Ms. Vedavalli S, resigned as Company Secretary on October 31, 2020. Mr. Subhodh Shetty was appointed as Company Secretary with effect from November 1, 2020.

Pursuant to Rule 8(5)(iii)(a) of the Companies (Accounts), Rules, 2014, in the opinion of the Board the Independent Directors appointed during the year are competent, experienced (including the proficiency) and are the persons of expertise, positive attribute, standards of integrity, ethical behaviour, and independent judgement.

Criteria for the appointment of Directors

The Nomination and Remuneration Committee (NRC) is responsible for developing competency requirements for the Board based on Industry and Strategy of the Company. The Board composition analysis reflects in depth understanding of the Company's strategies, environment, operations, financial conditions, compliance requirements, etc.

In terms of provisions of the Act and LODR Regulations, NRC has identified list of core skills, expertise and competencies required for a person to possess in order to be selected as a Board member. The NRC also focuses on the qualification and competence of the person, professional experience, the positive attributes, standards of integrity, ethical behaviour, and independent judgement of the person in selecting a new Board member.

The Committee satisfies itself with regard to the criteria for independence of the Directors as required under the applicable statutes in order to enable the Board to discharge its functions and duties effectively. The details of core skills, expertise and competencies identified by NRC and the names of Directors who have such skills/ expertise/ competence are provided in detail in the Corporate Governance Report.

In case of re-appointment of Non-Executive and Independent Directors, the NRC and the Board takes into consideration the performance of the Director based on the Board evaluation and his/her engagement level during their previous tenure.

Nomination and Remuneration Policy

The Company's remuneration Policy is market-driven and aims at attracting and retaining high performance talent. Mindtree follows a compensation mix of fixed pay, benefits and performance based variable pay, which is paid based on the business performance and goals of the different business units/ overall company. The remuneration / compensation / commission etc., to the Executive Directors are determined by the Nomination and Remuneration Committee and recommended to the Board for its approval. The above remuneration / compensation / commission etc., shall be subject to the approval of the shareholders of the Company, wherever required.

The Nomination and Remuneration Policy has been updated on the website of the Company at : https://www.mindtree.com/sites/default/files/2020-11/Nomination-and-Remuneration-policy.pdf

Details of remuneration to Directors

The information relating to remuneration paid to Directors as required under Section 197(12) of the Act, is given in Annexure 3.

Declaration of Independence by Independent Directors

The Company has received necessary declarations from the Independent Directors as required under Section 149(7) of the Act and LODR Regulations confirming that they meet the criteria of independence as laid down in Section 149(6) of the Act and that of LODR Regulations.

Independent Directors' Meeting

Independent Directors met four times during the financial year 2020-21. These meetings were held on April 24, 2020, July 14, 2020, October 15, 2020 and January 18, 2021. In the said meetings, the Independent Directors reviewed the matters as required under the

LODR Regulations and that of Act. Action items, if any, were communicated to the Executive management and tracked to closure to the satisfaction of Independent Directors.

Board Evaluation

The NRC and the Board of Directors have appointed an external Independent Agency to carry out the evaluation of the (i) performance of the Board as a whole (ii) functioning of the Committees of the Board (iii) individual Directors and (iv) the Chairman of the Board, in accordance with the applicable provisions of the Act and LODR Regulations. Detailed questionnaires were sent out to the Board members. The criteria for the evaluation were broadly based on the SEBI's Guidance Note on Board Evaluation.

The performance of the Board was evaluated on the basis of various criteria such as composition of the Board, functioning of the Board, information flow to the Board and its dynamism, strategic issues, roles and functions of the Board, relationship with the management, engagement with the Board and external stakeholders and effectiveness of Board's decisions.

The performance of the Committees was evaluated after seeking the inputs of Committee members on the criteria such as understanding the terms of reference, Committee Composition, Independence, updating the Board on the committee decisions, comprehensiveness in the discussion of issues and contributions to Board decisions,etc.,

The performance of the individual Directors was evaluated after seeking inputs from all the Directors other than the one who is being evaluated. The evaluation was based on the criteria such as Director's Commitment, knowledge and understanding of the role, Company's vision and mission, market potential, qualification, skill and experience, openness in communication, etc.

The performance of the Board Chairman was evaluated after seeking the inputs from all the Directors other than the Board Chairman on the basis of the criteria such as Chairman's role, accountability and responsibilities, promotion of effective relationship and open communication, positive and appropriate working relationship with CEO, commitment, etc.,

The evaluation report contains an executive summary of findings and several key recommendations from the evaluation process.

Number of meetings of the Board

The Board of Directors of the Company met six times during the year. The details of Board Meetings are provided in the Corporate Governance Report. The gap intervening between two meetings of the board was within the time prescribed under the Act and LODR Regulations.

Committees

The following are the details of the Committees during the Financial Year 2020-21:

1 Audit Committee;

2 Nomination and Remuneration Committee;

3 Stakeholders' Relationship Committee;

4 Corporate Social Responsibility Committee;

5 Risk Management Committee;

6 Foreign Exchange Hedging Committee ;

7 Strategic Investment Committee;

8 Management Committee (dissolved and ceased to operate with effect from October 15, 2020).

The composition of each of the above Committees, their respective roles and responsibilities are provided in detail in the Corporate Governance Report.

Vigil Mechanism / Whistle Blower Policy

Your Company has a Whistle Blower Policy and has established the necessary vigil mechanism in accordance with the Act and LODR Regulations. The Company's vigil mechanism /Whistleblower Policy aims to provide the appropriate platform and protection for Whistle-blowers to report instances of any actual or suspected incidents of unethical practices, violation of applicable laws and regulations including the Integrity Code, Code of Conduct for Prevention of Insider Trading, Code of Fair Practices and Disclosure. All employees and Directors have access to the Chairperson of the Audit Committee. Mindtree investigates such complaints speedily, confidentially and in an impartial manner and takes appropriate action to ensure that the requisite standards of professional and ethical conduct are always maintained. The details of the Whistle Blower Policy are explained in detail in the Corporate Governance Report.

Code of Conduct for Prevention of Insider Trading in Mindtree Securities

The objective of the Code of Conduct for Prevention of Insider Trading in Mindtree Securities (PIT Code) is to protect the interest of shareholders at large, prevent misuse of any unpublished price sensitive information and prevent any insider trading activity by dealing in shares of the Company by its Designated Persons and their immediate relatives. Ms. Vedavalli S, Company Secretary acted as the Compliance Officer under the PIT Code until October 31, 2020. Mr. Subhodh Shetty, Company Secretary is appointed as the Compliance Officer under the PIT Code with effect from November 1, 2020.

Related Party Transactions

All related party transactions were entered into with the prior approval of the Audit Committee. During the financial year 2020-21, all the transactions with related parties were entered into at arm's length and in the ordinary course of business and none of such related party transactions required the approval of the Board of Directors or the Shareholders as per the Act or LODR Regulations. Further, there were no materially significant related party transactions that may have potential conflict of interests of the Company at large.

The Policy is available on the Company's website and can be accessed at https://www.mindtree.com/about/investors/policies/policy-determining-material-related-party-transactions

The details of the related party transactions as required under the Act and the Rules are attached in Form AOC-2 as Annexure 4.

Litigation

There were no outstanding material litigations as on March 31, 2021. Details of litigations on tax matters are disclosed in the financial statements.

Details of unclaimed shares

The details of unclaimed shares as required under LODR Regulations is provided in Annexure 2.

Transfer of Dividend to Investor Education and Protection Fund (IEPF)

Dividends unclaimed for a period of seven years amounting to ₹ 1,184,364/- were transferred to the Investor Education and Protection Fund Authority during the year in accordance with the provisions of the Act. The details of the consolidated unclaimed/ unpaid dividend as required under the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") for all the unclaimed/ unpaid dividend accounts outstanding (drawn up to the Twenty First Annual General Meeting held on July 14, 2020) have been uploaded under the Company website: https://www.mindtree.com/about/investors/unpaid-dividend-information

Attention is drawn that the unclaimed/ unpaid dividend for the Financial Years 2013-14 (Third Interim), 2013-14 (Final), 2014-15 (First Interim) and 2014-15 (Second Interim) is due for transfer to IEPF during May 2021, August 2021, November 2021 and February 2022 respectively. In view of this, the Members of the Company, who have not yet encashed their dividend warrant(s) or those who have not claimed their dividend amounts, may write to the Company/ Company's Registrar and Share Transfer Agent, Link Intime India Private Limited.

Transfer of Shares in favour of Investor Education and Protection Fund (IEPF) Authority

Pursuant to the provisions of the Act, read with the Investor Education and Protection Fund Authority Rules, the shares on which dividends have not been claimed for 7 consecutive years have been transferred in favour of IEPF Authority. As on date, the company had transferred 22,532 equity shares in favour of IEPF Authority.

Particulars of Employees

Information as required under the provisions of Section 197 of the Act, Rules 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out in Annexure 3 to the Directors' Report. There were no employees who were employed throughout the financial year or part thereof, who were in receipt of remuneration in excess of that drawn by the Managing Director or Executive Director and held by himself/herself or along with his/her spouse and dependent children, more than two percent of the equity shares of the company. As per the proviso to Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the particulars of employees posted and working outside India not being Directors or their relatives, drawing the salary in excess of the prescribed limits under the above Rules shall be furnished to the Registrar of Companies. If any Member is interested in obtaining a copy thereof, such Member may write to the Company in this regard.

Disclosure as required under Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company is committed to creating a safe and healthy work environment, where every Mindtree Mind is treated with respect and is able to work without fear of discrimination, prejudice, gender bias, or any form of harassment at workplace. Your Company has in place a Prevention of Sexual Harassment (POSH) policy in accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The essence of the policy is communicated to all Mindtree Minds at regular intervals through assimilation and awareness programs. Following are some of the programs and initiatives in place to train Mindtree Minds and the Internal Committee (IC) for POSH during the year.

1. Each Mindtree Mind is required to undergo a mandatory e-learning module on 'Prevention of Sexual Harassment at Workplace'.
2. All new joiners are trained in person on Prevention of Sexual Harassment during their induction program.
3. The IC Members are provided relevant training by an external agency during quarterly meetings of the IC.
4. The Prevention of Sexual Harassment policy is available on the intranet portal for Mindtree Minds to access and refer when required.
5. Penal consequences of sexual harassment and the constitution of the IC are displayed at conspicuous places.

Further, your Company has setup an IC both at the head office / corporate office and at every location where it operates in India. The IC at each location has a fair representation of men and women, including a senior woman as Presiding Officer and external members who are women.

The following are the summary of the complaints received and disposed of during the Financial Year 2020-21:

In India

a) No. of Sexual Harassment complaints received: Nil

b) No. of Sexual Harassment complaints disposed of: Nil

Rest of the World

a) No. of Sexual Harassment complaints received: Nil

b) No. of Sexual Harassment complaints disposed of: Nil

Risk Management

Risk Management is a strategic business discipline that supports the achievement of an organization's objectives by addressing the full spectrum of its risks and managing the combined impact of those risks as an interrelated risk portfolio. Mindtree uses Enterprise Risk Management (ERM) as a key tool to help achieve its short term and long term business objectives to generate value for its customers, investors, employees and other stakeholders. ERM encompasses areas of organizational exposure to risk (strategic, operational, financial and compliance) and provides a structured process for management of risks. This has been achieved by deploying an effective risk management framework to proactively identify, assess,treat, monitor and report risks as well as to create a risk-aware culture within Mindtree. The Mindtree ERM framework has been designed by incorporating elements of leading risk management standards such as:

- ISO 31000
- COSO
- IRM Risk Management Standard

The Chief Risk Officer is the custodian of the framework and oversight of the framework is provided by the Risk Management Committee of the Board of Directors which also monitored Mindtree's pandemic response program. The Audit Committee of the Board monitors effectiveness of risk management systems. Detailed report on Risk Management is disclosed separately in this Annual Report.

Employee Stock Option Plans and Employee Stock Purchase Scheme

During the year, your Company has granted shares under Employee Stock Purchase Scheme namely Mindtree Employee Restricted Stock Purchase Plan 2012 (ESPS or ERSP 2012).

The Employee Stock Option Plans and ESPS or ERSP 2012 are in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014 ("Employee Benefit Regulations") and there has been no material changes to these plans during the Financial Year 2020-21. The summary information of various Employee Stock Option Plans (ESOPs) and ESPS/ERSP 2012 of the Company is provided under Notes to Accounts under Standalone Financial Statements of this Annual Report. The Company has recorded compensation cost for all grants using the fair value- based method of accounting, inline with prescribed SEBI guidelines. Refer to Notes to accounts of Standalone Financial Statements of this Annual Report for details on accounting policy.

Disclosure on ESOPs and ESPS/ERSP 2012, details of options/shares granted, shares allotted on exercise, etc., as required under Employee Benefits Regulations read with SEBI circular no. CIR/CFD/POLICYCELL/2/2015 dated June 16, 2015 are available on the Company's website at:https://www.mindtree.com/sites/default/files/2021-06/Details-under-sebi-share-based-employee-benefits-regulations_2014.pdf.

No employee was granted options/shares (under ESOPs and ESPS/ERSP 2012), during the year equal to or exceeding 1% of the issued capital.

Corporate Governance

Mindtree Limited considers Corporate Governance as an instrument to maximize value for all Stakeholders, i.e. investors, employees, shareholders, customers, suppliers, environment and the community at large. Good governance practices emerge from the culture and mind-set of the organization. The Company emanates its values from the rich governance and disclosure practices followed by L&T Group. In line with the Group's philosophy, Mindtree has adopted fair and transparent governance and disclosure practices. A detailed report on Corporate Governance is a part of this Annual Report. Auditor's Certificate on Corporate Governance obtained from Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.008072S) for compliance with LODR Regulations, is provided as Annexure 8 and is a part of this Report.

Management Discussion and Analysis Report

Management Discussion and Analysis Report as required under LODR Regulations, is disclosed separately in this Annual Report.

Integrated Reporting (IR)

Mindtree was one of the early adopters of IR in the IT industry. This is our Fourth IR which is set out in accordance with the integrated reporting framework outlined by International Integrated Reporting Council and SEBI circular on IR. Our IR has integrated thinking embedded in our strategic framework and our integrated business model defines our ability to create long-term value (outputs and outcomes) out of the capitals available to us (input) with value-accretive activities operating under the strong-governance framework. Our IR encompasses both financial and non-financial information and aids all the key stakeholders to get a holistic and long-term view of our company's strategic focus areas, future outlook and value creation which revolves around the 6 capitals – Financial, Manufactured, Intellectual, Human, Social and Relationship and Natural. The Integrated Report is a part of this Annual Report.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outflow

Pursuant to the provisions of Section 134(3)(m) of the Act, read with the Companies (Accounts) Rules, 2014, the details of Conservation of energy, Technology Absorption, Foreign Exchange earnings and outgo are attached as Annexure 5 to this report.

Sustainability, Green Initiatives and Corporate Social Responsibility Initiatives

Sustainability is embedded into the vision and mission of Mindtree since inception. Sustainability Triple Bottom Lines People-Planet-Profit are the cornerstones of our commitment to responsible business. We have in place a focused sustainability framework, with pillars of workplace sustainability, ecological stewardship and ethical governance. Our commitment to responsible business development is evident in our alignment with several global and national frameworks on sustainability and in our regular reporting on frameworks such as Carbon Disclosure Project (CDP), United Nations Global Compact (UNGC), Global Reporting Initiative Standards (GRIS), International Integrated Reporting Council (IIRC). Sustainability is closely integrated with our business strategy. Our emphasis on resource conservation in areas of energy, water, and waste management has been strong and our investments in green building and technology leverage for ecology have been fruitful. Our CSR efforts continue to create sustainable impacts on the communities.

Our focus on sustainability continued to maintain its impacts despite the challenge posed by the pandemic in the year under reporting. While we took necessary steps to provide the right response, relief to our people, communities around and managed to discover our resilience and recover as a business, continuing to serve our clients. Responsibility is an integral part of our organization, and the challenging year found us reiterating the fact.

As a green initiative, we send Annual Reports by email every year to those shareholders who have registered their email IDs with the Company/Depository Participant/Registrar and Share Transfer Agent.

As part of its Corporate Social Responsibility (CSR) initiatives, Your Company has undertaken several projects in accordance with Schedule VII of the Act. Mindtree implements its CSR initiatives via three channels:

- Directly by Mindtree;
- Through Mindtree Foundation;
- Through "Individual Social Responsibility" programs undertaken by Mindtree Minds and supported by Mindtree as appropriate

Further, Mindtree's CSR primarily focuses on programs that

- Benefit the differently abled;
- Promote education;
- Create sustainable livelihood opportunities

The Annual Report on CSR activities, is annexed herewith as Annexure 6.

Auditors

Statutory Auditors

Your Company at its Twenty First Annual General Meeting held on July 14, 2020 had reappointed M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S) as Statutory Auditors of the Company for a period of 5 consecutive years i.e., from the Twenty First Annual General Meeting till Twenty Sixth Annual General Meeting at a remuneration as may be fixed by the Board of Directors and Audit Committee in consultation with the Auditors thereof. The Statutory Auditors have confirmed that they satisfy the independence criteria as required under the Act.

Internal Auditor

During the year, the Company has appointed KPMG Assurance and Consulting Services, LLP as the Internal Auditor of the Company effective from FY 2021-22, in the place of Ernst & Young LLP.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Secretarial Audit has been carried out by Mr. G Shanker Prasad (CP NO. 6450), Practicing Company Secretary.

Auditor's Report and Secretarial Audit Report

There are no qualifications, reservations or adverse remarks in the Statutory Auditor's Report and Secretarial Audit Report for the Financial Year 2020-21. The Statutory Auditor's Report is enclosed with the financial statements in the Annual Report. The Secretarial Audit report is annexed as Annexure 7 and is a part of this report.

Reporting of frauds by Auditors

During the year under review, the Statutory Auditors or Secretarial Audit of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Act, including rules made thereunder.

Quality Initiatives and Certifications

Mindtree continues to have a unique way of defining its quality processes. Our process methodology is context-composed; we work closely with customers to understand the unique 'value' expected from each engagement, and then tailor our processes to enable the realization of that value. One size does not fit all and hence composition of processes for fit the need of the project becomes paramount.

Mindtree QMS portal is one single focal point for processes and it helps to bring in standardization, institutionalization, and industry best practices/standards and frameworks. QMS is built on the concept of practitioner defined and refined where knowledge and best practices are shared and published. Process are developed based on industry trends, different project types and different Services that Mindtree caters to and make them available as reference documents for projects to start work and also ensure that the repository built, is the collection of best practices.

Mindtree uses multiple standards and models to predictably deliver high quality services.

Mindtree adopted the Capability Maturity Model (CMM) family since early 2002 and embarked on the CMMI-DEV and SVC Level 5 journey to enhance project management and engineering capabilities and to bring in continuous improvements in the organization.

In this path to business excellence, Mindtree reached a significant milestone by getting assessed to CMMI Level 5- 2.0 for our strategic projects. Mindtree is one of the first IT organizations to be globally recognized for the suite's development and services view.

Mindtree is a very active user of ISO standards and has been certified by adopting one-of-its-kind integrated audit approach. Mindtree is certified for ISO 27001 -Information Security Management, ISO 27701 – Privacy Information Management, ISO 200001:2018 – IT Service Management system, ISO 14001 – Environmental Management System, ISO 45001 – Occupational Health and Safety, ISO 22301 – Business Continuity Management . The Company has successfully completed the annual ISO surveillance audit.

Mindtree is also compliant to Payment Card Industry Data Security Standard v 3.2.1 (PCI DSS) and SSAE 18 (Type 2 & ISAE 3402 Type 2 Report 2 and SOC2 Type2). SOC1 reports address the internal controls over financial reporting and SOC2 is based on trust principles. The SOC 2 report focuses on a business's non-financial reporting controls as they relate to security, availability, processing integrity, confidentiality, and privacy of a system. Mindtree undergoes these assessments every year.

These certifications are a testimony of the excellent services by Mindtree every time and also during the unprecedented times like COVID.

Customer Satisfaction is the primary Business Objective of Mindtree. To ensure completeness of understanding customer's experience of our services, Mindtree has two levels of feedback surveys – CES and PFS.

The annual Customer Experience Survey (CES) aims at understanding customer's perception at account management and engagement practices administering CES to our customer organizations' CXO and Senior-level contacts.

The quarterly Project Feedback Survey (PFS) aims at understanding customer's satisfaction with Mindtree project execution and delivery practices. We administer PFS to our customer organizations' Mid-level contacts who have day-to-day interaction with our project teams. The project and account teams analyze the results from the surveys and take appropriate actions to improve the feedback.

Both our PFS and CES ratings have been record high, this becomes especially important given the backdrop of the pandemic.

Internal Control Systems and Adequacy of Internal Financial Controls

Mindtree has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Audit Committee, comprises of professionally qualified Directors, who interact with the statutory auditors, internal auditors and management in dealing with matters within its terms of reference.

Your Company has a proper and adequate system of internal controls. These controls ensure transactions are authorized, recorded and reported correctly and assets are safeguarded and protected against loss from unauthorized use or disposition. In addition, there are operational controls and fraud risk controls, covering the entire spectrum of internal financial controls within the meaning of the Act. An extensive program of internal audits and management reviews, supplements the process of internal financial control framework. Documented policies, guidelines and procedures are in place for effective management of internal financial controls.

To maintain its objectivity and independence, the Internal Auditor reports to the Chairperson of the Audit Committee of the Board. The Audit committee defines the scope and authority of the Internal Auditor. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and the necessary corrective actions are presented to the Audit Committee.

The internal financial control framework design ensures that the financial and other records are reliable for preparing financial and other statements. In addition, the Company has identified and documented the key risks and controls for each process that has a relationship to the financial operations and reporting. At regular intervals, internal teams test identified key controls. The internal auditors also perform an independent check of effectiveness of key controls in identified areas of internal financial control reporting. The Statutory Auditor's Report include a report on the internal financial controls over financial reporting.

The Audit Committee and the Board are of the opinion that the Company has sound Internal Financial Control commensurate with the nature and size of its business operations and operating effectively and no material weaknesses exist during the financial year 2020-21.

Audit Committee Recommendation

During the year, all recommendations of the Audit Committee were accepted by the Board. The Composition of the Audit Committee is as mentioned in the Corporate Governance Report.

Compliance Monitoring System

Your Company believes that good statutory Compliance system is essential requirement for the successful conduct of business operations and high standards of Corporate governance. The Company ensures that appropriate business processes and adequate tools are in place for adherence with all the statutory obligations and has a framework on "Global Compliance" which outlines the Company's requirement of compliance under various regulations across the locations in which the company conducts its business. Global compliance framework at Mindtree includes a) transparency, accountability, integrity and Independence. b) Act in the spirit of law and not just the letter of law, c) Do what is right and not what is convenient d) Provide complete transparency on our operations and follow openness in our communication to all our stakeholders. We focus on transparency, accountability, integrity, and independence as the core elements of our Global Compliance Framework.

We have established a unique systematic Global compliance framework that is supported by Tool and is fully prepared for any change that affects the compliance structure. It is a highly preventive rather than curative system, which allows Mindtree to seamlessly engage in relevant markets without compromising on ethical standards, resulting in enhanced brand integrity and deeper connect with governments, investors, customers, vendors and Mindtree employees. Under this framework, identified key stakeholders across business units, corporate functions ensure and confirm compliance with the provisions of all applicable laws on a continuous basis. Your Company also engages external consultants to update the existing list of compliances applicable globally and key compliances/ regulations are covered as part of internal audit every year. The Global Compliance update is placed before the Audit Committee on quarterly basis and the Committee updates to the Board at its meetings confirming status of compliances along with remediation plan for non-conformities, if any.

Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2021 is available on the Company's website at https://www.mindtree.com/sites/default/files/2021-06/annual-return-march-31-2021.pdf.

Compliance with Secretarial Standards

The Company complies with all applicable mandatory secretarial standards issued by the Institute of Company Secretaries of India.

Significant & Material Orders passed by Regulators or Courts

There are no significant and material orders passed by Regulators or Courts, during the year under review.

Particulars of Loans, Guarantees and Investments

Disclosure on details of loans, guarantees and investments pursuant to the provisions of Section 186 of the Act and LODR Regulations, are provided in the financial statements.

Listing Fees

The Company affirms that the annual listing fees for the year 2021-22 has been/will be paid to National Stock Exchange of India Limited (NSE) and BSE Limited (Bombay Stock Exchange).

Other matters

The final report is awaited on the inspection from Office of Regional Director, Ministry of Corporate Affairs, carried out under section 206 of the Act during the year 2019-20.

Acknowledgements

The Board places on record, their deep sense of appreciation to all the Mindtree Minds, support staff, for adopting to the values of the Company, viz., collaborative sprit, unrelenting dedication and expert thinking, for making Mindtree an expertise led organization and the Company's customers for letting us deliver the Company's Mission statement, to engineer meaningful technology solutions to help the businesses and societies flourish. The Board also immensely thank all the Departments of Central and State Government of India, Authorities, Reserve Bank of India, Ministry of Corporate Affairs, Securities and Exchange Board of India, Stock Exchanges and other governmental/ Semi-governmental bodies and look forward to their continued support in all future endeavors. The Board also would like to thank our shareholders, investors, vendors, service providers, bankers and academic institutions and all other stakeholders for their continued and consistent support to the Company during the year.

The Directors are deeply grateful for every person who risked their life and safety to fight this COVID-19 pandemic. The Directors appreciate and value the contribution made by every Mindtree Mind to combat COVID 19.

For and on behalf of the Board of Directors

Place: Bengaluru
Date: April 16, 2021

R Shankar Raman
Director
(DIN 00019798)

Debashis Chatterjee
CEO & Managing Director
(DIN 00823966)

ANNEXURE 1

Form AOC-1

[Pursuant to first proviso to sub-section (3) of Section 129 of the Act read with Rule 5 of Companies (Accounts) Rules, 2014]

Financial Summary of the Subsidiaries

₹ in million

Name of Subsidiary	Mindtree Software (Shanghai) Co. Ltd		Bluefin Solutions Sdn Bhd - Malaysia	
Particulars	As at March 31		As at March 31	
	2021	2020	2021	2020
Share capital / Members' Funds	14	14	2	2
Reserves and Surplus	4	1	-	-
Total Assets	23	16	2	2
Total Liabilities	5	1	-	-
Details of investments	-	-	-	-
Total income	6	7	-	-
Profit /(Loss) before taxation	**2**	**1**	**-**	**-**
Provision for taxation	-	-	-	-
Profit /(Loss) after taxation	2	1	-	-
Proposed dividend	-	-	-	-
% of share holding	100%	100%	100%	100%
Reporting Currency	**CNY**	**CNY**	**MYR**	**MYR**
Exchange Rate to INR on March 31	11.1600	10.6339	17.6320	17.4460

Notes: The detailed financials of the Subsidiaries shall be made available to any Shareholder seeking such information.

For and on behalf of the Board of Directors

Place: Bengaluru
Date: April 16, 2021

R Shankar Raman
Director
(DIN 00019798)

Debashis Chatterjee
CEO & Managing Director
(DIN 00823966)

Vinit Ajit Teredesai
CFO

Subhodh Shetty
Company Secretary

ANNEXURE 2

Details of unclaimed shares as per LODR Regulations

As required under the LODR Regulations, the Registrar and Share Transfer Agent of the Company had sent three reminders to the Shareholders whose physical shares were unclaimed/undelivered. These unclaimed/undelivered shares have been transferred to Unclaimed Suspense Account opened by the Company as required under LODR Regulations, when no response was received from any Shareholder to the reminders.

The status of the aforesaid unclaimed shares, as on March 31, 2021 is given below:

Particulars	No. of Shareholders	No. of Shares
Aggregate number of Shareholders and the outstanding shares lying in the Unclaimed Suspense Account as on April 1, 2020	294	56,126
Number of Shares transferred in favour of IEPF Authority from the Unclaimed Suspense Account during FY 2020-21	-	3,681
Number of Shareholders / legal heirs to whom the shares were transferred from the Unclaimed Suspense Account during FY 2020-21	1	36
Aggregate number of Shareholders and outstanding shares held in the Unclaimed Suspense Account as on March 31, 2021	293	52,409

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

For and on behalf of the Board of Directors

Place: Bengaluru
Date: April 16, 2021

R Shankar Raman
Director
(DIN 00019798)

Debashis Chatterjee
CEO & Managing Director
(DIN 00823966)

ANNEXURE 3

Details of Ratio of Remuneration of Directors

[Section 197(12) of the Act read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014]

(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year

Name of the Director	Ratio to the Median
Mr. Debashis Chatterjee	122.97
Mr. Dayapatra Nevatia[1]	24.32
Mr. Venugopal Lambu[2]	57.51
Mr. S N Subrahmanyan[3]	NA
Mr. R Shankar Raman[3]	NA
Mr. Jayant Damodar Patil[4]	NA
Mr. A M Naik	12.20
Mr. Akshaya Bhargava[5]	7.37
Ms. Apurva Purohit	2.93
Mr. Bijou Kurien	2.93
Mr. Chandrasekaran Ramakrishnan[6]	2.08
Ms. Deepa Gopalan Wadhwa	2.93
Mr. M R Prasanna	2.93

[1] Appointed as Executive Director and Chief Operating Officer on October 15, 2020.
[2] Appointed as Executive Director and President-Global Markets on October 15, 2020.
[3] No remuneration was paid.
[4] Resigned on October 15, 2020. No remuneration was paid.
[5] Remuneration paid in GBP.
[6] Appointed as Independent Director on July 15, 2020.

(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year

Name of the Director/ KMP	% change
Mr. Debashis Chatterjee	131%
Mr. Dayapatra Nevatia[1]	NA
Mr. Venugopal Lambu[1]	NA
Mr. A M Naik[2]	196%
Mr. S N Subrahmanyan[3]	NA
Mr. R Shankar Raman[3]	NA
Mr. Jayant Damodar Patil[4]	NA
Mr. Akshaya Bhargava[5]	35%
Ms. Apurva Purohit	25%
Mr. Bijou Kurien	25%
Mr. Chandrasekaran Ramakrishnan[6]	NA
Ms. Deepa Gopalan Wadhwa[7]	76%
Mr. M R Prasanna[7]	76%
Mr. Vinit Teredesai[8]	NA
Mr. Senthil Kumar[9]	NA
Mr. Subhodh Shetty[10]	NA
Ms. Vedavalli S[11]	-17%

[1] Appointed as Directors on October 15, 2020 and no comparison for previous year 2019-20.

[2] Appointed as Non-Executive Chairman on July 18, 2019. Last year's was prorated earnings.

[3] No remuneration was paid.
[4] Resigned on October 15, 2020. No remuneration was paid.
[5] Paid in GBP (Great Britain Pounds).
[6] Appointed as Independent Director on July 15, 2020 and hence no comparison for previous year.

[7] Appointed as Independent Directors on July 16, 2019. Last year was prorated earnings.

[8] Appointed as CFO effective June 15, 2020 and hence no comparison for the previous year.

[9] Resigned as CFO on June 15, 2020 (Held position from March 11, 2020 to June 14, 2020, hence no comparison for the previous year)

[10] Appointed as Company Secretary effective November 1, 2020 and hence no comparison for the previous year.

[11] Resigned as Company Secretary effective from October 31, 2020 and employment from November 10, 2020 and hence prorated for the current year.

(iii) The percentage increase in the median remuneration of employees in the Financial Year	The percentage increase in the median remuneration of Mindtree Minds during FY 20-21 is 10%. This has been arrived at, by comparing the median remuneration of the cost-to-the company of all the Mindtree Minds globally as on March 31, 2021 and the median remuneration of the cost-to-the Company of all the Mindtree Minds globally as on March 31, 2020. This also has the impact of change in exchange rate.
(iv) The number of permanent employees on the rolls of Company	The total number of Mindtree Minds excluding subsidiaries as on March 31, 2021 is 23,814 and as on March 31, 2020 was 21,991.
(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	The average % of increase for employees eligible for a compensation increase was 8.5%. This is the average % globally – each geography would have a different average depending on the approved budgets for that geography. For the Executive Directors, while there was no change in the fixed remuneration,the % of increase in remuneration is on account of comparison of remuneration between the prorated period for 2019-20 and for full year in 2020-21. The compensation decisions for each year are taken after considering the following parameters: comparison of Mindtree salaries for various roles, benchmark data for such roles and the approved compensation budget as per the financial plan for the financial year. In addition the compensation revision of the senior leadership team is approved by the Nomination and Remuneration Committee
(vi) Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes, the remuneration is as per the remuneration policy of the Company.

Information as required under Section 197 of the Act, read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and forming part of the Directors' Report for the Financial Year ended March 31, 2021

A. Top 10 employees (in terms of Remuneration)

Sl. No.	Employee Name	Designation	Qualification	Age (in years)	Previous Employer	Total Experience (in years)	Designation at Previous Employment	Date of Joining	Remuneration* (Amount in ₹)	Country of Employment
1	Mr. Debashis Chatterjee	CEO & Managing Director	BE	55	Cognizant Technology Solutions	31	President, Global Delivery and Digital Systems and Technology	2-Aug-2019	113,306,322	IN
2	Mr. Sreedhar Bhagavatheeswaran	Senior Vice President	BE	52	Tata Consultancy Services	30	Global Head of Sales - TCS DIG	4-Aug-2017	45,597,544	US
3	Mr. Venugopal Lambu	Executive Director and President, Global Markets	BE	49	L&T	25	President Global Markets - L&T	3-Aug-2020	44,993,556	UK
4	Mr. Anil Kumar Gandharve	Chief Business Officer-RCM	B.Tech	42	Infosys Technologies Ltd	22	Associate Engagement Manager	1-Aug-2010	44,980,101	UK
5	Mr. Manish Bhargava	Associate Vice President	MBA	42	HCL Technologies	18	Business Development Manager	6-Jun-2011	40,612,849	UK
6	Mr. Manikandesh Venkatachalam	Chief Business Officer-TTH	BE	47	Genpact	28	Vice President	1-Oct-2019	37,980,196	US
7	Mr. Gaurav Zibbu	General Manager	PGDSM	41	Nagarro	17	Manager Grade 2	11-Apr-2016	37,259,001	US
8	Mr. Sumit Ralli	Vice President	MMS	47	DXC Technology	26	VP Applications Sales	8-Jul-2019	34,620,958	US
9	Mr. Schahin Sengul	Senior Director-Business Development	MA	45	DXC Technology	22	Key Account Manager	1-Oct-2019	34,215,013	GR
10	Mr. Vijayaram Parupudi	Chief Business Officer	B.Tech	52	Infosys Technologies Ltd	31	Associate Vice President & Global Client Partner	7-Oct-2019	33,347,157	US

** For employees based overseas, the exchange rates as on March 31, 2021 have been used for conversion to INR. Remuneration paid includes perquisite value of shares allotted if any, under ESPS/ERSP 2012.*

B. Employees drawing remuneration of ₹ 1.02 crores or above per annum posted in India (Other than Employees included in A above)

Sl. No.	Employee Name	Designation	Qualification	Age (in years)	Previous Employer	Total Experience (in years)	Designation at Previous Employment	Date of Joining	Remuneration* (Amount in ₹)
1	Mr. Dayapatra Nevatia	Executive Director and Chief Operating Officer	M.Tech	52	Accenture Solutions	28	MD & Director of Delivery for Advanced Technology	2-Mar-2020	32,944,042
2	Mr. Paneesh Rao	Chief People Officer	BBA	56	L&T Tech. Services	32	Chief Human Resources Officer	5-Sep-2019	24,132,733
3	Mr. Suresh H P	Senior Vice President	M.Tech	53	Motorola Electronics Pte Ltd	30	Staff Analyst-information Systems	2-Nov-2000	17,074,185
4	Mr. Manoj N Karanth	Vice President	BE	44	SLK Software Service	22	Senior Engineer-Analysis/ Design	27-May-2002	13,170,453
5	Mr. Balaji Krishnan	Senior Vice President	PGDSM	54	IR Multi-Media Solutions Pvt. Ltd	32	Project Manager	10-Nov-1999	10,996,671
6	Mr. Naresh K N	Sr Vice President & Global Delivery Head - BFSI	BE	49	Xoriant Corporation	31	E Manager at Level 5	3-Oct-2000	10,887,057

** Remuneration paid includes perquisite value of shares allotted if any, under ESPS/ERSP 2012.*

C. **Employees employed for part of the year with an average salary of Rs 8.5 lakhs per month posted in India**

Sl No.	Employee Name	Designation	Qualification	Age (in years)	Previous Employer	Total Experience (in years)	Designation at Previous Employment	Date of Joining	Remuneration (Amount in ₹)*
1	Mr. Radhakrishnan Rajagopalan	Global Head, Customer Success, Data and Cognitive	Bsc / PGPIM	49	PWC	20	Managing Director & GM	1-Jun-2020	12,708,150
2	Mr. Vinit Teredesai	Chief Financial Officer	CA	50	KPIT Technologies Ltd	26	Chief Financial Officer	15-Jun-2020	8,982,178
3	Mr. Venkat Pery	Chief Strategy Officer	BE	48	Cognizant	23	VP Strategy and Ops Global Inds	28-Aug-2020	6,255,190
4	Mr. Vijayabaskar Srinivasan	Vice President & Head Solutioning	MCA	46	Cognizant	23	Enterprise Solution Architect	17-Nov-2020	4,074,128
5	Mr. Suresh Uppalapati	Head-Enterprise IT	PGDM	48	Accenture	24	Accenture-Leadership	18-Jan-2021	2,527,715
6	Mr. Manas Chakraborty	Global Head-Cloud and Enterprise IT	M.Sc	52	HCL Technologies	27	Associate Vice President	1-Feb-2016	21,850,511
7	Mr. Madhusudhan K M	Chief Technology Officer	M.Tech	52	Misys International Financial Systems Pvt Ltd	29	Principal Architect	25-Oct-2006	17,074,769
8	Mr. Srinivasa Rao Kottamasu	Senior Vice President	M.Tech	53	United Layer	31	Executive Vice President	12-Dec-2016	9,191,364
9	Ms. Vedavalli S	General Manager and Company Secretary	CS	41	Symphony Teleca	19	Company Secretary	12-Jun-2015	6,824,696
10	Mr. Rostow Ravanan	CEO & Managing Director	CA	50	Lucent Technologies	27	Business Value Manager	5-Aug-1999	4,219,321
11	Mr. Chinmoy Bhagawat	Vice President	BE	54	Source International Inc	30	Project Director	1-Apr-2006	3,644,480
12	Ms. Selvi Venkatesh	General Manager	BE	46	Infosys Technologies Limited	22	Senior Project Manager	25-Oct-2010	2,819,686
13	Mr. Krishnakumar Natarajan	Executive Chairman	PGDM	64	Wipro Technologies	40	Group President	5-Aug-1999	2,812,882
14	Mr. N S Parthasarathy	Executive Vice Chairman & COO	M.Tech	60	Wipro Technologies	36	General Manager	14-Aug-1999	2,062,780
15	Ms. Jayanthy Anand	Associate Vice President	MBA	51	Wipro Limited	28	General Manager	22-Oct-2018	1,301,585
16	Mr. Anish Philip	Vice President	PGDM	46	Sasken Technologies	21	Vice President	27-Jan-2015	1,100,001

Note: Sl. Nos. 1 to 5 joined employees and Sl. Nos. 6 to 16 resigned employees.

** Remuneration paid includes perquisite value of shares allotted if any, under ESPS/ERSP 2012.*

For and on behalf of the Board of Directors

Place: Bengaluru
Date: April 16, 2021

R Shankar Raman
Director
(DIN 00019798)

Debashis Chatterjee
CEO & Managing Director
(DIN 00823966)

ANNEXURE 4

Form AOC-2

Details of Related Party Transactions

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under fourth proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis

(a)	Name(s) of the related party and nature of relationship	Not Applicable. There were no transactions or arrangements which were not at arm's length and which were not in the ordinary course of business during financial year 2020-21. The Company has laid down policies and processes/ procedures so as to ensure compliance to the Act. In addition, the transactions are placed before the Audit Committee on a quarterly basis.
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any:	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis

(a)	Name(s) of the related party and nature of relationship	Not Applicable. There were no material contracts or arrangements with related parties during financial year 2020-21.
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Date(s) of approval by the Board	
(f)	Amount paid as advances, if any:	

For and on behalf of the Board of Directors

Place: Bengaluru
Date: April 16, 2021

R Shankar Raman
Director
(DIN 00019798)

Debashis Chatterjee
CEO & Managing Director
(DIN 00823966)

ANNEXURE 5

Details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outflow

[Clause (m) of sub-section (3) of Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014]

(A) Conservation of Energy

Energy conservation and emission management

We believe in improving and maintaining ecological balance by monitoring, measuring and controlling environmental impact at our workplaces by adopting technologically sound and sustainable practices. The following are the few major initiatives and interventions completed.

Our two-pronged approach towards energy efficiency involves promoting behavioral changes even among our associates by encouraging them to save energy, and opt for smart management of lighting, heating and cooling requirements. Initiatives to integrate energy efficiency into the overall operations are undertaken through design considerations and operational practices.

Environmental performance of FY 20-21.

15.7 KWH Million	74.8%	38881 KL	94.6%
Energy consumption	Renewable Energy	Water consumption	Waste recycled

Key initiatives:

1. MTW: 192 No's of 150AH batteries replaced with 100AH new batteries

   Uninterruptible Power System (UPS) at our facility MTWP3 had batteries for more than four years. On conducting the Internal Resistance (IR) test for these batteries, it was found that a few of them were on the defective/warning mode. Hence, we replaced the entire battery bunk to ensure uninterrupted power supply to the switch room/Offshore Development Center (ODC) server room and workstations. Following a technical study and the changes in the work area, it was concluded that we would use only 100 AH batteries instead of 150 AH batteries.

   The step achieved the following:

   - Saved power to the tune of 33,678 units per annum
   - Reduced battery waste generation that has environmental costs following the 'End of Life' cycle
   - Reduced cost towards the purchase of higher capacity batteries

2. Installation of Variable Frequency Drives (VFD)

   We installed VFD to control the speed of air conditioners in the Boardroom, the office of the Chief Operating Officer and for Air Handling Unit (AHU) motors, which allowed the motors to be operated with variable current inputs based on the AC requirement and thus reduced energy consumption.

   1,037 Units saved through installation of VFD

3. Upgradation of UPS battery monitoring device software

   Since batteries are the heart of the UPS system, proactive testing and maintenance are key to ensuring its long-life. We have been undertaking battery optimization measures that have resulted in accumulated savings on energy over the years. We continued to implement this measure during the reporting period, resulting in the following:

   - Installation of battery monitoring system has helped prolong battery life
   - Usage of battery up to its maximum efficiency
   - Notification through alarms during any abnormalities

4. MTW Phase 5 replaced with T5-LED

   We have replaced the existing T5 fluorescent tubes with enhanced LED fittings in three office floors resulting in energy saving of 0.38 Lakh KWH per annum.

   This has also resulted in:

   - Cost saving on lighting energy consumption to the tune of INR 3.54 Lakh per annum

- Zero maintenance cost for five years
- ROI in 21 months at an investment of INR 6.23 Lakh

5. MTH Replacement of T5 with LED at B7-14F

   Benefits of installing of LED fixtures

- Replace the existing T5 fluorescent tubes fitting (28 W X 2=56W) with enhanced LED fittings (32 W X1)-82 Nos at B7-14F
- Replace the existing T5 fluorescent tubes fitting (28 W X 1) with enhanced LED fittings (20 W X1)-13 Nos at B7-14F cafeteria.
- Lighting energy saving is 8070 KWH Per annum.
- Cost saving on lighting energy consumption is INR 0.77lakhs Per annum.
- Zero maintenance cost for five year.
- ROI in 4.10 years at investment of INR 6.14 lakhs.

6. Installation of new split AC unit at B7-14F

   B7-14F NOC server room has a split AC of 2 tonnage, feeding the said server room on a 24X7 basis and an AHU-2 (36 TR) as a secondary source which serves the workstation area. During split AC standby duration or required maintenance period, AHU-2 is used. We have installed a new split AC as a secondary source for the NOC room, which will eliminate the use of AHU and thereby optimize power consumption.

   The step has resulted in:

- 2707 KWh energy saving per annum
- ROI in 4.5 years at an investment of INR 1.10 Lakh

Water management

Water conservation is essential in combating the depletion of this precious resource. We carefully manage our water use and discharges.

To maintain ecological balance and to ensure adherence to our Company's EHS policy, we have taken several initiatives towards for the conservation, reuse and recycling of water, including rainwater harvesting and recharging of groundwater through recharge pits. These initiatives helped us reduce private water purchase by 4707 KL from October 2020 to March 2021.

Safety and hygiene implementation

The pandemic created greater urgency for the implementation of new measures for water conservation. Simple measures such as shutting down 50% of the taps and installing foot-operated pedals (to reduce contact touch points) for water taps brought down water consumption. A pedal tap is a retrofit table and affordable, hands-free foot operated water dispensing device designed to reduce the spread of infectious disease and save water.

Further, towards the process implementation for COVID-19, few are described below:

- Mindtree Minds are responsible to follow the measures for occupational safety, health and infection prevention and control established for their workplace, and to participate in awareness provided through online -YORBIT.
- Mindtree Minds and partners visiting office should be consulted and should participate in the development, monitoring and updating of their status through the online SDF (Self declaration form), upon which the access to facility is granted.
- Temperature screening being first check, religious monitoring is implemented across location at the first entry point of facility.
- As a "Back to Office" program, pilot test of app based seat allocation process is in pipeline.
- Regular advisory through mails are sent to all, on "Ergonomics at work from Home", "Do's & don't' s", "Safe Stay".
- Awareness posters and signages towards Safety, hygiene and adherence are displayed across facilities for Social distance, transport users, washroom hygiene, opening of doors through foot, parking, stay safe, lift usage, mask wearing, office premises.
- Operational control procedures are tuned accordingly for air conditioners and all hand wash area are installed with pedal operated water taps thus avoiding the multiple touch during the usage by many.
- Food operated sanitizer dispenser are kept at all required junctions.
- Proper Sanitization of materials movement either be 'Incoming "or " Outgoing".

Waste management

Our strategy aims to reduce the amount of waste we generate and ensure that what we do produce is reused or recycled – whether for the same purpose or for secondary use.

We focus on not only recycling but also limiting waste generation. The combination of reduction in waste, waste segregation, recycling, on-site composting and incineration has led to reducing the burden on the city landfills.

Waste management is a norm at Mindtree offices across locations, with Bengaluru leading the way. During the year, we further reducing incineration and increased the recycled component from rejected waste in Pune and Bengaluru East campuses.

Our Bengaluru East location is now zero waste site, where we recycle most of the waste, with no burden on the landfill. During the year, we made special provision for the collection and disposal of used masks and PPEs by keeping dedicated dustbins at common areas. The Pune location reduced incineration by recycling used oil.

- Utmost monitoring is done to minimize the waste generation through the incoming materials and the feasible plastic carrier within reach are avoided in use at office.
- Bio-degradable waste through which manure can be generated for our landscape, are routed through our in-house compost machine.
- "Print smarter" concept at our printers are used ,so that the individual can store the print materials in the machine until it's really decided to print , else can be deleted thus helping us to avoid the wrongful usage of resource and the generation of waste.
- Avoidance of single-use food and drink containers and utensils at cafeteria, Meeting rooms.
- Key to efficient waste management is to ensure proper segregation of waste at source and to ensure that the waste goes through different streams of recycling and resource recovery. This is done at facilities, with appropriate installation of different types of bin for categorized wastes.
- "WOW" (Well-being Out of Waste) - is an program where the recyclable waste are routed through the professionals for scientific disposal of waste and then for recycling.

(B) Technology Absorption

Your Company has more than 20 years of proven track record of its commitment and investments into technology and innovation as a key differentiator. In this financial year, your company has further sharpened its focus on Strategic & Emerging technologies and innovation, leading to differentiated business engagement with its customers.

1. **Cognitive Contact Center and Conv AI.**

New technologies & tools adopted	Microsoft (Bot Composer, Power Virtual Agent, Power Apps) Google Dialog flow, Amazon Connect, Nice In Contact, Twilio, Live Person, Zendesk, AI/ML,
Innovative solutions	**Prototyping:** Cognitive Dash boards for Agent • Sentiment analysis • Real time advisory Cognitive Dash boards for Manager • AI led automated escalation • Call quality analysis Automation • CAI DevOps • CAI Test automation • Bot Analytics
Solution Accelerators	• Conversational Test Studio • Survey automation • Smart IVR • VAK • Mindflow
Process	• Bot development methodology

2. **Augmented Reality (AR) & Virtual Reality (VR)**

New technologies & tools adopted	Shared AR, Open CV, Flutter, Motion tracking , AR foundation, P2P WebRTC based calling, WebXR, AR Core, Inverse Kinematics, Ray-casting, 3d Model targeting.
Innovative solutions	**Prototyping:** AR Prototyping **Sales & Marketing:** AR Digital Magazine M360 Virtual Tour App on iOS and Android Virtual event creation platform for product launches Virtual market place for Web-VR commerce Immersive interaction with products (Perfumes, electronics) Shared AR for remote sales **Training:** Interactive Avatar based simulation training Self-Learning AR manuals VR bases Immersive trainings AR Assisted Make-up applicator **Service & Support** AR Assist (SOP, service instructions) Remote support and Annotation solution for collaboration and support
Solution Accelerators	• Mindtree's 3D Asset Lib (Pre-fab portal) • Mindtree's 360 Tour Platform • Mindtree Remote Assistance and Annotation Platform (MRAAP) • Mindtree's Virtual Market Place / Virtual Event (MVMP) • Mindtree's Shared AR foundation • Mindtree's Face Shape Classifier (MFSC) • Mindtree's Automated Annotation Platform (MAAP) • Real time region detection algorithm • Color blending algorithm • Real time Point Tracking for retention of real world colors • Speech recognition module integration with AR

3. **Solutions for Service Lines**

3.1 Cloud

New Technologies & Tools Adopted	ComPass –Cloud Assessment Platform for discovery and analysis of on-prem Infrastructure & Migration to Iaas& PaaS• Performance Testing using Caliper tool. IT Process Automation leveraging Aheyu. Cloud Security & Operational governance tools – Divvy Cloud & Total Cloud. Major Incident management & coordination with AlertOps. Cloud FinOps for Financial governance & efficiency leveraging Cloudigy. Cloud & On-Prem Monitoring leveraging Ops Ramp.
Innovative Solution Accelerators Developed	Automated Provisioning – Azure DevOps Pipeline for Automated provisioning of workloads, landing zone components across AWS & Azure with Terraform and Infrastructure as code. Migration Factory Automation – Mindtree's Migration factory adaption is framework designed to accelerate cloud migrations with rich visualizations. Migration Factory is combination of methodology, process, tools & accelerators that enables faster Cloud migration while lowering the cost of ownership. It leverages multiple technologies like MS Teams, DevOps, PowerBI, ComPass across the phases of Build & Migration to improve the migration experience & provide repeatability, consistency & efficiency

3.2 Digital Security

New Technologies & Tools Adopted	Hybrid Cloud Layered Defence • Multi Cloud WAF, DDOS Protection and BoT Manager • Cloud Security Posture Assessment • Cloud Entitlement Management • Cloud Threat Detection and Response • Hybrid Solution for API Security • Securing Linux and SUSE workload from Zero Day attack • Securing Java, PHP and Java Script applications from Zero Day attack • Container Security
Innovative Solution Accelerators Developed	• Manual Cloud System Hardening Accelerator • Automated Golden Image Hardening Solution

3.3 Mainframe and Midrange Services

New Technologies & Tools Adopted	Mainframe modernization with z/OS and transformation to cloud **Within z/OS** • Integration of critical Mainframe workloads to new age platforms using tools such aszConnect, OpenLegacy, GT Ivory Architect, Mulesoft, Azure Logic apps etc. • Moving COBOL workloads to Java based workloads on zLinux running on zAAP/IFL lower cost processors. **Cloud Transformation** • ***Re-host Mainframe workloads to cloud*** using partner products and inhouse automation utilities. • ***Automated migration of Mainframe*** workloads to cloud powered by inhouse code converters (e.g. COBOL to Java(C2J)) as well as partner products. • ***Rewrite Mainframe workloads into a new age micro-services architecture*** on cloud by bringing in our inhouse z-Toolkit inclusive of PAM (Portfolio Analysis on Mainframes), zBRE (Business Rules Extractor) etc. at various stages of the program lifecycle
Innovative Solution Accelerators Developed	• RPA enablement • Python based framework for monitoring of system statistics. • Devops on Legacy integrating with GitHub and Jenkins for building CI/CD pipeline • Reverse engineering (Documentation, flowcharts and extraction of rules) for Assembler heavy and TPF based applications

Blockchain perspective

New Technologies and tools adopted	• Hyperledger Fabric • Corda • IPFS • DAML
Innovative Solution Accelerators Developed	• Loyalty Exchange Platform ($wap) • Merchant onboarding • Automation to build and manage Hyperledger and Corda Blockchain networks • CLI to easy the maintenance of Blockchain networks • Low code Smart Contract platform

Intelligent Automation section

New technology tools adopted

- Blue Prism
- Work Fusion
- Power Automate
- SAP IPA

Innovative Delivery methodologies, Solution Accelerators and Frameworks

- Advisory, Consulting and Process discovery - Enable the customers through their automation journey and help them establish Automation CoE with set of proprietary frameworks, RoI calculators, guidelines and standards.
- Automation as a Service - Customer will be charged based on outcome (transactions processed, bot runs etc.,) that enables customer to focus on business outcomes and not on tools/infrastructure. Mindtree will bring in the right set of tools both proprietary and from our partners to meet customer automation needs.

- Rapid 2.0 Factory – Agile sprint based fail-fast approach for rapid development, testing and deployment of bots in a factory setup
- Shared Services - Model customized for maintenance of bots; customer is billed based on outcome(number of tickets / CR's resolved)
- 180+ reusable bots in Automation Anywhere, UIPath and Blue Prism.
    - o SAP – Bots for PO creation, material master creation, S4 HANA migration, sales inquiry, quotation & order creation, user creation, access provisioning etc.
    - o Duckcreek – Bots for insurance quote creation and management
    - o Enterprise bots for Finance, HR and Cyber security
- BOT doctor - A tool to validate the quality of a bot. This tool can work on bots built for Automation Anywhere and UIPath
- Automation Anywhere A2019 Migration Framework – Fast track migration framework (implementation methodologies, guidelines & standards) for converting AA 11.X bots to A2019 bots.
- IDP (Intelligent document processing) – Bots for capturing data from the documents (e.g. emails, pdf, images, scanned documents), classify and extract necessary data using AI technologies like computer vision, OCR, Natural Language Processing (NLP), machine learning and deep learning. Combining Intelligent automation technologies with Robotic process automation enables more complex processes for automation which wasn't possible before.
    1. ESG Analytics – Analytics and Sustainability reporting
    2. Cognitive Automation – Transformation of Unstructured financial documents

Emerging Architecture patterns and Technologies

New Technologies Adopted

- AI in SDLC
- Autonomic Computing
- Low Code platforms
- Emerging tools, techniques and components in Mature tech stack i.e. Java, MS and JavaScript

Data and Intelligence

New Technologies and Tools adopted	• Increased adoption of integrated data analytics platforms also referred to as "Lakehouses" • Deeper focus on Databricks and Snowflake • New services from Azure, GCP and AWS
Innovative Solution Accelerators Developed	• Viz Fitness is a self-service plug-in which runs on your dashboards and optimizes memory consumption and performance while reducing the cost of consumption through AI algorithms and automatic data models • VizMigrate is a solution which analyses dashboards, does automated discovery and reduces the effort and time required for dashboard migrations • Applied AI Platform which helps apply AI across solutions through elements which cover AutoML, Annotation / Review tool, AI Enabled Search to name a few

1. **Search**

As data becomes the new fuel, and the center-piece of any organization's Digital strategy, enterprises today are increasingly becoming aware of the challenges around finding the most relevant parts of the information from the disparate collections of structured and unstructured information available within the landscape, and the challenges around converting all this knowledge into actionable insight. While many platforms exist to address the second set of challenges (actionable insight), these platforms also largely rely on structured data flowing in in order to generate the needed insight - however, data today is not only structured - data exists in many different formats (video, PDFs, PPTs, media, CMS, CRM, ticketing systems, etc) in an unstructured form. Wouldn't it improve the generated insights for an organization if this data could be seamlessly merged and searched along with structured information? Wouldn't the generated insight for an organization be that much more valuable if it could seamlessly allow data and content - in any shape and form - seamlessly searchable/integratable into your core 'Intelligence platforms'? For the past year, Mindtree has been working on addressing this challenge.

A normal solution to querying unstructured information is the ability to use search engines like Solr or Elastic. However, these engines have 2-3 challenges:

- Can only import text based content, not much support for other media types like videos
- They work better in term-based scenarios -> the more specific you are the lesser the efficiency
- They don't understand intent from the search phrase
- They don't understand the taxonomy related to a certain context, or the relationships
- They don't understand relative importance of entities in the search
- Technologies for intent extraction, NER have evolved independently, no one has integrated them
- There is no way to 'shape' the results being sent back (all equal phrases)
- As a result: gap between what the user wanted and what the user gets - is really high - from the raw data - all the way up to the generated insights.

Mindtree's proposed integrated approach to Search aims to address all of the above by combining data from multiple formats, sources, systems into a single seamlessly queryable interface that can be deployed readily and quickly to serve diverse scenarios.

Supported features include:

1. Ability to seamlessly extract information from any/all media types, and join them with structured data
2. Improving/shaping results based on intent/entities from the query
3. Improving relevance ranking based on vector models, or similar (MLT)
4. Ability to narrow down scope (clustered results) or expand scope (aggregation)
5. Improving relevance ranking based on term relationships (graphs for taxonomy)
   5.1. Understanding the structure of a document (more structured, specific)
   5.2. Factoid question answering based on matching query phrases to content sections (pure graphs)
6. Personalized content/recommendations - and - a base TF-IDF search (term based search) as the fallback for when not enough information exists to deliver one of the above.

2. **Explainability in AI**

As more and more decisions move to the realm of AI with decreasing dependency on human participation, it is absolutely imperative to understand the strengths and limitations of a proposed solution from both perspectives: 1. Algorithms used in the solution and 2. Data used to train a model.

In our approach, the topics of governance/ethics/transparency/interpretability constitute the non-functional requirements for any AI/ML solution. Following this principle, we've created our own framework to ensure that interpretability needs are captured comprehensively during analysis/requirements and addressed thoroughly during design.

This framework has three parts:

1. The definition of an 'interpretability profile' - grouped into 6 broad areas: Mathematical, Verbal, Visual, Repeatability, Extrapolatibility, and Accuracy. While a specific problem domain has its own 'interpretability profile', algorithms selected towards the design of the solution play a critical role in shaping the corresponding 'interpretability profile' of the solution. In our approach, the design/feasibility tasks for a proposed project include matching the interpretability profile of the problem to that of the solution - algorithms are not selected purely based on preferences/accuracy metrics.
2. An 'interpretability toolkit' - While interpretability profiles for specific algorithms are relatively known, in our experience, one of the main challenges tends to be in capturing interpretability needs for a context during the analysis/requirements phase. To address this, we've created the Mindtree 'interpretability toolkit' - a comprehensive 'NFR' document that needs to be detailed out for any project that uses elements of AI/ML in the solution.
3. Identified catalog of tools/metrics for understanding a model, and limitations of the data used to train a model: Apart from the above, our research teams have also been focusing on the tools/techniques/metrics that can be used to understand what a model has learnt - from intrinsically interpretable models to post-hoc explanation techniques like LIME/SHAP/GradCAM, audit frameworks like SMACTR, security techniques like ART/AdverTorch/TextAttack, etc. These techniques are also integrated with the framework/toolkit mentioned above - as well as part of the core AI/ML training we provide to our teams.

   The above ensures that for solutions with elements of AI/ML, adequate focus/thought has been given to the security, regulatory and privacy needs for a specific problem context and at the same time, solutions we create are fair, accountable and transparent enough to meet identified interpretability needs for a context.

Service Line: Customer Success

Practice: Digital Marketing & Commerce

New Technologies & Tools Adopted	• Sprinklr : Added marketing operations and martech services on Sprinklr – a social marketing suite • Data driven marketing operations supported by CMP and CDP products. • Marketing: added campaign build and operate services on Marketo – a campaign management solution from Adobe • Amplience s : a retail focused CMS solution • Microsoft Dynamics CE: Implement and operate Microsoft CRM suite
Innovative Solutions and Accelerators Developed	• AI Content and AI Test for AI accelerated marketing operations and merchandizing operations services. • AI Commerce Ops for AI driven automated commerce IT Operations • CRX: Creative acceleration with Adobe Assets along with content and asset migration tool to speed up DAM adoption. • SEO Max: AI driven SEO assistance • Promotion platform: Helps marketer to roll out new promotions 50 % faster with 100% compliance. • RXM: Retail execution management solution on MS Dynamics and PowerApps • Direct to Professional and Distributor Marketplace commerce solution: provide new capabilities on B2B eCommerce. Available for Magento and SAP Commerce Cloud.

Service Line: Customer Success

Practice: Digital Integration & Process Automation

New Technologies & Tools Adopted	• Pega Customer Decisioning Hub : Added capabilities on AI Powered decisioning engine and Chatbot from Pega. • Appian : Added end to end services on Appian – a business process management product. • Mule 4 Anypoint Service Mesh – Added capabilities on microservices framework from Mulesoft. • Istio : added capabilities on istio service mesh
Innovative Solutions and Accelerators Developed	• Omni-channel sales process accelerator on Pega accelerates B2B marketing to sales cycle across digital and sales cycle • KPI Monitoring dashboard for APIs: help provide business insights on API consumption • Microservices Accelerator: accelerates adoption of Java-microservices architecture on cloud with ready to use framework and components • Codemill for Mulesoft: API accelerator for mulesoft drives lower development cost for API

Solutions for Service Lines

DevSecOps& Site Reliability Engineering (SRE)

New Technologies & Tools Adopted	• Achieved Microsoft Gold competency in DevOps. • Deepened AWS &Atlassian partnerships for DevOps competency • Continuous adoption & capability uplift for new technologies across DevSecOps& Cloud (e.g., containers, microservices& function based DevSecOps pipelines on Azure/AWS/GCP & Hybrid cloud) • Embedded SRE capabilities on Mindtree CAPE powered DevSecOps bootstrap kit
Innovative Solution Accelerators Developed	• Developed an online version of integrated DevSecOps& SRE toolkit enabled to evaluate maturity across different assessment dimensions to help customers baseline & measure progress of their DevSecOps maturity journey. • Established SRE framework and guidelines for distributed SRE support. • Quick Adoption tool kit for Azure DevOps pipeline for .NET (framework & core), Java & SQL DB (Completed) with Unit Testing, Static code analysis, Quality Gates and Infrastructure provisioning. • Serverless Multi-cloud (AWS & Azure) Integrated DevOps for Microservices using Terraform & AWS ServerlessFargate compute engine.

Your Company has spent ₹ 338 million on research and development during the FY 2020-21 as against ₹ 373 million for the FY 2019-20.

The capital investment on energy conservation equipment was Nil during the FY 2020-21.

C) Foreign exchange earnings and Outgo –

Foreign Exchange Earnings

₹ in million

Particulars	FY 2020-21	FY 2019-20
Income from software development	76,635	74,788
Other income	69	27
Total	**76,704**	**74,815**

Foreign Exchange Outgo

₹ in million

Particulars	FY 2020-21	FY 2019-20
Branch office expenses	36,421	41,507
Travel expenses	49	265
Professional charges	23	18
Others	352	349
Total	**36,845**	**42,139**

For and on behalf of the Board of Directors

Place: Bengaluru
Date: April 16, 2021

R Shankar Raman
Director
(DIN 00019798)

Debashis Chatterjee
CEO & Managing Director
(DIN 00823966)

ANNEXURE 6

Annual Report on CSR Activities

1. A brief outline of the Company's Corporate Social Responsibility (CSR) Policy:

   CSR Policy: Mindtree focuses on CSR initiatives that promotes the areas identified in this policy. Mindtree implements the chosen programs via three channels:

   a) Directly by Mindtree;

   b) Through Mindtree Foundation;

   c) Through "Individual Social Responsibility" programs undertaken by Mindtree Minds and supported by Mindtree as appropriate.

   Further, Mindtree's CSR primarily focuses on programs that:

   a) Benefit the differently abled;

   b) Promote education;

   c) Create sustainable livelihood opportunities.

2. The composition of the CSR Committee:

   The members of the CSR Committee of the Board and details of attendance during the financial year 2020-21 are as follows:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year[1]	Number of meetings of CSR Committee attended during the year
1	Ms. Deepa Gopalan Wadhwa[2]	Chairperson	2	2
2	Ms. Apurva Purohit	Member	2	2
3	Mr. Bijou Kurien	Member	2	2
4	Mr. Dayapatra Nevatia[3]	Member	NA	NA

Note : Mr. Jayant Damodar Patil ceased to be the Chairperson and Member with effect from October 15, 2020. He attended two out of two meetings held during his tenure.

[1] Meetings attended through audio visual means/video conferencing.

[2] Member of the Committee and is appointed as Chairperson w.e.f. October 15, 2020.

[3] Appointed as a Member with effect from October 15, 2020.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

   1. Composition of CSR Committee : https://www.mindtree.com/sites/default/files/2020-10/Committees-Composition_0.pdf

   2. CSR Policy : https://www.mindtree.com/about/investors/policies/policy-corporate-social-responsibility

   3. CSR Projects : https://www.mindtree.com/sites/default/files/2021-04/Corporate-Social-Responsibility.pdf

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).

   https://www.mindtree.com/sites/default/files/2021-05/Impact-Assessment-report.pdf

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (₹ in million)	Amount required to be set-off for the financial year, if any (₹ in million)
1	2018-19	-	-
2	2019-20	220.21	-
3	2020-21	-	56.42
	Total	220.21	56.42

6. Average Net Profit of the Company for last three Financial Years for the purpose of computation of CSR: ₹ 6,800.56 million

7. Details of the CSR spent during the Financial Year 2020-21:

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (₹ in million)
a	Total amount to be spent for the Financial Year	136.01
b	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	-
c	Amount required to be set off for the financial year	56.42
d	Total CSR amount spent for the Financial Year	79.59

8. Details of the CSR spent during the Financial Year 2020-21:

(a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (₹ in million)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
79.59	-	-	-	-	-

(b) Details of CSR amount spent against ongoing projects for the financial year:

(i) Spent though Mindtree Foundation

1	2	3	4	5		6	7	8	9	10	11	
S. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local Area (Yes / No)	Location of the project		Project Dura-tion	Amount allocated for the project (₹ in million)	Amount spent in the current financial year (₹ in million)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹ in million)	Mode of Imple-mentation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration Number
1	Gubbachi	Schedule 7(ii), Promoting education	Yes	Karnataka	Bengaluru	2 Years	2.77	1.00	-	No	Gubbachi Learning Community	N.A
	Total						2.77	1.00				

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(i) Spent through Mindtree Foundation:

1	2	3	4	5		6	7	8	
S. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local Area (Yes / No)	Location of the project		Amount spent for the project (₹ in million)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration Number
1	YuvaJyoti	Schedule 7(ii), Promoting vocational skills	No	Karnataka	Tumakuru District	15.50	No	BEEM Rural Development Organization (BRDO)	NA
2	Balsevika Training Institute (BSTI)	Schedule 7(ii), Livelihood Enhancement to the rural youth.	Yes	Karnataka	Bengaluru		No	Karnataka State Council For Child Welfare (K.S.C.C.W)	NA
3	Literacy Enhancement	Schedule 7(ii), Promoting education	No	Karnataka	Rama Nagar District		No	Spastics Society of Karnataka (SSK)	NA
4	Prison Inmates Welfare	Schedule 7 (iii), Providing measures for reducing inequalities faced by socially and economically backward groups	Yes	Karnataka	Bengaluru		No	Radio City 91.1 FM	NA
5	Dream to Reality	Schedule 7(ii), Promoting education	No	Tamilnadu Karnataka	Dharmapuri District, Bengauru Rural District		Yes		NA
6	NCPEDP-Mindtree Helen Keller Awards 2020	Schedule 7 (iii), Providing measures for reducing inequalities faced by socially and economically backward groups	Yes	Karnataka	Bengaluru		No	National Centre for Promotion of Employment for Disabled People (NCPEDP)	NA
	Total					**15.50**			

(ii) Spent directly by Company

1	2	3	4	5		6	7	8	
S. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local Area (Yes / No)	Location of the project		Amount spent for the project (₹ in million)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration Number
1		COVID 19 activities	Yes	Karnataka	-	51.64	Yes	NA	NA
2		Charity Donation- Covid related	Yes	Karnataka	-	10.00	No	Susheela Ramaprasad Charitable Trust	NA

(d) Amount spent in Administrative Overheads : ₹ 1.45 million

(e) Amount spent on Impact Assessment, if applicable : Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : ₹ 79.59 million

(g) Excess amount for set off, if any :

Sl. No.	Particulars	Amount (₹ in million)
i	Two percent of average net profit of the company as per section 135(5)	136.01
ii	Total amount spent for the Financial Year	79.59
iii	Excess amount spent for the financial year [(ii)-(i)]	-
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
v	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

9. (a) Details of Unspent CSR amount for the preceding three financial years:

S. No	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (₹ in million)	Amount spent in the reporting Financial Year (₹ in million).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (₹ in million)
				Name of the Fund	Amount (₹ in million).	Date of transfer.	
1	2018-19	-	-	-	-	-	-
2	2019-20	-	-	-	-	-	-
3	2020-21	-	-	-	-	-	-
	Total	-	-	-	-	-	-

(c) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s)

S. No	Project ID.	Name of the Project.	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (₹ in million)	Amount spent on the project in the reporting Financial Year (₹ in million)	Cumulative amount spent at the end of reporting Financial Year. (₹ in million)	Status of the project - Completed / Ongoing
-	-	-	-	-	-	-	-	-

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).

(a) Date of creation or acquisition of the capital asset(s). – Not Applicable

(b) Amount of CSR spent for creation or acquisition of capital asset. – Not Applicable

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. – Not Applicable.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). – Not Applicable.

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). – Not Applicable.

Sd/-
Debashis Chatterjee
CEO & Managing Director

Sd/-
Deepa Gopalan Wadhwa
Chairperson of CSR Committee

Place: Bengaluru
Date: April 16, 2021

ANNEXURE 7

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
MINDTREE LIMITED,
CIN: L72200KA1999PLC025564
Bengaluru, Karnataka

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mindtree Limited (hereinafter called the "Company"). The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2021 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v. The following Regulations and Guidelines (and any amendments thereto) prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as applicable:

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

   e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

   f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   g) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;

   h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

vi. The other laws as applicable to the company, as per para I of Annexure hereto.

   I have also examined compliance with the applicable clauses of the Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.

   During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards mentioned above.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice was given to all Directors to schedule the Board/ Committee Meetings, agenda and detailed notes on agenda were duly sent, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- The decisions at the Board and Committee meetings were carried unanimously and the related discussions were duly recorded in the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

The final report of Regional Director, South East Region Bench, in respect of the inspection under section 206 of the Act, ordered by the Regional Director, South East Region, Ministry of Corporate Affairs carried out during the previous year, is awaited.

G. SHANKER PRASAD
ACS No. 6357
CP No: 6450

Place: Bengaluru
Date: April 16, 2021
UDIN: A006357C000107799

This report is to be read with my letter of even date (para II of the Annexure) and forms an integral part of the report.

ANNEXURE (Para I)

(The other laws as may be applicable to the Company referred to in Para (vi) of the report including corresponding State Laws, wherever applicable, and the relevant regulations thereunder)

A. Environmental Laws

a) Air (Prevention & Control of Pollution) Act, 1981

b) Environment (Protection) Act, 1986

c) Water (Prevention and Control of Pollution) Act, 1974

d) Cigarettes and other Tobacco Products (Prohibition of Advertisement and Regulation of Trade and Commerce, Production, Supply and Distribution) Act, 2003

e) Electricity Act, 2003

B. Employment Laws

a) Labour Welfare Fund Act 1987 and the rules made thereunder

b) Apprenticeship Act 1961 and the rules made thereunder

c) Factories and Establishments (National, Festival and Other Holidays) Acts and the rules made thereunder.

d) Maternity Benefit Act, 1961

e) Minimum Wages Act, 1948

f) Payment of Bonus Act, 1965 and the rules made thereunder

g) Payment of Gratuity Act, 1972 and the rules made thereunder

h) Payment of Wages Act, 1936

i) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

j) Contract Labour (Regulation and Abolition) Act, 1970

k) Employees' Provident Funds and Miscellaneous Provisions Act, 1952

l) The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959 and the rules made thereunder

m) The Employee's Compensation Act, 1923

n) The Equal Remuneration Act, 1976 and the rules made thereunder

o) The Employee State Insurance Act, 1948 and the rules and regulations made thereunder

p) The Industrial Employment (Standing Orders) Act, 1946 and rules made thereunder

q) The Shops and Commercial Establishments Acts and rules made thereunder

r) Workmen Compensation Act, 1923

s) Tax on Professions, Trade, Callings and Employment Acts and rules made thereunder

t) Industrial Disputes Act, 1947

u) Rights of Persons with Disabilities Act, 2016

v) The Employees' Pension Scheme, 1955

C. Establishment Laws

a) Lift Acts

b) Fire Acts

c) Town Panchayats, Municipalities and Municipal Corporations (Collection of Tax On Professions, Trades, Callings And Employments) Rules, 1999

d) Municipal Laws

e) Food Safety and Standards Act, 2006

f) Petroleum Act, 1934 and the rules made thereunder

g) Explosives Act 1884

D. Fiscal Laws

a) Central Goods and Service Tax Act 2017 and rules made thereunder

b) Integrated Goods and Service Tax Act 2017 and rules made thereunder

c) Income-Tax Act, 1961 and the rules made thereunder

d) Foreign Exchange Management Act, 1999 and the rules made thereunder

e) Foreign Trade Policy 2015-2020

E. Sectoral Laws

a) Information Technology Act, 2000 and the applicable rules thereunder

b) Special Economic Zones Act, 2005 and the rules made thereunder

c) National Telecom Policy, 1999

F. Other Laws

a) Micro, Small and Medium Enterprises Development Act, 2006

b) Motor Vehicles Act, 1988.

c) Competition Act, 2002

d) Transgender Persons (Protection of Rights) Act 2019

ANNEXURE (Para II)

To,
The Members,
MINDTREE LIMITED,
CIN: L72200KA1999PLC025564
Bengaluru, Karnataka

My report of even date is to be read along with this letter:

1. The maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. The information for the audit were mainly shared through email and other online channels as physical verification could not be done due to lockdown/ restrictions on movement on account of Covid -19 pandemic for the better part of the year.

SHANKER PRASAD
ACS No. 6357
CP No: 6450

Place: Bengaluru

Date: April 16, 2021

ANNEXURE 8

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

1. This certificate is issued in accordance with the terms of our engagement letter dated August 06, 2020.
2. We, Deloitte Haskins & Sells, Chartered Accountants, the Statutory Auditors of Mindtree Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2021, as stipulated in regulations 17 to 27 and clauses(b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

Management's Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the "ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control(SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2021.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 008072S)

BENGALURU, April 16, 2021
UDIN- 21047840AAAABL4732

Monisha Parikh
Partner
(Membership No. 47840)

CORPORATE GOVERNANCE REPORT

I. Corporate Governance Philosophy at Mindtree

Mindtree Limited (hereinafter referred to as 'Mindtree' or 'Company') considers strong corporate governance as the key pillar in building and maintaining trust and adding value to all our stakeholders i.e. investors, employees, shareholders, customers, suppliers, environment and the community at large. Environment, Social and Governance being the core of all our technology solutions, we ensure that we grow with responsibility. With the support of L&T as its parent company, Mindtree is in an even stronger position to continue its mission of engineering meaningful technology solutions for businesses and society.

Integrity, transparency and accountability are the key mantras for corporate governance at Mindtree. We have in place best governance policies in the form of Integrity Policy, Code of Conduct for the Board members and Senior Management, Code of Conduct for Prevention of Insider Trading in Mindtree Securities, Code of Fair Practices and Disclosure. The Information Security Policy ensures regular review of Information Technology resources and are upgraded to protect the interest of the Company. Good governance is an evolving process and your Company always endeavours make it a progress.

Mindtree has been conferred the second runner-up position in the 'Best Employer for Women' (large) category by the Associated Chambers of Commerce and Industry of India (ASSOCHAM) at it's Diversity & Inclusion Excellence Awards and Conclave, 2020 . Mindtree also received Business World 5th HR Excellence and the Award 2020 for excellence in Diversity & Inclusion.

Mindtree employees ("Mindtree Minds") adhere to the highest standards of integrity. Mindtree Minds are guided by the values of collaborative spirit, unrelenting dedication and expert thinking. These values are core to all our operations.

Mindtree acts on the following governance principles:

(i) Acting in the spirit of law and not just the letter of law;

(ii) Doing what is right and not what is convenient;

(iii) Providing complete transparency on our operations; and

(iv) Following openness in our communication with our stakeholders.

The structure of Corporate Governance in Mindtree includes the below:

- Governance by Shareholders
- Governance by the Board and its Committees
- Governance by Executive Management

II. The Board of Directors (The Board)

Board Structure

The Board comprised of twelve Directors, viz., Non-Executive Chairman, Non-Executive Vice-Chairman, three Executive Directors, one Non-Executive and Non-Independent Director, and six Non-Executive and Independent Directors, including two women Directors as at the year ended March 31, 2021. The Composition of the Board meets with the requirements of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (hereinafter referred as "LODR Regulations") and Companies Act, 2013.

Key Information of Directors

The number of Directorships held by Executive, Non-Executive and Independent Directors are within the permissible limits under LODR Regulations and Companies Act, 2013. The Directors have provided necessary disclosures regarding change in Committee positions, if any, during the year. Further, none of the Directors is a Member of more than 10 Committees or Chairperson of more than 5 Committees (only Audit committee and Stakeholders' Relationship Committee) across all Public Limited Companies during the year.The Board Members are not related to each other.The Key information of Directors as on March 31, 2021 is as below:

Name of the Director	Age	Director Identification Number (DIN)	Designation/ Position	Directorship in other Indian Companies	Position held in Committees (only Audit and Stakeholders' Relationship Committee) of the Board of other Public Companies		Directorship in other Listed entities	Category of Directorship
					As Chairperson	As Member		
Mr. A M Naik	78	00001514	Non-Executive Chairman	7	-	-	1. Larsen & Toubro Limited 2. Larsen & Toubro Infotech Limited 3. L&T Technology Services Limited	Non-Executive Chairman
Mr. S N Subrahmanyan	61	02255382	Non-Executive Vice Chairman	6	-	-	1. Larsen & Toubro Limited 2. Larsen & Toubro Infotech Limited 3. L&T Technology Services Limited	1. CEO & Managing Director 2. Non-Executive Vice Chairman 3. Non-Executive Vice Chairman
Mr. Debashis Chatterjee	55	00823966	CEO & Managing Director	1	-	-	-	-
Mr. R Shankar Raman	62	00019798	Non- Executive and Non-Independent Director	9	-	5	1. Larsen and Toubro Limited 2. Larsen & Toubro Infotech Limited 3. L&T Finance Holdings Limited	1. CFO & Whole-Time Director 2. Non-Executive Director 3. Non-Executive Director
Mr. Dayapatra Nevatia[1]	52	03557975	Executive Director and Chief Operating Officer	1	-	-	-	-
Mr. Venugopal Lambu[2]	49	08840898	Executive Director and President-Global Markets	-	-	-	-	-
Ms. Apurva Purohit	54	00190097	Non-Executive and Independent Director	4	1	3	1. Music Broadcast Limited 2. L&T Technology Services Limited	1. Non-Executive Director 2. Independent Director
Mr. Akshaya Bhargava	64	01874792	Non-Executive and Independent Director	1	-	-	-	-
Mr. Bijou Kurien	62	01802995	Non-Executive and Independent Director	10	2	3	1. Timex Group India Limited 2. Future Lifestyle Fashions Limited 3. Brigade Enterprises Limited	Independent Director
Ms. Deepa Gopalan Wadhwa	65	07862942	Non-Executive and Independent Director	7	-	5	1. J K Cement Limited 2. J K Paper Limited 3. Bengal & Assam Company Limited 4. Artemis Medicare Services Ltd 5. NDR Auto Components Limited	Independent Director
Mr. M R Prasanna	73	00010264	Non-Executive and Independent Director	3	-	2	-	-
Mr. Chandrasekaran Ramakrishnan[3]	63	00580842	Non-Executive and Independent Director	6	-	1	1. PNB Housing Finance Limited 2. L&T Technology Services Limited	Independent Director

[1] *Appointed as Executive Director and Chief Operating Officer with effect from October 15, 2020.*

[2] *Appointed as Executive Director and President-Global Markets with effect from October 15, 2020.*

[3] *Appointed as Non-Executive and Independent Director with effect from July 15, 2020.*

Board tenure, Change in Board composition and other Information

Mr. Chandrasekaran Ramakrishnan was appointed as Non- Executive and Independent Director for a period of five years with effect from July 15, 2020 to July 14, 2025 and is not liable to retire by rotation. Further, the appointment has been approved by the shareholders on December 9, 2020 through Postal Ballot.

Mr. Dayapatra Nevatia was appointed as Executive Director and Chief Operating Officer of the Company for a period of five years with effect from October 15, 2020 to October 14, 2025 and is liable to retire by rotation. The appointment has been approved by the shareholders on December 9, 2020 through Postal Ballot.

Mr. Venugopal Lambu was appointed as Executive Director and President-Global Markets of the Company for a period of five years with effect from October 15, 2020 to October 14, 2025 and is liable to retire by rotation. The appointment has been approved by the shareholders on December 9, 2020 through Postal Ballot. Meanwhile, the approval from Central Government is awaited. Further, the appointment of the Executive Directors are governed by the Articles of Association of the Company, resolutions passed by the Board of Directors/Committees and the Members of the Company along with the Employment Contract.

Mr. Milind Sarwate, Non-Executive and Independent Director resigned from the Board on April 24, 2020, due to the re-organisation of his portfolio of Board membership across various companies. Further he has provided a confirmation, there are no other material reasons other than the abovementioned reason for his resignation.

Mr. Jayant Damodar Patil, Non-Executive Director resigned from the Board on October 15, 2020.

The tenure of Independent Directors are as follows:

Name	Tenure	
	From	To
Ms. Apurva Purohit[1]	January 01, 2019	December 31, 2023
Mr. Akshaya Bhargava[2]	December 12, 2016	September 30, 2021
Mr. Bijou Kurien[2]	July 17, 2018	July 16, 2021
Ms. Deepa Gopalan Wadhwa	July 16, 2019	July 15, 2024
Mr. M R Prasanna	July 16, 2019	March 31, 2022
Mr. Chandrasekaran Ramakrishnan	July 15, 2020	July 14, 2025

[1] *Serving second term.*

[2] *Proposed for re-appointment at the ensuing Annual General Meeting.*

The service contracts, notice period and severance fees are not applicable to Non-Executive and/or Independent Directors.

Independent Directors

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the LODR Regulations and Section 149(6) of the Companies Act, 2013. Mindtree's Board comprised of six Independent Directors as on March 31, 2021. The Company had issued formal letter of appointment/re-appointment to its Independent Directors. The terms and conditions of draft appointment letter is published on the website of the Company in the following link: https://www.mindtree.com/sites/default/files/2017-10/letter-of-appointment-for-independent-director.pdf. The tenure of Independent Directors is in accordance with the Companies Act, 2013 and LODR Regulations.

All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the LODR Regulations and Section 149(6) and have provided the declaration under Section 149 (7) of the Companies Act, 2013. In terms of Regulation 25(8) of LODR Regulations, the Independent Directors have confirmed that they were not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from them, in the opinion of the Board, the Independent Directors fulfil the conditions specified in the LODR Regulations and that of Companies Act, 2013 and are independent of the management. Further, the Board confirms that all the Independent Directors have completed the registration with the Databank as required under MCA notification dated October 22, 2019.

Familiarization Programme for Independent Directors

Mindtree has an elaborate Familiarization Programme for Independent Directors to enable them to familiarise themselves with the Company, its management and operations. This Programme is focused on facilitating Independent Directors to clearly understand their roles and responsibilities for the purpose of contributing significantly towards the growth of the Company. The Business Heads, CFO and other leaders provide detailed update to the new Independent Directors, as a part of their induction on the business model, nature of Industry and its dynamism. The CFO and the Company Secretary explains in detail the roles, responsibilities and liabilities of Independent Directors. The business presentations at the Board/Committee meetings cover Business Strategies, Management Structure, People Function initiatives, Compliance framework, Succession Planning, Business Performance, Finance Plan, Customer Experience, Innovative Solutions, Digital Platforms, Review of Internal Audit, Risk Management framework, Internal Financial Controls, Regulatory updates, etc.,Details of Familiarization Programme of Independent Directors are available in the company's website,the link is as below: https://www.mindtree.com/sites/default/files/2019-12/details-of-familiarization-programme-for-independent-directors.pdf.

III. Board Meetings

The schedule of the Board and Committee meetings are decided in advance in consultation with Board/Committee members. The Board members have complete access to the company information. The Board meetings are governed by structured agenda, which is backed by comprehensive presentations. The board agenda covers update from the committees, highlights of the business and finance for the quarter, CEO's update on the overall Business, Risks, Strategies, etc. The Board agenda also covers the strategic matters, compliance and other statutory matters. The Board members advise the management on all the critical issues and provide them strategic guidance. The agenda for the Board meetings includes all the matters as required to be placed under Part A of Schedule II of LODR Regulations and that of Companies Act, 2013.

The agenda is generally shared seven days prior to the date of the meeting. Other business presentations and resolutions are shared ahead of the meeting. The Agenda includes detailed notes on the items to be discussed at the meeting to enable the Directors to take informed decisions. The Board agenda and documents for the Board/Committee meetings are shared through secured web based application with login credentials. The Board agenda, inter alia, covers the following matters:

- Annual operating plans, budgets and any updates;
- Capital Budgets and any updates;
- Quarterly and/or Annual results for the Company and its operating divisions or business segments;
- Key business risks faced by the Company;
- Minutes of meetings of Committees of the Board;
- The information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary;
- Show cause, demand, prosecution notices and penalty notices, if any, which are materially important;
- Fatal or serious accidents, dangerous occurrences, etc. if any;
- Material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company, if any;
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company;
- Details of any joint venture or collaboration agreements, if any;
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property;
- Significant labour problems and their proposed solutions. Any significant development in Human Resources;
- Sale of investments, subsidiaries, assets, which are material in nature and not in normal course of business;
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material and
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc. and such other matters as stated in Part A of Schedule II of LODR Regulations.

The Board periodically reviews the compliance reports of all laws applicable to the Company.

In case of urgent business needs, the Board's approval is obtained by way of circular resolutions in accordance with the Companies Act, 2013.

During the year, members of the Board and Senior Management Personnel disclosed to the Board their material interest, directly, indirectly or on behalf of third parties, in any transaction or matter directly affecting the Company. They have made necessary disclosures so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture for good decision-making.

Schedule of Board meetings

There were six Board meetings held during the financial year 2020-21 viz, April 24, 2020, June 15, 2020, July 14, 2020, October 15, 2020, January 18, 2021 and March 19, 2021. The Board had passed three circular resolutions during the financial year 2020-21.

The necessary quorum was present for all the Board Meetings. The interval between any two Board Meetings was well within the allowed maximum gap of one hundred and twenty days. After each Board Meeting, your Company has a well-articulated system of follow up, review and reporting on actions taken by the Management with regard to the decisions of the Board.

The details of attendance of the Directors at Board Meetings, Annual General Meeting and their shareholding in Mindtree are as follows:

Name of the Director	Shareholding in Mindtree as on March 31, 2021	Attendance at Board Meetings for the FY 2020-21*	Attendance at Twenty First AGM**
Mr. A M Naik	Nil	6 out of 6	**Yes**
Mr. S N Subrahmanyan	Nil	6 out of 6	Yes
Mr. Debashis Chatterjee	20,000	6 out of 6	Yes
Mr. R Shankar Raman	**Nil**	6 out of 6	Yes
Mr. Dayapatra Nevatia[1]	Nil	2 out of 2	NA
Mr. Venugopal Lambu[2]	Nil	2 out of 2	NA
Ms. Apurva Purohit	Nil	6 out of 6	Yes
Mr. Akshaya Bhargava	Nil	6 out of 6	Yes
Mr. Bijou Kurien	Nil	6 out of 6	Yes
Ms. Deepa Gopalan Wadhwa	Nil	6 out of 6	Yes
Mr. M R Prasanna	Nil	6 out of 6	Yes
Mr. Chandrasekaran Ramakrishnan[3]	Nil	2 out of 3	NA
Mr. Milind Sarwate[4]	Nil	1 out of 1	NA
Mr. Jayant Damodar Patil[5]	Nil	4 out of 4	Yes

** Meetings attended includes attendance through audio visual means/video conferencing.*

*** Annual General Meeting (AGM) was convened through audio visual means/video conferencing.*

[1] Appointed as Executive Director and Chief Operating Officer with effect from October 15, 2020.

[2] Appointed as Executive Director and President-Global Markets with effect from October 15, 2020.

[3] Appointed as Non-Executive and Independent Director with effect from July 15, 2020.

[4] Resigned as Non-Executive and Independent Director with effect from April 24, 2020.

[5] Resigned as Non-Executive and Non-Independent Director with effect from October 15, 2020.

Meeting of Independent Directors

The Independent Directors of the Company generally meet among themselves after every quarterly Board meeting, without the presence of the Executive Directors/Non-Executive Directors and members of the Management of the Company. The purpose of these meetings is to promote open and candid discussion among the Independent Directors.

During the financial year 2020-21, Independent Directors met four times among themselves, i.e. on April 24, 2020, July 14, 2020, October 15, 2020 and January 18, 2021. In the said meetings, the Independent Directors reviewed the matters as required under the LODR Regulations and that of Companies Act, 2013. Action items, if any, were communicated to the Executive management and tracked for closure to the satisfaction of Independent Directors.

Ms. Apurva Purohit is the Lead Independent Director and she leads the meeting of Independent Directors.

IV. Committees

Mindtree has constituted the following Committees and each Committee has its terms of reference:

A. Audit Committee;
B. Nomination and Remuneration Committee;
C. Stakeholders' Relationship Committee;
D. Corporate Social Responsibility Committee;
E. Risk Management Committee;
F. Foreign Exchange Hedging Committee;
G. Management Committee (dissolved and ceased to operate with effect from October 15, 2020);
H. Strategic Investment Committee.

A. Audit Committee

Composition of Audit Committee

The Audit Committee was constituted in accordance with the requirement of statutes. The Audit Committee reports to the Board. The Chairperson and the members of Audit Committee are financially literate and have the required accounting and financial management expertise. The Chairperson of the Audit Committee was present at the Twenty First Annual General Meeting to answer Shareholders' queries.

The Audit Committee met seven times i.e. on April 24, 2020, June 15, 2020, July 13, 2020, August 7, 2020, October 15, 2020, January 16, 2021 and March 18, 2021 during the financial year 2020-21. The Composition of Audit Committee as on March 31, 2021 and the attendance of members at the above Audit Committee meetings during the year were as follows:

Name of the Director	Category	Chairperson/Member	Attendance of the members at the Audit Committee meetings*
Mr. M R Prasanna[1]	Non-Executive and Independent Director	Chairperson	7 out of 7
Mr. R Shankar Raman	Non-Executive and Non-Independent Director	Member	7 out of 7
Mr. Akshaya Bhargava	Non-Executive and Independent Director	Member	7 out of 7

Notes: Mr. Milind Sarwate Non-Executive and Independent Director ceased to be the Chairperson and Member of Audit Committee with effect from April 24, 2020. He attended one out of one meeting held during his tenure.

** Meetings attended includes attendance through audio visual means/video conferencing.*

[1]Appointed as Chairperson with effect from June 9, 2020. He attended one meeting as Member and the rest six meetings as Chairperson.

The interval between two Audit Committee Meetings has not exceeded one hundred and twenty days. The necessary quorum was present for all the said Audit Committee Meetings.

The CFO, Chief Risk Officer, General Counsel, Finance Controller, Head- Taxation & Internal Audit, representatives of the Statutory Auditors/Internal Auditors are the regular invitees to attend the Audit Committee Meetings. The Audit Committee also invites such other executives as it considered appropriate to be present at the meetings of the Committee. Company Secretary acted as Secretary to the Audit Committee. The Audit Committee had powers of investigation, within the terms of reference, wherever necessary during the year.

Roles, responsibilities and the terms of reference of the Audit Committee

The roles, responsibilities and the terms of reference of the Audit Committee inter alia includes the following:

- Appointment & changes to the Statutory Auditors, Internal and Secretarial Auditors (Collectively referred to as "Auditors").
- Assess the independence and objectivity of the Statutory Auditors and to ensure that the nature and amount of non-audit work does not impair the Statutory Auditors' independence and objectivity.
- Fix the remuneration of the Auditors.
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- Reviewing, with the management, performance of Statutory and Internal Auditors and the effectiveness of the audit process.
- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area or concern;
- Review, at least annually, a formal written report from the Statutory Auditors providing details of:
  - Their internal quality-control procedures;
  - Any material issues raised within the preceding five years by:
    - their internal quality-control reviews,
    - peer reviews of the Statutory Auditors, or
    - any governmental or other inquiry or investigation relating to any audit conducted by the Statutory Auditors.

  The Committee will also review steps taken by the Statutory Auditors to address any findings in any of the foregoing reviews:

  - Review of the reports from the Statutory Auditors & Internal Auditors;
  - Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
  - Review critical accounting policies and any changes to such policies and reasons for the same;
  - Review of disclosure of related party transactions in financial statements;
  - Review of the quarterly and annual financial statements of the Company before they are presented to the Board for approval;
  - Review of significant adjustments made in the financial statements arising out of audit findings;
  - Review & approve any transactions with related parties and modifications thereof;
  - Review of Compliance Framework and any material breaches of compliance against regulations applicable to the Company;
  - Review any concerns raised by Mindtree Minds or others about possible improprieties in financial reporting, including management override of internal controls and financial irregularities involving management team members;

- Review of major accounting estimates, which have an impact of +/- 5% on the PAT for the period based on the exercise of judgment by management;
- Review of compliance with listing and other legal requirements relating to financial statements;
- Review of matters required to be included in the Directors' Responsibility Statement to be included in the Board's report;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Modified opinion(s) in the draft audit report, if any;
- Scrutiny of inter-corporate loans and investments, if any;
- Management discussion and analysis of financial condition and results of operations, which is published in the Annual Report;
- Review of statement of significant related party transactions;
- Review the effect of regulatory and accounting initiatives, as well as off-balance-sheet structures, on the financial statements of the company, if any;
- Oversee, review, and periodically update the company's code of conduct and the company's system to monitor compliance with and enforce this code;
- Review with the management team, legal compliance and legal matters that could have a significant impact on the company's financial statements;
- Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter, if any;
- Valuation of undertakings or assets wherever necessary;
- Reviewing the adequacy of Internal Audit function, reporting structure coverage and frequency of Internal Audit;
- Discussion with Internal Auditors of any significant findings and follow up thereon;
- Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Review the functioning of the whistle blower mechanism;
- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. ;

The Audit Committee mandatorily reviews the statement of deviations, if applicable:

i. quarterly statement of deviation(s) including report of monitoring agency,

ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice.

- Review and assess the effectiveness of systems for internal financial control, financial reporting and risk management and compliance controls with Management and Statutory Auditors;
- Management letters / letters of internal control weaknesses issued by the Statutory Auditors, if any;
- Internal audit reports relating to internal control weaknesses;
- Evaluation of internal financial controls and risk management systems;
- Reviewing 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 reporting the matter to the board;
- Review the financial statements, in particular, the investments made by the subsidiaries;
- Review of compliance of the Code of Conduct for Prevention of Insider Trading in Mindtree securities; and
- Any other matter referred to the Audit Committee by the Board of Directors of the Company.

B. Nomination and Remuneration Committee (NRC)

Composition of Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted in accordance with the requirement of statutes. The Nomination and Remuneration Committee met five times i.e., on April 24, 2020, June 15, 2020, July 14, 2020, October 15, 2020 and January 18, 2021 during the financial year 2020-21.

The Composition of Nomination and Remuneration Committee as on March 31, 2021 and the attendance of members at the Nomination and Remuneration Committee meetings during the year were as follows:

Name of the Director	Category	Chairperson/Member	Attendance of the members at the NRC meetings*
Ms. Apurva Purohit	Non-Executive and Independent Director	Chairperson	5 out of 5
Mr. S N Subrahmanyan	Non-Executive Vice Chairman	Member	5 out of 5
Ms. Deepa Gopalan Wadhwa	Non-Executive and Independent Director	Member	5 out of 5

** Meetings attended includes attendance through audio visual means/video conferencing.*

The frequency, agenda, duration, etc., are as set by the Chairperson of the Nomination and Remuneration Committee.

Ms. Apurva Purohit, Chairperson of the Nomination and Remuneration Committee was present at the Twenty First Annual General Meeting to answer the Shareholders' queries.

Company Secretary acted as the Secretary to the Nomination and Remuneration Committee.

Roles, responsibilities and the terms of reference of the Nomination and Remuneration Committee

The roles, responsibilities and terms of reference of Nomination and Remuneration Committee inter alia includes the following:

- Review and approve the total compensation of the Chairman and CEO (inclusive of fixed compensation, performance based incentives, benefits and any other equity linked plans);
- Review and approve the remuneration (inclusive of fixed compensation, performance based incentives, benefits and any other equity linked plans) of business leaders reporting to the CEO;
- devising a policy on diversity of Board of Directors;
- identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors about their appointment and removal;
- Review and approve any stock based schemes such as ESPS, RSU, Phantom Stock and the like including the list of people who are recommended to be covered under such plans;
- Recommend to the Board on the policy relating to remuneration payable to Directors, KMPs and other employees;
- Recommend to the Board the composition of the Board and it's committees including framing the criteria for determining qualifications, positive attributes and Independence of a Director, that should be used to induct new members to the Board;
- Recommend to the Board on evaluation, appointment and reappointment of Directors/continuation on the terms of appointment of Independent Directors on the basis of the report of performance evaluation of Independent Directors;
- Formulate a criteria for evaluation of Independent Directors performance and select the external partner who would carry out the evaluation annually;
- Provide a consultative role for senior appointments like Chief Financial Officer, Chief People Officer and other business leaders reporting to the CEO as and when required;
- Review the succession plan and development initiatives for identified successors to the CEO and other leaders reporting to the CEO;
- Allotment of equity Shares of the Company including the allotments under Mindtree Employee Stock Option Plans and Mindtree Employee Share Purchase schemes and
- Any other matter referred to the NRC by the Board of Directors of the company.

Board Membership Criteria/Skills

The NRC along with the Board, identifies the right candidate with right qualities, skills, diversity and experience required for an individual member to possess and also the Board as a whole. The NRC also focuses on the qualification and competence of the person, the positive attributes, standards of integrity, ethical behaviour, independent judgement of the person, in selecting a new Board member. In addition to the above, in case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independence of the Directors to enable the Board to discharge its functions and duties effectively.

The NRC has identified the following core skills, expertise and competencies for the effective functioning of the Company which are currently available with the Board. The names of Directors who have such skills/ expertise/ competence is given below:

Name of the Director	Business/ Domain expertise	Strategy and marketing/ planning	People practices/ Leadership	Governance, Risk and Compliance	Accounts, Audit and Finance	Global Exposure	Customer/ Stakeholders engagement
Mr. Anilkumar Manibhai Naik	E	E	E	E	E	E	E
Mr. Sekharipuram Narayanan Subrahmanyan	E	E	E	E	E	E	E
Mr. Debashis Chatterjee	P	P	E	E	E	E	E
Mr. Ramamurthi Shankar Raman	P	P	E	E	E	P	E
Mr. Dayapatra Nevatia	E	E	E	E	E	E	E
Mr. Venugopal Lambu	P	P	E	E	E	P	P
Ms. Apurva Purohit	E	E	E	E	E	P	E
Mr. Akshaya Bhargava	P	P	E	E	E	P	P
Mr. Bijou Kurien	P	E	E	P	P	E	P
Mr. Prasanna Rangacharya Mysore	E	P	E	E	P	E	E
Ms. Deepa Gopalan Wadhwa	P	P	E	E	P	E	E
Mr. Chandrasekaran Ramakrishnan	P	E	E	P	P	P	E

Note:

E – Expert

P – Proficient

Remuneration Policy and Directors' Remuneration

The Remuneration Policy is market-driven and aims at attracting and retaining high performance talent. Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals. The remuneration Policy is focused on ensuring that level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully. During the year, the Nomination and Remuneration Policy was amended, which was approved by NRC and the Board.

The Nomination and Remuneration policy is also available on the website of the Company at: https://www.mindtree.com/sites/default/files/2020-11/Nomination-and-Remuneration-policy.pdf.

The remuneration to Independent Directors and Non-Executive Directors, is fixed by the Nomination and Remuneration Committee and the Board based on their contribution to the decision making at the Board level and the Industry standards/practice. The Company has not paid sitting fees during the year for attending any meetings of the Board and its Committees. Further, the remuneration paid to Independent Directors are within the limits approved by the members of the Company. None of the Non-Executive Directors received remuneration amounting to 50% of the total remuneration paid to Non-Executive Directors during the financial year 2020-21.

The shareholders have approved, payment of remuneration by way of commission to Non-Executive and/Independent Directors a sum not exceeding 1% per annum on the net profits of the Company.

During the year, there were no pecuniary relationships or transactions between the Company and any of its Non-Executive and/or Independent Directors apart from the remuneration and the transactions as disclosed under the "Related Party Transactions" in the financial statements.

No stock options have been granted to any of the Non-Executive Directors and/or Independent Directors during the financial year 2020-21.

The details of remuneration paid to Executive, Non-Executive and/or Independent Directors for the financial year 2020-21 are provided below:

(₹ in million)

Name of the Director	Salary	Value of perquisites/ benefits	Stock Option	Others (Incl Non-taxable reimbursements	Commission	Total
Executive Directors						
Mr. Debashis Chatterjee	81.86	6.82	21.49	3.14	-	**113.31**
Mr. Dayapatra Nevatia [1]	14.03	0.72	-	0.50	-	**15.25**
Mr. Venugopal Lambu [2]	25.28	-	-	4.54	-	**29.82**
Non-Executive and Non-Independent Director						
Mr. A M Naik	-	-	-	-	12.50	**12.50**
Independent Directors						
Ms. Apurva Purohit	-	-	-	-	3.00	**3.00**
Mr. Bijou Kurien	-	-	-	-	3.00	**3.00**
Mr. Akshaya Bhargava	-	-	-	-	7.56	**7.56**
Mr. M R Prasanna	-	-	-	-	3.00	**3.00**
Ms. Deepa Gopalan Wadhwa	-	-	-	-	3.00	**3.00**
Mr.Chandrasekaran Ramakrishnan[3]	-	-	-	-	2.14	**2.14**

Note: No remuneration was paid to Mr. S N Subrahmanyan, Mr. R Shankar Raman and Mr. Jayant Damodar Patil, Non-Executive Directors for the FY 2020-21.

[1]Appointed as Executive Director and Chief Operating Officer on October 15, 2020.

[2]Appointed as Executive Director and President-Global Markets on October 15, 2020.

[3]Appointed as Non-Executive and Independent Director on July 15, 2020.

Board Evaluation

During the year, the Board in consultation with the Nomination and Remuneration Committee has engaged an external agency to conduct the evaluation of the following (i) Board as a whole (ii) Directors including Independent Directors (iii) Committees (iv) Chairperson of the Board. The criteria for the above evaluation including that of Independent Directors are provided in detail in the Directors' Report.

Succession Planning

The Nomination and Remuneration Committee follows an effective succession planning mechanism, which focuses on orderly succession for the Board members including CEO and one level below the Board and other key employees and updates the Board about the same on a periodical basis. The Board of Directors are satisfied that plans are in place for orderly succession for the appointment of Board members and other senior management.

C. Stakeholders' Relationship Committee (SRC)

Composition of Stakeholders' Relationship Committee

The Stakeholder's Relationship Committee was constituted in accordance with the requirements of LODR Regulations and Companies Act, 2013. The Stakeholders' Relationship Committee met twice during the financial year 2020-21 i.e., on April 21, 2020 and October 7, 2020.The Composition of Stakeholders' Relationship Committee as on March 31, 2021 and the attendance of members at the above Stakeholders' Relationship Committee meetings during the year were as follows:

Name of the Director	Category	Chairperson/Member	Attendance of the members at the SRC meetings*
Mr. Bijou Kurien	Non-Executive and Independent Director	Chairperson	2 out of 2
Mr. Debashis Chatterjee	CEO & Managing Director	Member	2 out of 2
Mr. M R Prasanna	Non-Executive and Independent Director	Member	2 out of 2

** Meetings attended includes attendance through audio visual means/video conferencing.*

Ms. Vedavalli S, Company Secretary was the Compliance Officer till October 31, 2020. Mr. Subhodh Shetty, Company Secretary is the Compliance Officer with effect from November 1, 2020.

Company Secretary acted as Secretary to the Stakeholders' Relationship Committee. Further, the Company Secretary is the Nodal Officer under Investor Education and Protection Fund Rules.

The Chairperson of the Stakeholders' Relationship Committee was present at the Twenty First Annual General Meeting to answer the Shareholders' queries.

Grievances received from investors and other miscellaneous correspondence on change of address, mandates, etc. are processed by the Registrar and Share Transfer Agent in due course after verification.

Your Company has a designated e-mail ID, investors@mindtree.com for the redressal of any Stakeholders' related grievances exclusively for the purpose of registering complaints by Members/stakeholders. Your Company has also displayed the said email ID under the investors section at its website, www.mindtree.com and other relevant details prominently for creating investor/ stakeholder awareness.

Roles, responsibilities and the terms of reference of the Stakeholders' Relationship Committee

The roles, responsibilities and the terms of reference of Stakeholders' Relationship Committee inter alia, includes the following:

- Resolving the grievances of the Security Holders in general and relating to:
  - non-receipt of declared dividends;
  - non-receipt of Annual Reports;
  - share transfers, transmissions, issue of new/duplicate certificates, general meetings etc;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
- Shareholders Engagement initiatives;
- Review of various measures and initiatives of People Function and risk mitigation measures taken;
- Review of Vendors and other Procurement Function initiatives and risk mitigation measures taken; and
- Such other matters as may be required under various Statutes and/or as may be assigned by the Board of Directors from time to time.

SEBI Complaints Redress System (SCORES)

The Investors can also raise complaints in a centralized web-based complaints redress system called "Scores". The Company uploads the action taken report on the complaints raised by the Shareholders on "Scores", which can be viewed by the Shareholder. The complaints are closed to the satisfaction of the shareholders and SEBI.

Details of complaints/requests etc., received and resolved during the Financial Year 2020-21 are as below:

Nature of Complaints/Correspondence/Requests	Outstanding as on April 01, 2020	Received during the year	Resolved during the year	Outstanding as on March 31, 2021
Non-receipt Annual Report/ Dividend/Share transfer	Nil	31	31	Nil

D. Corporate Social Responsibility Committee (CSR Committee)

The Board had constituted the CSR Committee as per the requirements of the Companies Act, 2013 and applicable rules. The CSR policy is available on the following link: http://www.mindtree.com/corporate-social-responsibility-policy.

Composition of CSR Committee

The CSR Committee met twice during the financial year 2020-21 i.e., on April 21, 2020 and October 7, 2020.

The Composition of CSR Committee as on March 31, 2021 and the attendance of members at the above CSR Committee meetings during the year were as follows:

Name of the Director	Category	Chairperson/Member	Attendance of the members at the CSR Committee meetings*
Ms. Deepa Gopalan Wadhwa[1]	Non-Executive and Independent Director	Chairperson	2 out of 2
Ms. Apurva Purohit	Non-Executive and Independent Director	Member	2 out of 2
Mr. Bijou Kurien	Non-Executive and Independent Director	Member	2 out of 2
Mr. Dayapatra Nevatia[2]	Executive Director and Chief Operating Officer	Member	NA

Note: Mr. Jayant Damodar Patil, Non-Executive and Non-Independent Director ceased to be the Chairperson and Member of CSR Committee with effect from October 15, 2020. He attended two out of two meetings held during his tenure.

** Meetings attended through audio visual means/video conferencing.*

[1] Appointed as Chairperson with effect from October 15, 2020. She attended two meetings as a Member.

[2] Appointed as Member with effect from October 15, 2020.

Company Secretary acted as Secretary to the CSR Committee.

Roles, responsibilities and the terms of reference of the CSR Committee

The roles, responsibilities and the terms of reference of CSR Committee inter alia, includes the following:

- Periodically review and approve the CSR Policy and associated frameworks, processes and practices of the Company as well as the Charter, and suggest changes where necessary;
- Ensure the Company is taking the appropriate measures to implement the CSR projects successfully and meet its CSR obligations under any applicable regulations. Further, it will oversee the appropriate disclosure of CSR activities in the Directors' Report and any other disclosure required under applicable regulations;
- Identify the areas of CSR activities and recommend the amount of expenditure to be incurred on such activities;
- Co-ordinate with and monitor Mindtree Foundation or other agencies through which the CSR projects get implemented;
- Grant approvals to the CSR Steering Committee / implementation agencies for overruns / deviations wherever required and;
- Regularly report to the Board about its activities.

E. Risk Management Committee (RMC)

Composition of Risk Management Committee

The Board has constituted the Risk Management Committee in accordance with the LODR Regulations.

The Risk Management Committee met four times during the financial year 2020-21 i.e. on April 21, 2020, July 7, 2020, October 8, 2020 and January 8, 2021.

The Composition of Risk Management Committee as on March 31, 2021 and the attendance of members at the above Risk Management Committee meetings during the year were as follows:

Name of the Director	Category	Chairperson/Member	Attendance of the members at the Risk Management Committee meetings*
Mr. Akshaya Bhargava[1]	Non-Executive and Independent Director	Chairperson	4 out of 4
Mr. Debashis Chatterjee	CEO & Managing Director	Member	4 out of 4
Mr. Chandrasekaran Ramakrishnan[2]	Non-Executive and Independent Director	Member	1 out of 1
Mr. Vinit Ajit Teredesai[2]	Chief Financial Officer	Member	1 out of 1

Note: Audit Committee Chairperson attends the Risk Management Committee meetings as a permanent invitee.

** Meetings attended includes attendance through audio visual means/video conferencing.*

[1]Appointed as Chairperson with effect from October 15, 2020. He attended three meetings as a Member and one meeting as Chairperson.

[2]Appointed as Members with effect from October 15, 2020.

Mr. Piyush Kabra, Chief Risk officer acted as the Secretary to the Risk Management Committee.

The frequency, agenda, duration, etc., are as set by the Chairperson of the Risk Management Committee.

Roles, responsibilities and the terms of reference of the Risk Management Committee

The roles, responsibilities and the terms of reference of the Risk Management Committee inter alia, includes the following:

- Framing, implementation, monitoring and review of the Mindtree risk management policy/ plan;
- Evaluation of Mindtree risk management procedures including risk recognition, assessment, minimization and definition of risk appetite;
- Reviewing and discussing adoption of the Risk Management Policy and management's recommended risk management framework;
- Ensuring the company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new activities;
- Reviewing management's prioritization of risks as set out in the framework and recommend significantly high risks to the Board for review;
- Reviewing and discussing management's annual risk management program to ensure risks are managed in a systematic and prioritized manner and assessed regularly;
- Conducting an annual review with the owner of the process by which Mindtree manages its enterprise risks;
- Reviewing risk issues identified by audits and the resolution of such issues by management;
- Ensuring key risks identified are audited, if required;
- Reviewing quarterly risk reports provided by the Chief Risk Officer;
- Providing executive sponsorship for significantly high enterprise-level risks;
- Taking decisions on organization-level risk treatment options;
- Reviewing Cyber and Data Security;
- Resolving conflicts of interests (in the context of risk management) and
- Any other matter referred to the Risk Management Committee (RMC) by the Board of Directors.

Enterprise Risk Management

Risk Management is a strategic business discipline that supports the achievement of an organization's objectives by addressing the full spectrum of its risks and managing the combined impact of those risks as an interrelated risk portfolio. Mindtree uses Enterprise Risk Management (ERM) as a key tool to help achieve its short term and long term business objectives to generate value for its customers, investors, employees and other stakeholders. ERM encompasses areas of organizational exposure to risk (strategic, operational, financial and compliance) and provides a structured process for management of risks. This has been achieved by deploying an effective risk management frame work to proactively identify, assess, treat, monitor and report risks as well as to create a risk-aware culture within Mindtree. The Mindtree ERM framework has been designed by incorporating elements of leading risk management standards such as:

- ISO 31000
- COSO
- IRM Risk Management Standard

The Chief Risk Officer is the custodian of the framework and oversight of the framework is provided by the Risk Management Committee of the Board of Directors which also monitored Mindtree's pandemic response program. The Audit Committee of the Board monitors effectiveness of risk management systems. Detailed report on Risk Management is disclosed separately in this Annual Report.

F. Foreign Exchange Hedging Committee

Composition of Foreign Exchange Hedging Committee

The Board has constituted Foreign Exchange Hedging Committee with effect from August 2, 2019. This committee meets at requisite periodicity and the terms of reference include assessing the Foreign Exchange market conditions, reviewing the Foreign Exchange exposures and deciding on the hedging / de-hedging decisions within the framework of the Foreign Exchange Hedging policy.

The Composition of the Foreign Exchange Hedging Committee as on March 31, 2021 was as follows and there were no meetings held during the year:

Name of the Director	Category	Chairperson/Member
Mr. S N Subrahmanyan	Non-Executive Vice Chairman	Chairperson
Mr. R Shankar Raman	Non-Executive and Non-Independent Director	Member

H. Management Committee

The Board had constituted Management Committee for managing its day to day business operations and the terms of reference of the Management Committee inter alia, include authorisation to operate bank accounts, signing of various documents with Statutory Authorities, granting Power of Attorneys, authorisation to sign customer and vendor agreements, Rematerialisation of shares, issue of Duplicate Share Certificates, Demat, transfer of shares, opening and closure of dividend accounts, fixing record dates, adoption of branch accounts, decision on working capital requirements, Allotment under DSOP/ ESOP & ESPS Schemes.

The Management Committee comprised of Mr. Debashis Chatterjee, CEO & Managing Director as the Chairperson, Mr Jayant Damodar Patil, Non-Executive and Non-Independent Director and Mr. Paneesh Rao, Chief People Officer as the Members. Company Secretary acted as Secretary to the Management Committee.

The Committee was discontinued and ceased to operate with effect from October 15, 2020.

I. Strategic Investment Committee

Composition of Strategic Investment Committee

The Board has constituted the Strategic Investment Committee with effect from October 15, 2020. This committee is formed to look into various strategic investment matters and take appropriate strategic decisions as and when required.

The Strategic Investment Committee met once on January 29, 2021 during the year.

The Composition of the Strategic Investment Committee as on March 31, 2021, and the attendance of members at the above Strategic Investment Committee meeting during the year were as follows:

Name of the Director	Category	Chairperson/Member	Attendance of members at the Strategic Investment Committee meetings*
Mr. S N Subrahmanyan	Non-Executive Vice Chairman	Chairperson	1 out of 1
Mr. R Shankar Raman	Non-Executive and Non-Independent Director	Member	1 out of 1
Mr. Debashis Chatterjee	CEO & Managing Director	Member	1 out of 1

** Meetings attended includes attendance through audio visual means/video conferencing.*

V. Governance to Shareholders

Annual General Meetings (AGM)

Year	Day, date and Time	Venue	Summary of Special Resolution(s) passed
2019-20	Tuesday, July 14, 2020 at 3.30 PM	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	No Special Resolutions passed
2018-19	Tuesday, July 16, 2019 at 9.30 AM	Hotel 'Radisson Blu Atria Bengaluru', No.1, Palace Road, Bengaluru 560 001, Karnataka, India	No Special Resolutions passed
2017-18	Tuesday, July 17, 2018 at 10.30 AM	Hotel 'Radisson Blu Atria Bengaluru', No.1, Palace Road, Bengaluru 560 001, Karnataka, India	No Special Resolutions passed

Extra-Ordinary General Meetings (EGM)

No EGMs were held during the last three years.

Postal Ballot

During the year, Mindtree had sought approval of shareholders through Postal Ballot on the following resolutions only through remote E-voting (Voting through Electronic means) in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the Rules) read with the General Circular No. 14/ 2020 dated April 8, 2020, the General Circular No.17/ 2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and the General Circular No.33/ 2020 dated September 28, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations:

Resolution No.1: Appointment of Mr. Dayapatra Nevatia (DIN 03557975) as Executive Director and Chief Operating Officer– Ordinary Resolution

Resolution No.2: Appointment of Mr. Venugopal Lambu (DIN 08840898) as Executive Director and President - Global Markets – Ordinary Resolution

Resolution No.3: Appointment of Mr. Chandrasekaran Ramakrishnan (DIN 00580842) as Non-Executive and Independent Director – Ordinary Resolution

The Notice of Postal Ballot was approved by the Board of Directors at its meeting held on October 15, 2020. Mr. Nagendra D Rao, Practicing Company Secretary was appointed by the Board to act as the scrutinizer for the process of Postal Ballot to be conducted as per the provisions of Section 110 of Companies Act, 2013. The procedure for the Postal ballot was stated in the notice of Postal Ballot. Please refer to the Notice of Postal Ballot under https://www.mindtree.com/sites/default/files/2020-11/Notice-of-Postal-Ballot.pdf

The results of the Postal Ballot, including the E-Voting are as follows:

Total of Postal Ballot & e-Voting	FOR		AGAINST		PERCENTAGE (%)	
	Voter Count (No. of Shareholders)	Vote Count (No. of Shares)	Voter Count (No. of Shareholders)	Vote Count (No. of Shares)	FOR	AGAINST
Resolution No.1: Appointment of Mr. Dayapatra Nevatia (DIN 03557975) as Executive Director and Chief Operating Officer– Ordinary Resolution	530	118,122,550	174	9,892,877	92.27%	7.73%
Resolution No.2: Appointment of Mr. Venugopal Lambu (DIN 08840898) as Executive Director and President - Global Markets – Ordinary Resolution	528	118,122,445	175	9,892,977	92.27%	7.73%
Resolution No.3: Appointment of Mr. Chandrasekaran Ramakrishnan (DIN 00580842) as Non-Executive Independent Director – Ordinary Resolution	662	128,012,900	40	2,514	99.99%	0.01%

All the Resolutions were approved with requisite majority, the results were displayed on the website of the Company and necessary disclosures were made to the Stock Exchanges.

VI. Means of Communication

Your Company focuses on prompt, continuous and efficient communication to all its stakeholders. Mindtree constantly interacts with Shareholders through multiple channels of communication such as result announcements, quarterly shareholders update, annual report, media releases, updating the information on Company's website, etc.,

Financial Results and Newspaper Publications

Quarterly and Annual financial results are published in English and Regional (Kannada) newspapers, i.e., Business Standard and Kannada Prabha. The audited financial results for the quarter ended June 30, 2020 was published on July 15, 2020, September 30, 2020 was published on October 16, 2020, December 31, 2020 was published on January 19, 2021 and March 31, 2021 will be published on April 17, 2021.

The management participates in the press call and earnings call every quarter after the announcement of results. During the financial year 2020-21, your Company had participated in four Earnings/Analysts Calls. The transcripts of the quarterly earnings calls with Analysts have also been published on the website. Mindtree also sends quarterly financial updates to all the Shareholders whose e-mail IDs/addresses are registered/available with the RTA and the Company. The Company had arranged its first virtual Investors Day event during the year.

Website

Mindtree maintains an active website i.e., https://www.mindtree.com/about/investors wherein all the information relevant for the Shareholders are displayed. Copy of the press releases, Quarterly results, presentations to Financial Analysts and Institutional Investors, subsidiary financials, policies of the Company, fact sheet reports, earnings conference call transcripts, shareholding pattern, stock exchange disclosures, Annual Reports, etc., as required under Regulation 46 of LODR Regulations are made available on the website.

Press Releases and Analysts/Investors presentations

Mindtree sends the copy of Press releases/official media releases to stock exchanges and also disseminates the same on its website at https://www.mindtree.com/about/investors.

The Company makes detailed presentation to the Analysts and Institutional Investors on the quarterly financial results. These presentations are sent to stock exchanges and are also displayed on the Company's website at https://www.mindtree.com/about/investors.

Annual Report

Annual Report containing audited standalone and consolidated financial statements together with Directors' Report, Auditors' Report and other important information are circulated to Members entitled thereto and is also made available on the Company's website: https://www.mindtree.com/about/investors.

Stock Exchange filings

The Company also uploads its disclosures and announcements under the LODR Regulations at the link, https://neaps.nseindia.com/NEWLISTINGCORP/ to NSE Electronic Application Processing System (NEAPS) and to BSE Online Listing Centre at the link, http://listing.bseindia.com/.

During the year, the Company also submitted a quarterly compliance report on Corporate Governance to the stock exchanges within 15 days from the close of quarter as per the format prescribed under the LODR Regulations.

VII. General Shareholders' Information

Corporate Identity Number (CIN)

The Corporate Identity Number (CIN) allotted by the Ministry of Corporate Affairs, Government of India, is L72200KA1999PLC025564 and the Company's Registration No. is 08/25564 of 1999. Your Company is registered in the State of Karnataka, India.

Registered Office

The Registered Office of the Company is situated at:

Global Village, RVCE Post, Mysore Road, Bengaluru-560 059, Karnataka, India.

Ph: +91-80-6706 4000, Fax: +91-80-6706 4100, Website: www.mindtree.com

Listing on Stock Exchanges

Your Company's equity shares are listed on the following Stock Exchanges as on March 31, 2021:

- BSE Limited (Bombay Stock Exchange), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001; and
- National Stock Exchange of India Limited (NSE), Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.

Listing fees for the Financial year 2021-22 has been/ will be paid to both NSE and BSE Limited.

International Securities Identification Number (ISIN)

ISIN is an identification number for traded shares. This number needs to be quoted in each transaction relating to the dematerialized equity shares of the Company. Your Company's ISIN number for its equity shares is INE018I01017.

Stock Code

Stock Exchange	Scrip ID/Code	Reuters Code
NSE	MINDTREE	MINT.NS
BSE	MINDTREE /532819	MINT.BO

Twenty Second Annual General Meeting

Day, Date and Time	Venue
Tuesday, July 13, 2021 at 4.00 PM IST	Kindly refer to the notice of the AGM

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of LODR Regulations, the Company has extended e-voting facility, for its Members to enable them to cast their votes electronically on the proposed resolutions in the Notice of the Twenty Second AGM. Instructions for e-voting are listed under the segment "Notes" in the Notice of the Twenty Second AGM.

Financial Year - Board Calendar

For the Financial Year 2020-2021, the financial results were announced on:

- First quarter - July 14, 2020
- Second quarter- October 15, 2020
- Third quarter – January 18, 2021
- Fourth quarter – April 16, 2021

For the Financial Year 2021-22, the tentative dates of announcement of financial results (subject to change) are as follows:

- First quarter - Second week of July, 2021
- Second quarter- Second week of October, 2021
- Third quarter – Second week of January, 2022
- Fourth quarter – Second week of April, 2022
- Annual General meeting – Second week of July, 2022

Date of Book Closure

The dates of book closure shall be from Wednesday, July 7, 2021 to Tuesday, July 13, 2021 (both the days inclusive).

Dividend information for Financial Year 2020-21

Your Directors have declared the following interim dividend during the year:

Particulars	Date of Declaration	Amount of Dividend (in ₹.)	Pay-out date
Interim Dividend	October 15, 2020	₹ 7.50/- per equity share of face value of ₹ 10/- each	November 10, 2020

Further, your Directors have also recommended, a final dividend of ₹17.50 /- per equity share of face value of ₹ 10/- each, for the financial year ended March 31, 2021, which is subject to the approval of the shareholders at the Twenty Second Annual General Meeting of the Company.

The final dividend if approved, will be paid on or before July 31, 2021.

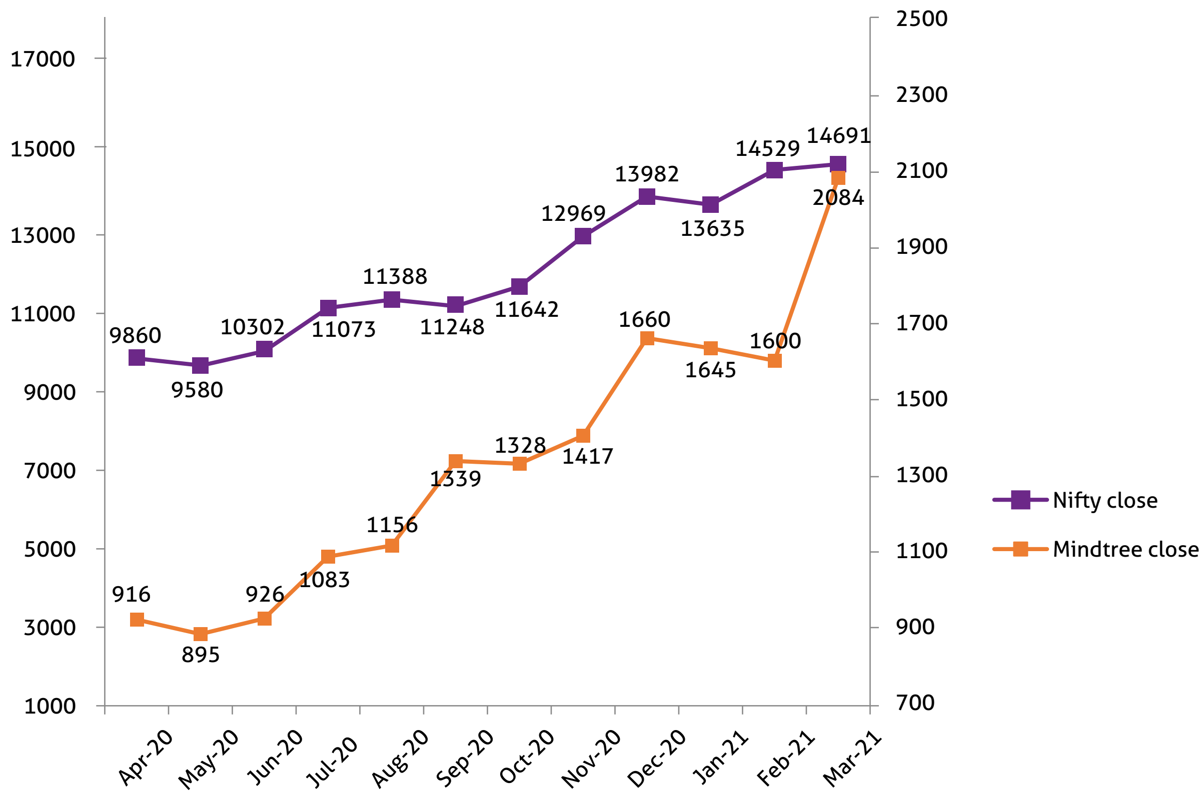
Market Price Data: High, Low during each month in the Financial Year 2020-21

The Company's monthly high and low share price data as well as the total turnover during each month in the financial year 2020-21 on the National Stock Exchange of India Limited and BSE Limited (Bombay Stock Exchange) are as mentioned below:

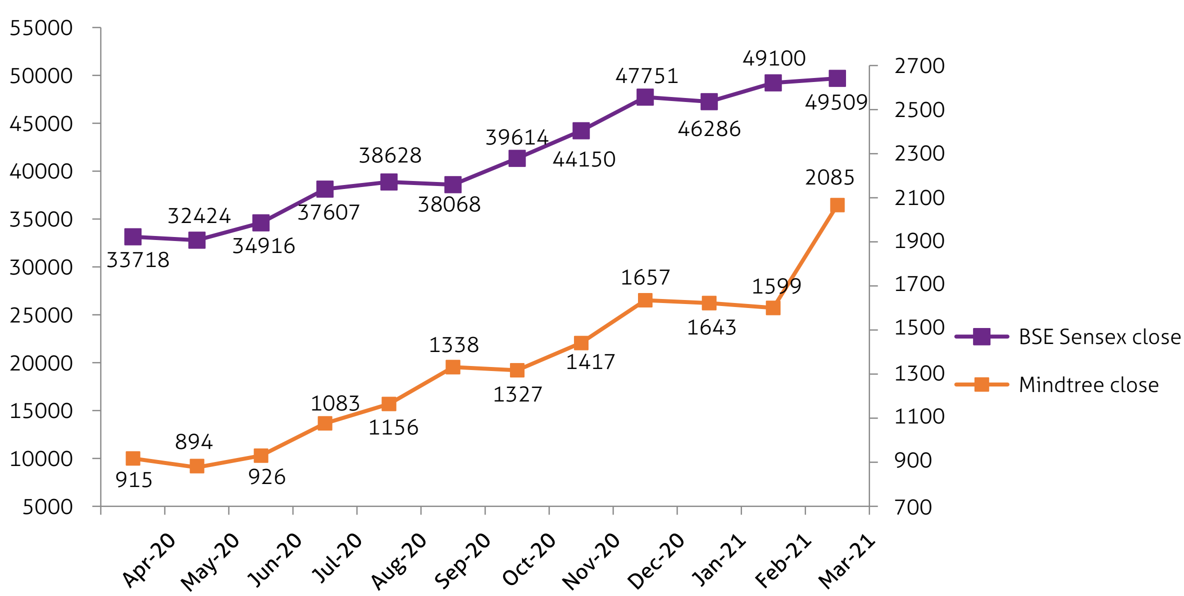
Month	National Stock Exchange of India Limited (NSE), Mumbai			BSE Limited (Bombay Stock Exchange), Mumbai		
	High (₹)	Low (₹)	Total Volume (₹ in Lakhs)	High (₹)	Low (₹)	Total Volume (₹ in Lakhs)
Apr-2020	922	692	177,207	920	692	5,607
May-2020	928	816	163,051	925	811	7,489
Jun-2020	983	859	276,642	982	858	9,272
Jul-2020	1,112	918	299,388	1,112	919	24,357
Aug2020	1,212	1,086	191,799	1,212	1,087	9,969
Sep-2020	1,367	1,133	404,068	1,367	1,134	30,123
Oct-2020	1,606	1,262	709,620	1,605	1,264	38,005
Nov-2020	1,453	1,283	275,923	1,453	1,283	9,264
Dec-2020	1,665	1,391	369,613	1,665	1,391	13,597
Jan-2021	1,820	1,617	438,095	1,821	1,616	27,138
Feb-2021	1,789	1,550	191,399	1,790	1,540	9,519
Mar-2021	2,159	1,597	578,018	2,159	1,597	19,661

Performance in comparison to broad-based indices such as NSE Nifty and BSE Sensex

Mindtree's share price movement compared to NSE Nifty (closing price on last trading day of the month)



Mindtree's share price movement compared to BSE Sensex (closing price on last trading day of the month)



Distribution of Shareholding

Range of Equity Shares	As at March 31, 2021			
	Number of Shareholders – Folio wise details	Percentage (%)	Number of Shares	Percentage (%)
Up to 500	110,484	97.42	5,188,696	3.15
501-1,000	1,408	1.24	1,024,534	0.62
1,001-2,000	550	0.48	787,746	0.48
2,001-3,000	218	0.19	545,199	0.33
3,001-4,000	97	0.09	336,992	0.21
4,001-5,000	63	0.05	285,111	0.17
5,001-10,000	167	0.15	1,186,377	0.72
10,001 and above	426	0.38	155,365,111	94.32
Total	**113,413**	**100.00**	**164,719,766**	**100.00**

Shareholding Pattern as on March 31, 2021

Sl. No.	Category of Shareholder	Number of Shareholders PAN wise details	Total Number of Shares	Percentage (%)
a	Promoter	1	100,527,734	61.03
b	Public	111,120	64,192,032	38.97
c	Non-Promoter - Non Public			
	(i) Shares Underlying DRs	-	-	-
	(ii) Shares Held By Employee Trust	-	-	-
	Total	111,121	164,719,766	100.00

For detailed shareholding pattern, kindly refer to Form No. MGT-7, available on the website of the Company: https://www.mindtree.com/sites/default/files/2021-06/annual-return-march-31-2021.pdf . During the year, the erstwhile Promoters and Promoter Group were reclassified as Public shareholders with effect from December 15, 2020.

Top ten Shareholders of the Company as on March 31, 2021

Name of the Shareholder	Number of Shares	Percentage (%)
Larsen and Toubro Limited*	100,527,734	61.03
UTI Flexi Cap Fund	2,603,960	1.58
Susmita Bagchi	2,543,000	1.54
Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Sun Life Equity Hybrid 95 Fund	2,101,562	1.28
Janakiraman S	1,896,341	1.15
HDFC Life Insurance Company Limited	1,791,504	1.09
DSP Midcap Fund	1,728,998	1.05
Subroto Bagchi	1,670,000	1.01
N Krishnakumar	1,504,120	0.91
Sundaram Mutual Fund A/C Sundaram Select Small Cap - Series - Vi	1,392,424	0.85
Total	**117,759,643**	**71.49**

** Larsen and Toubro Limited is the only Promoter, holding 61.03% of the total shareholding of the Company.*

Dematerialization of Shares and Liquidity

Your Company's shares are held with both the Depositories i.e. National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). 99.90% of the Company's shares are held in electronic/demat form as on March 31, 2021.

As on March 31, 2021, the number of shares held in dematerialized and physical mode are as under:

Particulars	Number of Shares	Percentage (%) to Total Number of shares issued
Held in dematerialized mode in NSDL	161,198,446	97.87
Held in dematerialized mode in CDSL	3,350,125	2.03
Total Demat Segment	164,548,571	99.90
Physical Segment	171,195	0.10
Total	**164,719,766**	**100.00**

Audit on Reconciliation of Share Capital

The Reconciliation of Share Capital Audit was undertaken on a quarterly basis and the audit covers the reconciliation of the total admitted capital with NSDL and CDSL and the total issued and listed capital. The Reconciliation Reports were submitted to the Stock Exchanges and were also placed on the website of the Company.

Registrar and Share Transfer Agent ('RTA')

All work related to Share Registry, both in physical and electronic form, are handled by the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited. The communication address of the Registrar and Share Transfer Agent is given hereunder:

Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S Marg, Vikhroli (W), Mumbai – 400 083, India.

Tel: +91 22 4918 6000| Fax: +91 22 4918 6060| e-mail: rnt.helpdesk@linkintime.co.in | Website: www.linkintime.co.in

Share Transfer System

All communications regarding share certificates, change of address, dividends, etc. should be addressed to the RTA.

Link Intime India Private Limited is the common Share Transfer Agent for both physical and dematerialised mode. Transfer of shares in electronic form were processed and approved by NSDL and CDSL through their Depository Participant without the involvement of the Company.

The Company also obtains a certificate from the Practicing Company Secretary on half yearly basis under Regulation 40(9) of the LODR Regulations, to the effect that all share certificates have been issued within 30 days of lodgment of the transfer, sub-division, consolidation and renewal and files the same with stock exchanges.

Shares held in Demat or Electronic Form

For shares held in electronic form, after confirmation of sale/purchase transaction from the broker, Shareholders should approach their respective Depositary Participant (DP) with a request to debit or credit the account for the transaction. The DP will immediately arrange to complete the transaction by updating the account. There is no need for separate communication to either Company or Registrar and Share Transfer Agent to register such share transfers in electronic/demat form. For matters related to dividends, change of address, change of bank mandates, etc., Shareholders should communicate directly with their respective Depository Participant.

Shares held in Physical Form

For matters regarding shares held in physical form, share certificates, dividends, change of address, etc., Shareholders should communicate with Link Intime India Private Limited, our Registrar and Share Transfer Agent.

Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

There are no outstanding GDRs / ADRs / Warrants / Convertible Instruments of the Company and hence, the same is not applicable to the Company.

Commodity price risk or foreign exchange risk and hedging activities

Your Company does not deal in commodities and hence the disclosure as required under LODR Regulations is not applicable. Please refer to Management Discussion and Analysis report for the information on foreign exchange risk and hedging activities.

Branch Locations of the Company

The branch locations consisting of address and other contact details have been provided separately in this Annual Report and the details are also available at https://www.mindtree.com/about/locations

Address for Correspondence

Shareholders can also send their correspondence to the Company with respect to their shares, dividend, request for annual reports and other grievances. The contact details are provided below:

Mr. Subhodh Shetty

Company Secretary and Compliance Officer

Mindtree Limited

Global Village, RVCE Post, Mysore Road,

Bengaluru - 560 059, India.

P + 91 80 6706 4000

F +91 80 6706 4100

Email: investors@mindtree.com

Website: www.mindtree.com

Investor Relations

Analysts can reach out to Company's Investor Relations Team for any queries and clarifications on Financial/Investor Relations related matters. The contact details are provided below:

Ms. Amisha Ravindra Munvar

Head - Investor Relations

Mindtree Limited

Global Village, RVCE Post, Mysore Road,

Bengaluru - 560 059, India.

P + 91 80 6706 57174

F + 91 80 6706 4100

Email: amisha.munvar@mindtree.com

Website: www.mindtree.com

Credit Rating

Your Company has been rated by India Ratings and Research (Ind-Ra) for its Banking facilities. It has upgraded Long Term Issuer Rating to 'IND AAA' from 'IND AA+'. It has also rated your Company's Short Term facilities with IND 'A1+'.

The upgrade reflects your company's continued strong parentage, credit profile, liquidity position, strong corporate governance practices, financial flexibility and conservative financial policies.

The report of India Ratings and Research (Ind-Ra) is also available at https://www.mindtree.com/about/investors/credit-ratings

VIII. Management and Board matters

Integrated Reporting and Management Discussion and Analysis Report

The Annual report comprises of detailed report on Integrated Reporting and Management Discussion & Analysis Report.

Codes/Policies relating to Corporate Governance

The Board has laid down the following Codes/policies to ensure governance in an ethical manner:

- CSR Policy
- Nomination and Remuneration Policy
- Code of Conduct
- Policy for determining material information
- Policy for determining material subsidiary
- Whistle Blower Policy
- Policy on determining material related party transactions
- Document Retention & Archival Policy
- Code of Conduct for Prevention of Insider Trading in Mindtree Securities
- Code of Fair Practices and Disclosure
- Dividend Distribution Policy

The above policies are available on the Company's website: https://www.mindtree.com/about/investors

Code of Conduct

Your Company's Code of Conduct is applicable to all the Board members and the Senior Management Personnel of Mindtree. The duties of Directors including duties as an Independent Director as laid down in the Companies Act, 2013 also forms part of the Code of Conduct. The Code of Conduct is available on the Company's website at: https://www.mindtree.com/about/investors. All Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct and disclosure under Regulation 26(5) and 26(6) of LODR Regulations, for the financial year ended March 31, 2021.

A declaration signed by the Chief Executive Officer (CEO) to this effect is attached as Annexure A to the Corporate Governance Report in this Annual Report.

Compliance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") and Code of Fair Practices and Disclosure ("Fair Disclosure Code")

Mindtree has framed Code of Conduct for Prevention of Insider Trading in Mindtree Securities ("PIT Code") and Fair Disclosure Code in accordance with PIT Regulations. These codes are framed to protect the interest of Shareholders at large and to prevent misuse of any Unpublished Price Sensitive Information (UPSI). The PIT Code aims at preventing insider trading activity by dealing in shares of the Company by its Designated Persons and their immediate relatives. The objective of Fair Disclosure Code is to ensure timely and adequate public disclosure of UPSI no sooner than credible and concrete information comes into being in order to make such information generally available.

The Company has also framed Policy and Procedure for inquiry in case of leak or suspected leak of UPSI.

Further the details of the trading by Designated Persons and their immediate relatives are placed before the Audit Committee and Board meeting on a quarterly basis. Ms. Vedavalli S, Company Secretary, was the Compliance Officer under the PIT Code upto October 31, 2020. Mr. Subhodh Shetty, Company Secretary is the Compliance Officer under the said PIT Code from November 1, 2020.

The PIT Code and Fair Disclosure Codes are available on the Company's website in the following link: https://www.mindtree.com/about/investors

Compliance Certificate by CEO and CFO

The Compliance Certificate by CEO and CFO are provided to the Board on a quarterly basis. Further, the Compliance Certificate as required under the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as Annexure B to the Corporate Governance Report.

IX. Other Disclosures

Related Party Transactions

Your Company has formulated a policy on materiality of related party transactions and on dealing with related party transactions in accordance with Companies Act, 2013 and LODR Regulations. The Policy is available on the website of the Company in the following link: http://www.mindtree.com/policy-for-determining-material-related-party-transactions.

All related party transactions are entered into with the prior approval of the Audit Committee. The interested Directors do not participate in the discussions and vote on such matters, when they are placed for approval.

During the financial year 2020-21, no transactions have been entered into with the related parties which required the approval of the Board of Directors/shareholders of the Company under the Companies Act, 2013 or LODR Regulations. Further, there were no materially significant related party transactions that had potential conflict of interests of the Company at large.

The Company maintains Register under Section 189 of the Companies Act, 2013. The management updates the Board and Audit Committee on the related party transactions, as set out in the financials on a quarterly basis. The Audit Committee and the Board takes the same on record and notes that these transactions are at arm's length and in the ordinary course of business.

Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years

No penalty or stricture was imposed by the Stock Exchanges or SEBI or any other authority, during the last 3 (three) years. All applicable requirements were fully complied with.

Whistle Blower Policy / Vigil Mechanism

Your Company has adopted a Whistle Blower Policy and has established vigil mechanism in line with the requirements under the Companies Act, 2013 and LODR Regulations for the employees and other stakeholders to report concerns about any actual or suspected incidents of unethical behaviour, Code of Conduct for violations of applicable laws and regulations, actual or suspected fraud or violation of the integrity policy. The Whistle Blower Policy is available at the following link:
https://www.mindtree.com/sites/default/files/2021-02/Whistleblower-Policy.pdf

The vigil mechanism provides adequate safeguards to the whistle blowers against any victimization or vindictive practices like retaliation, threat or any adverse (direct or indirect) action on their employment. The Policy also ensures that strict confidentiality is maintained while dealing with concerns and also that no discrimination will be made to any person for a genuinely raised concern.

The Company has constituted Ethics and Compliance Committee (previously known as Cultural Protection Committee) which looks into the complaints raised and resolves the same. The above Committee reports to the Audit Committee and Board. The Company has also constituted Prevention of Insider Trading Committee (PIT Committee), which will look into the complaints relating to the violation of PIT Code and Fair Disclosure Code. The Audit Committee looks into matters reported on a quarterly basis and track matters to closure as per the regulations.

No personnel has been denied access to the Audit Committee.

Details of compliance with mandatory and adoption of discretionary requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has disclosed and complied with all the mandatory requirements under LODR Regulations. The details of these compliances have been given in the relevant sections of this report.

Among discretionary requirements, as specified in Part E of Schedule II of LODR Regulations, the Company has adopted the following:

Shareholders' Rights – Quarterly/half yearly audited financial results along with the press release are uploaded on the website of the Company at https://www.mindtree.com/about/investors. The quarterly/half yearly audited consolidated financial results along with the key highlights for the quarter were also sent to the shareholders electronically those who have registered their email addresses with Registrar and Share Transfer Agent /Company.

Reporting of Internal Auditor - Internal Auditor reports directly to the Audit Committee.

Audit Qualifications – The Statutory Auditors of the Company have issued Audit Reports with unmodified opinion on the standalone and consolidated financial statements for the year ended March 31, 2021.

Subsidiaries

Your Company does not have any material subsidiary. The Board of Directors are regularly updated on the performance of the subsidiaries. The Company places a statement of all significant transactions and arrangements entered into by unlisted subsidiaries and the minutes of the Board meeting of those subsidiaries on a quarterly basis, before the Board. The Audit committee reviews the financial statements of subsidiaries including the investments made by the subsidiaries, if any, on a regular basis.

The information on subsidiaries are provided in detail in Directors' Report.

The Company's Policy for determining material subsidiaries is available on the following link: http://www.mindtree.com/policy-for-determining-material-subsidiary

Certificate from Practicing Company Secretary on Non-Disqualification of Directors

Mindtree has obtained a certificate from a Practicing Company Secretary that none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as Directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority in accordance with LODR Regulations.

Recommendation of Committees

The Board had accepted recommendation of all the committees of the board during the financial year 2020-21, which were mandatorily required.

Auditors' Remuneration

The details of total fees for all services paid by Mindtree and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part of are as follows:

Particulars	Amount in ₹ (million)
Payment to Statutory Auditors (including out of pocket expenses)	24
Payments to entities in the network firm/network entity of the statutory auditors.	5
Total	**29**

Disclosures as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has formulated a Policy for Prevention of Sexual Harassment at Workplace to ensure prevention, prohibition and protection against sexual harassment. The policy provides the guidelines for reporting of such harassment and the procedure for resolution & redressal of the complaints of such nature.

Details of such complaints are as follows:

In India

a) No. of Sexual Harassment complaints received: Nil

b) No. of Sexual Harassment complaints disposed of: Nil

Rest of the World

a) No. of Sexual Harassment complaints received: Nil

b) No. of Sexual Harassment complaints disposed of: Nil

Please refer to Directors' Report for further details.

Non-compliance of Regulations relating to Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any

Your Company is fully compliant with LODR Regulations and there are no such non-compliances.

Disclosure on Accounting treatment in preparation of Financial Statements

The Company has prepared financial statements in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Secretarial Audit

During the financial year 2020-21, Secretarial Audit was conducted as required under the provisions of Section 204 of the Companies Act, 2013. Mr. G. Shanker Prasad, Practicing Company Secretary, Membership Number: 6357; CP Number: 6450 conducted the audit and the Secretarial Audit Report is attached as Annexure 7 to the Directors' Report.

Auditor's Certificate on Corporate Governance

The Auditor's Certificate on Corporate Governance obtained from Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.008072S) for compliance with SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as Annexure 8 to the Directors' Report.

Disclosure on Compliance

Your Company has complied with the requirements of the Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ANNEXURE A

Declaration by the CEO under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding compliance with Code of Conduct

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended March 31, 2021.

Place: Bengaluru
Date: April 16, 2021

Debashis Chatterjee
CEO & Managing Director

ANNEXURE B

Compliance Certificate

{As per Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

We, Debashis Chatterjee, CEO & Managing Director and Vinit Teredesai, Chief Financial Officer of Mindtree Limited, to the best of our knowledge, information and belief, certify that:

1) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2021 and;
   a. These Financial Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
   b. These Financial Statements together present, in all material respects, a true and fair view of the Company's affairs, the financial condition and results of operations and are in compliance with applicable accounting standards, laws and regulations.
2) There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or which violate the Company's code of conduct.
3) We are responsible for establishing and maintaining internal controls over financial reporting by the Company and we have:
   a. Designed such controls to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others;
   b. Designed or caused to be designed, such internal control systems over financial reporting, so as to provide reasonable assurance regarding the preparation of financial statements in accordance with Indian Accounting Standards (Ind AS) in India; and
   c. Evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.
4) During the year, we have disclosed to the Company's Auditors and the Audit Committee of the Board of Directors:
   a. Any change, that has materially affected or is reasonably likely to materially affect, the Company's internal control over financial reporting;
   b. Any significant changes in accounting policies during the year, and that the same have been disclosed appropriately in the notes to the financial statements;
   c. Instances of significant fraud, if any, that we are aware especially if any Member of management or employee involved in financial reporting related process. No such instances were noticed during the year 2020-21;
   d. All significant changes and deficiencies, if any, in the design or operation of internal controls, which could adversely affect the Company's ability to record, process, summarize and report financial data; and
   e. Any material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies.
5) In the event of any materially significant misstatements or omissions, we will return to the Company that part of any bonus or incentive which was inflated on account of such mistakes or omissions.
6) We affirm that we have not denied any employee, access to the Audit Committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistle-blowers from unfair termination and other unfair or prejudicial employment practices.
7) We further declare that, all Board Members and senior managerial personnel have affirmed compliance with the code of conduct for the current year.

Place: Bengaluru/Pune	**Debashis Chatterjee**	**Vinit Teredesai**
Date: April 16, 2021	CEO & Managing Director	Chief Financial Officer

RISK MANAGEMENT REPORT

Risk Management is a strategic business discipline that supports the achievement of an organization's objectives by addressing the full spectrum of its risks and managing the combined impact of those risks as an interrelated risk portfolio. Mindtree uses Enterprise Risk Management (ERM) as a key tool to analyze potential risks to the scalability and sustainability of the organization in order to achieve its business objectives of generating value for customers, investors, employees and other stakeholders. ERM encompasses areas of organizational exposure to risk in categories of strategic, operational (including sustainability related risks), financial and compliance risks in order to provide a structured process for management of risks.

This has been achieved by deploying an effective risk management framework to proactively identify, assess, treat, monitor and report risks as well as to create a risk-aware culture within Mindtree. The Mindtree ERM framework has been designed by incorporating elements of leading risk management standards such as:

- COSO Enterprise Risk Management - Integrating with Strategy and Performance
- ISO 31000:2018
- IRM Risk ManagementStandard

The framework looks at risks holistically to include concerns of the organization, employees, shareholders and other stakeholders. The Chief Risk Officer is the custodian of the framework and appropriate governance is provided by the Risk Management Committee of the Board.

Mindtree Risk and Assurance Framework

Oversight is provided by external auditors and regulators

Mindtree follows a multi-layer integrated risk and assurance framework.

1. Operational Controls Layer:

   Operational controls deployed by management constitute the first level of protection for Mindtree. These controls are integrated into systems and processes and are driven by internal policies and procedures.

2. Finance, Insurance, Security, Legal and Delivery Excellence Layer

   Risk management measures implemented by the Mindtree Finance, Delivery Excellence, Legal and Information Security teams at an organizational level constitute the next layer of protection. Such measures include risk transfer through insurance/hedging, quality checks, contractual safeguards and security controls.

3. Oversight Layer

   Oversight for different risks is provided through different risk and assurance programs.

   - The Chief Risk Officer and the ERM team manage the Mindtree Risk Management Framework to ensure risks are identified, assessed, treated, monitored and reported in the context of our business objectives.

- Internal and external information security audits provide assurance for cyber risks. Quality audits provide assurance over our delivery processes.
- The Compliance team ensures systems to manage compliance with applicable laws and regulations are adequate and operating effectively. Mindtree has constituted an Ethics and Compliance Committee and an Internal Complaints Committee (POSH Committee) to deal with issues such as whistle blowing, code of conduct violations and harassment cases.
- Internal audits are conducted to evaluate and improve the effectiveness of risk management, control and governance processes.

4. Governance

Governance for the risk management program is provided by the Board of Directors through the Risk Management Committee (RMC) of the Board which is chaired by an independent director. Potential risks have designated risk owners who are responsible for risk treatment as per Mindtree's risk management policy. The RMC meets every quarter to discuss risks and their treatment plans along with key risks that have emerged during the course of the year. Updates on risk management systems are also provided to the Audit Committee of the Board for review.

New initiatives in 2020-21 included:

- Proactive crisis response, mature business continuity processes and robust infrastructure ensured uninterrupted services to our customers, while maintaining health and safety of Mindtree Minds during the COVID-19 pandemic.
- In a stellar achievement, our Business Continuity Management System (BCMS) has been certified to the ISO 22301 standard. The BCMS has also been strengthened with targeted training programs.
- Crisis situations have been effectively managed and the crisis management framework has been enhanced to support remote working.
- Risk dashboards have been created to enhance oversight of risk management.
- Credit risk management has been geared-up to keep pace with COVID-19 developments.
- The Supplier Risk Management framework has been strengthened with detailed supplier risk categorization, reviews and audits.
- Different compliance initiatives have been supported across the globe.
- Additional information security controls have been deployed to mitigate cyber threats.
- The risk awareness program continues to receive appreciation.

A detailed description of significant risks and their treatment plans is given in the Risk Management section (refer pages 49-51) and Management Discussion and Analysis section (refer page 103).

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MINDTREE LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of MINDTREE LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2021, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	**Expected Credit Loss:** As described in Note 2.2 (ix) of the standalone financial statements for the year ended March 31, 2021, the management has determined the allowance for credit losses based on historical loss experience adjusted to reflect the impact of the economic conditions. The allowance for credit loss model requires consideration of the effect of COVID-19 pandemic event on the customers' business operations/ability to pay dues. Based on such analysis the Company has recorded an allowance aggregating to ₹ 448 Million as at March 31, 2021, considered in Note 8.2 of the standalone financial statements. We identified allowance for credit losses as a key audit matter because the Company exercises significant judgment in calculating the expected credit losses.	**Principal audit procedures performed** We have performed the following procedures: i. Evaluated the design and implementation including the operating effectiveness of the controls over : • Basis of consideration of the impact of the economic conditions • Completeness and accuracy of the data used in estimation of probability of default • Computation of the expected credit loss allowance ii. Carried out inquiries with the management to understand the impact of COVID-19 in terms of identification of distressed customers and evaluation of recoverability of dues, extension in contractual terms for collections. iii. Tested the completeness and accuracy of the ageing of accounts receivable data. iv. Selected a sample of the customers, and • Verified publicly available credit reports and other information relating to the Company's customers to test if the management had correctly considered the adjustments to credit risk. • Obtained and verified the details of credit period extension granted to the customers and developed an expectation of similar extensions across other customers of the Company. v. Recomputed the expected credit loss allowance considering the above determined input data and compared the amounts so recomputed with the amounts recorded by the management to determine if there were any material differences individually or in the aggregate.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Message from the Chairman, Message from the CEO & MD, Message from the CFO, Management Discussion and Analysis, Business Responsibility Report, Director's Report, Corporate Governance, Risk Management Report and Global Presence, but does not include the consolidated (including financial statements prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board) and standalone financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and any other information which is expected to form part of the annual report, which is expected to be made available to us after that date.

- Our opinion on the standalone financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

- If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

      In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements;

      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 008072S)

Monisha Parikh
Partner
(Membership No. 47840)

Bengaluru, April 16, 2021

UDIN: 21047840AAAABH3912

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of MINDTREE LIMITED ("the Company") as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process 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. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 008072S)

Monisha Parikh
Partner
(Membership No. 47840)

Bengaluru, April 16, 2021

UDIN: 21047840AAAABH3912

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a program of verification of fixed assets to cover all the items in a phased manner over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Due to the restrictions and safety measures initiated on account of the COVID-19 pandemic, the Company was able to complete the verification of certain assets as of March 31, 2021 and has planned to cover the balance assets along with the coverage required under the program during the financial year 2021-22. According to the information and explanation given to us, with regard to the extent of asset coverage during the year, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered conveyance deed/ approved building plan provided to us, we report that, the title deeds, comprising all the immovable properties of buildings which are freehold as at the balance sheet date, are held in the name of the Company. In respect of immovable properties of land that have been taken on lease, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.

(ii) The Company does not have any inventory and hence reporting under clause (ii) of the Order is not applicable.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Act in respect of investments made. According to the information and explanations given to us, the Company has not granted any loan or provided any guarantees and securities.

(v) According to the information and explanations given to us, the Company has not accepted any deposits during the year and does not have any unclaimed deposits.

(vi) Having regard to the nature of the Company's business/ activities, reporting under clause (vi) of the Order with regard to cost records is not applicable.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it to the appropriate authorities.

(b) Details of dues of Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty and Value Added Tax which have not been deposited as on March 31, 2021 on account of disputes are given below:

Name of the statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount (₹ in million)
Income-tax Act, 1961	Income-tax	High Court of Karnataka	AY 2008-09 and AY 2009-10	27.69[#]
		Commissioner of Income Taxes (Appeals)	AY 2002-03 to 2004-05	147.29[*]
			AY 2007-08 and 2008-09	3.14[**]
			AY 2010-11	5.65
			AY 2013-14 and 2014-15	15.43
		Income Tax Appellate Tribunal	AY 2005-06 and AY 2007-08	27.92[***]
		Assessing Officer	AY 2006-07	-[****]
			AY 2009-10	3.15[#]
The Finance Act, 1994	Service tax	Customs, Excise and Service Tax Appellate Tribunal	July 2003 to May 2008	125.83[##]
		Commissioner (Appeals) - LTU	March 2008 to March 2009	0.68[###]
The Karnataka Sales Tax Act, 1957	Value added tax	Assistant Commissioner of Commercial Taxes (Recovery)	Upto July 2004	0.29[####]
The Central Sales Tax Act, 1956	Sales tax	Commissioner (Appeals)	2011-12	0.46
Maharashtra Value Added Tax Act, 2002	Value added tax	Joint Commissioner of Sales Tax	2013-14	0.17

** Net of ₹ 177.47 Million adjusted against amount paid under protest and refunds.*

*** Net of ₹ 18.13 Million adjusted against refunds.*

**** Net of ₹ 33.18 Million adjusted against amount paid under protest and refunds.*

***** Net of ₹ 57.67 Million adjusted against refunds.*

 # Net of ₹ 307.35 Million adjusted against refunds.

Net of ₹ 30.03 Million adjusted against amount paid under protest.

Net of ₹ 0.12 Million adjusted against amount paid under protest.

Net of ₹ 0.50 Million adjusted against amount paid under protest.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans to bank and government. There are no borrowings from financial institutions and the Company has not issued any debentures.

(ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the Order is not applicable.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Act for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.

(xv) In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or directors of its subsidiaries or persons connected with them and hence provisions of section 192 of the Act are not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 008072S)

Monisha Parikh
Partner
(Membership No. 47840)

Bengaluru, April 16, 2021

UDIN: 21047840AAAABH3912

BALANCE SHEET

₹ in million

Particulars	Note	As at March 31, 2021	As at March 31, 2020
ASSETS			
Non-current assets			
Property, plant and equipment	3	3,039	3,400
Capital work in progress		224	136
Right-of-use assets	4	4,773	5,201
Goodwill	5	4,730	4,730
Other intangible assets	5	214	759
Financial assets	6		
Investments	6.1	1,177	820
Loans	6.2	476	457
Other financial assets	6.3	1,225	-
Deferred tax assets (Net)	16	351	1,835
Other non-current assets	7	1,665	1,693
		17,874	**19,031**
Current assets			
Financial assets	8		
Investments	8.1	19,307	6,944
Trade receivables	8.2	12,742	14,389
Cash and cash equivalents	8.3	7,575	3,894
Bank balances other than cash and cash equivalents	8.4	-	1,961
Loans	8.5	41	99
Other financial assets	8.6	2,923	2,805
Other current assets	9	3,144	1,981
Non-current assets held for sale	38	-	461
		45,732	**32,534**
TOTAL ASSETS		**63,606**	**51,565**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	10	1,647	1,646
Other equity	11	41,539	29,920
		43,186	**31,566**
Liabilities			
Non-current liabilities			
Financial liabilities	12		
Lease liabilities		4,492	4,964
Other financial liabilities	12.1	6	1,798
		4,498	**6,762**
Current liabilities			
Financial liabilities	13		
Lease liabilities		885	699
Trade payables			
Total outstanding dues of micro enterprises and small enterprises		43	8
Total outstanding dues of creditors other than micro enterprises and small enterprises		2,630	2,546
Other financial liabilities	13.1	5,250	5,283
Other current liabilities	14	2,509	2,305
Provisions	15	2,227	1,016
Current tax liabilities (Net)		2,378	1,380
		15,922	**13,237**
		20,420	**19,999**
TOTAL EQUITY AND LIABILITIES		**63,606**	**51,565**

See accompanying notes to the standalone financial statements

As per our report of even date attached
For **Deloitte Haskins & Sells**
Chartered Accountants

Monisha Parikh
Partner

Place: Bengaluru
Date : April 16, 2021

For and on behalf of the Board of Directors of **Mindtree Limited**

Ramamurthi Shankar Raman
Non-Executive Director
Place: Mumbai

Debashis Chatterjee
CEO & Managing Director
Place: Bengaluru

Vinit Ajit Teredesai
Chief Financial Officer
Place: Pune

Subhodh Shetty
Company Secretary
Place: Mumbai

Date : April 16, 2021

STATEMENT OF PROFIT AND LOSS

₹ in million, except per share data

Particulars	Note	For the year ended March 31, 2021	For the year ended March 31, 2020
Revenue from operations	17	79,678	77,643
Other income	18	1,517	756
Total income		**81,195**	**78,399**
Expenses			
Employee benefits expense	19	51,132	50,647
Finance costs	21	504	529
Depreciation and amortization expense	22	2,596	2,754
Other expenses	23	11,981	16,182
Total expenses		**66,213**	**70,112**
Profit before tax		**14,982**	**8,287**
Tax expense:			
Current tax	16	4,214	2,333
Deferred tax	16	(335)	(354)
Profit for the year		**11,103**	**6,308**
Other comprehensive income	27		
A (i) Items that will not be reclassified to profit or loss		(117)	(109)
(ii) Income tax relating to items that will not be reclassified to profit or loss		28	26
B (i) Items that will be reclassified to profit or loss		5,206	(3,128)
(ii) Income tax relating to items that will be reclassified to profit or loss		(1,819)	1,093
Total other comprehensive income/(loss)		**3,298**	**(2,118)**
Total comprehensive income for the year		**14,401**	**4,190**
Earnings per share:	25		
Equity shares of par value ₹ 10 each			
(1) Basic (₹)		67.43	38.35
(2) Diluted (₹)		67.39	38.33

See accompanying notes to the standalone financial statements

As per our report of even date attached
For **Deloitte Haskins & Sells**
Chartered Accountants

For and on behalf of the Board of Directors of **Mindtree Limited**

Monisha Parikh
Partner

Ramamurthi Shankar Raman
Non-Executive Director
Place: Mumbai

Debashis Chatterjee
CEO & Managing Director
Place: Bengaluru

Vinit Ajit Teredesai
Chief Financial Officer
Place: Pune

Subhodh Shetty
Company Secretary
Place: Mumbai

Place: Bengaluru
Date : April 16, 2021

Date : April 16, 2021

STATEMENT OF CASH FLOWS

₹ in million

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Cash flow from operating activities		
Profit for the year	11,103	6,308
Adjustments for :		
Income tax expense	3,879	1,979
Depreciation and amortization expense	2,596	2,754
Impairment loss recognized on non-current assets held for sale	2	39
Share based payments to employees	99	102
Allowance for expected credit losses	62	160
Finance costs	504	529
Interest income on financial assets at amortized cost	(166)	(189)
Net gain on disposal of property, plant and equipment	(45)	(12)
Net gain on disposal of right-of-use assets	(33)	(8)
Net gain on financial assets designated at fair value through profit or loss	(909)	(509)
Unrealised exchange difference on lease liabilities	(59)	246
Unrealised exchange difference on fair value hedges	(213)	320
Effect of exchange differences on translation of foreign currency cash and cash equivalents	214	(287)
Changes in operating assets and liabilities		
Trade receivables	1,585	(1,193)
Other assets	(360)	(156)
Bank balances other than cash and cash equivalents	1,961	(1,961)
Trade payables	119	537
Other liabilities	1,571	989
Provisions	1,211	244
Net cash provided by operating activities before taxes	**23,121**	**9,892**
Income taxes paid, net of refunds	(3,168)	(1,640)
Net cash provided by operating activities	**19,953**	**8,252**
Cash flow from investing activities		
Purchase of property, plant and equipment	(673)	(1,241)
Proceeds from sale of property, plant and equipment	59	21
Payment towards initial direct cost of right-of-use assets	(5)	-
Interest income on financial assets at amortized cost	168	133
Proceeds from sale of non-current assets held for sale	459	-
Purchase of investments	(35,976)	(33,066)
Proceeds from sale of investments	24,135	33,924
Net cash (used in) investing activities	**(11,833)**	**(229)**
Cash flow from financing activities		
Issue of share capital (net of issue expenses paid)	1	4
Payment of lease liabilities	(837)	(490)
Finance costs (including interest towards lease liabilities - refer note 21)	(504)	(529)
Repayment of long-term borrowings	(5)	(5)
Dividends paid (including distribution tax)	(2,880)	(5,940)
Net cash (used in) financing activities	**(4,225)**	**(6,960)**
Effect of exchange differences on translation of foreign currency cash and cash equivalents	(214)	287
Net increase in cash and cash equivalents	**3,681**	**1,350**
Cash and cash equivalents at the beginning of the year	3,894	2,544
Cash and cash equivalents at the end of the year (refer note 8.3)	**7,575**	**3,894**

Reconciliation of liabilities from financing activities for the year ended March 31, 2021

₹ in million

Particulars	As at March 31, 2020	Proceeds/ impact of Ind AS 116	Repayment	Fair value changes	As at March 31, 2021
Long-term borrowings (including current portion)	5	-	(5)	-	-
Lease liabilities	5,663	610	(837)	(59)	5,377
Total liabilities from financing activities	**5,668**	**610**	**(842)**	**(59)**	**5,377**

Reconciliation of liabilities from financing activities for the year ended March 31, 2020

₹ in million

Particulars	As at March 31, 2019	Proceeds/ impact of Ind AS 116	Repayment	Fair value changes	As at March 31, 2020
Long-term borrowings (including current portion)	10	-	(5)	-	5
Lease liabilities	-	5,907	(490)	246	5,663
Total liabilities from financing activities	**10**	**5,907**	**(495)**	**246**	**5,668**

See accompanying notes to the standalone financial statements

As per our report of even date attached
For **Deloitte Haskins & Sells**
Chartered Accountants

For and on behalf of the Board of Directors of **Mindtree Limited**

Monisha Parikh
Partner

Ramamurthi Shankar Raman
Non-Executive Director
Place: Mumbai

Debashis Chatterjee
CEO & Managing Director
Place: Bengaluru

Vinit Ajit Teredesai
Chief Financial Officer
Place: Pune

Subhodh Shetty
Company Secretary
Place: Mumbai

Place: Bengaluru
Date : April 16, 2021

Date : April 16, 2021

STATEMENT OF CHANGES IN EQUITY

₹ in million

(a) Equity share capital	Amount
Balance as at April 1, 2019	**1,642**
Add: Shares issued on exercise of stock options and restricted shares	4
Balance as at March 31, 2020	**1,646**
Balance as at April 1, 2020	**1,646**
Add: Shares issued on exercise of stock options and restricted shares	1
Balance as at March 31, 2021	**1,647**

STATEMENT OF CHANGES IN EQUITY (CONTD.)

(b) Other equity

₹ in million

Particulars	Reserves and Surplus (refer note 11)							Items of Other Comprehensive Income (refer note 11)			Total other equity
	Capital reserve	General reserve	Special Economic Zone reinvestment reserve	Capital redemption reserve	Securities premium	Share option outstanding account	Retained earnings	Foreign Currency Translation Reserve (FCTR)	Effective portion of Cash Flow Hedges	Other items of other Comprehensive Income	
Balance as at April 1, 2019	**87**	**226**	**1,036**	**42**	**133**	**165**	**30,264**	**(416)**	**-**	**(119)**	**31,418**
Impact of adoption of Ind AS 116	-	-	-	-	-	-	157	-	-	-	157
Profit for the year	-	-	-	-	-	-	6,308	-	-	-	6,308
Other comprehensive income (net of taxes)	-	-	-	-	-	-	-	-	(2,035)	(83)	(2,118)
Created during the year	-	-	1,022	-	-	-	(1,022)	-	-	-	-
Utilised during the year	-	-	(840)	-	-	-	840	-	-	-	-
Transferred to securities premium on allotment against stock options	-	-	-	-	166	(166)	-	-	-	-	-
Compensation cost related to employee share based payment	-	-	-	-	-	102	-	-	-	-	102
Cash dividends (refer note 11.1)	-	-	-	-	-	-	(4,933)	-	-	-	(4,933)
Dividend distribution tax (refer note 11.1)	-	-	-	-	-	-	(1,014)	-	-	-	(1,014)
Balance as at March 31, 2020	**87**	**226**	**1,218**	**42**	**299**	**101**	**30,600**	**(416)**	**(2,035)**	**(202)**	**29,920**
Balance as at April 1, 2020	**87**	**226**	**1,218**	**42**	**299**	**101**	**30,600**	**(416)**	**(2,035)**	**(202)**	**29,920**
Profit for the year	-	-	-	-	-	-	11,103	-	-	-	11,103
Other comprehensive income (net of taxes) (refer note 27)	-	-	-	-	-	-	-	-	3,387	(89)	3,298
Created during the year	-	-	848	-	-	-	(848)	-	-	-	-
Utilised during the year	-	-	(584)	-	-	-	584	-	-	-	-
Transferred to securities premium on allotment against stock options	-	-	-	-	100	(100)	-	-	-	-	-
Compensation cost related to employee share based payment (refer note 19)	-	-	-	-	-	99	-	-	-	-	99
Transfer on account of share options not exercised	-	-	-	-	-	(2)	2	-	-	-	-
Cash dividends (refer note 11.1)	-	-	-	-	-	-	(2,881)	-	-	-	(2,881)
Balance as at March 31, 2021	**87**	**226**	**1,482**	**42**	**399**	**98**	**38,560**	**(416)**	**1,352**	**(291)**	**41,539**

See accompanying notes to the standalone financial statements

As per our report of even date attached
For **Deloitte Haskins & Sells**
Chartered Accountants

For and on behalf of the Board of Directors of Mindtree Limited

Monisha Parikh
Partner

Ramamurthi Shankar Raman
Non-Executive Director
Place: Mumbai

Debashis Chatterjee
CEO & Managing Director
Place: Bengaluru

Vinit Ajit Teredesai
Chief Financial Officer
Place: Pune

Subhodh Shetty
Company Secretary
Place: Mumbai

Place: Bengaluru
Date : April 16, 2021

Date : April 16, 2021

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

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

1. Company overview

Mindtree Limited ('Mindtree' or 'the Company') is an international Information Technology consulting and implementation company that delivers business solutions through global software development. The Company is structured into four industry verticals – Retail, CPG and Manufacturing (RCM), Banking, Financial Services and Insurance (BFSI), Communications, Media and Technology (CMT) (erstwhile High Technology and Media - Hi-tech) and Travel and Hospitality (TH). The Company 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 Company is a public limited company incorporated and domiciled in India and has its registered office at Bengaluru, Karnataka, India and has offices in India, United States of America (USA), United Kingdom (UK), Japan, Singapore, Malaysia, Australia, Germany, Switzerland, Sweden, UAE, Netherlands, Canada, Belgium, France, Ireland, Poland, Mexico, Republic of China, Norway, Finland, Denmark, Spain and New Zealand. The Company has its primary listings on the Bombay Stock Exchange and National Stock Exchange in India. The Company became a subsidiary of Larsen & Toubro Limited (L&T) with effect from July 2, 2019 (Refer note 33). The standalone financial statements were authorized for issuance by the Company's Board of Directors on April 16, 2021.

2. Significant accounting policies

2.1 Basis of preparation and presentation

(a) Statement of compliance

These standalone financial statements (the 'financial statements') have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. The Company has consistently applied accounting policies to all periods.

(b) Basis of measurement

The financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

i. Derivative financial instruments;

ii. Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments);

iii. Share based payment transactions and

iv. Defined benefit and other long-term employee benefits.

(c) Use of estimates and judgment

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

(i) ***Revenue recognition:***

(a) The Company uses the percentage of completion method using the input (cost expended) method to measure progress towards completion in respect of fixed price contracts. Percentage of completion method accounting relies on estimates of total expected contract revenue and costs. This method is followed when reasonably dependable estimates of the revenues and costs applicable to various elements of the contract can be made. Key factors that are reviewed in estimating the future costs to complete include estimates of future labour costs and productivity efficiencies. As the financial reporting of these contracts depends on estimates that are assessed continually during the term of these contracts, recognized revenue and profit are subject to revisions as the contract progresses to completion. When estimates indicate that a loss will be incurred, the loss is provided for in the period in which the loss becomes probable.

(b) Contracts with customers often include promises to transfer multiple products and services to a customer. Determining whether products and services are considered distinct performance obligations that should be accounted for separately or together requires significant judgment based on nature of the contract, transfer of control over the product or service, ability of the product or service to benefit the customer on its own or together with other readily available resources and the ability of the product or service to be separately identifiable from other promises in the contract.

(ii) ***Income taxes:***

The Company's two major tax jurisdictions are India and USA, though the Company also files tax returns in other foreign jurisdictions. Significant judgments are involved in determining the provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions. Also refer note 16.

(iii) ***Leases:***

The Company considers all the extension-options under the commercial contract for determining the lease-term which forms the basis for the measurement of right-of-use asset and the corresponding lease-liability.

(iv) ***Other estimates:***

The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Company estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required. The stock compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest.

(v) ***Estimation uncertainty relating to COVID-19 outbreak:***

The Company has considered internal and certain external sources of information including credit reports, economic forecasts and industry reports, up to the date of approval of the financial statements in determining the impact on various elements of its financial statements. The Company has used the principles of prudence in applying judgments, estimates and assumptions including sensitivity analysis and based on the current estimates, the Company has accrued its liabilities and also expects to fully recover the carrying amount of trade receivables including unbilled receivables, goodwill, intangible assets, investments and derivatives. The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements.

2.2 Summary of significant accounting policies

(i) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (i.e. the "functional currency"). The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

(ii) Foreign currency transactions and balances

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of profit and loss and reported within foreign exchange gains/ (losses).

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction. Foreign currency gains and losses are reported on a net basis. This includes changes in the fair value of foreign exchange derivative instruments, which are accounted at fair value through profit or loss.

(iii) Investment in subsidiaries

Investment in subsidiaries is measured at cost. Dividend income from subsidiaries is recognised when its right to receive the dividend is established.

(iv) Financial instruments

All financial instruments are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trade) are recognised on trade date. While, loans and borrowings and payables are recognised net of directly attributable transaction costs.

For the purpose of subsequent measurement, financial instruments of the Company are classified in the following categories: non-derivative financial assets comprising amortized cost, debt instruments at fair value through other comprehensive income (FVTOCI), equity instruments at FVTOCI or fair value through profit and loss account (FVTPL), non derivative financial liabilities at amortized cost or FVTPL and derivative financial instruments (under the category of financial assets or financial liabilities) at FVTPL.

The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at initial recognition.

(a) ***Non-derivative financial assets***

(i) Financial assets at amortised cost

A financial asset shall be measured at amortized cost if both of the following conditions are met:

(a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

(b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest rate method, less any impairment loss.

Financial assets at amortized cost are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

Cash and cash equivalents comprise cash on hand and in banks and demand deposits with banks which can be withdrawn at any time without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand, book overdraft and are considered part of the Company's cash management system.

(ii) Debt instruments at FVTOCI

A debt instrument shall be measured at fair value through other comprehensive income if both of the following conditions are met:

(a) the objective of the business model is achieved by both collecting contractual cash flows and selling financial assets; and

(b) the asset's contractual cash flow represent SPPI

Debt instruments included within FVTOCI category are measured initially as well as at each reporting period at fair value plus transaction costs. Fair value movements are recognised in other comprehensive income (OCI). However, the Company recognises interest income, impairment losses & reversals and foreign exchange gain/(loss) in statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to profit and loss. Interest earned is recognised under the effective interest rate (EIR) method.

(iii) Equity instruments at FVTOCI

All equity instruments are measured at fair value. Equity instruments held for trading is classified as FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in OCI. The Company makes such election on an instrument-by-instrument basis.

If the Company decides to classify an equity instrument as FVTOCI, then all fair value changes on the instrument, excluding dividend are recognised in OCI. There is no recycling of the amount from OCI to statement of profit and loss, even on sale of the instrument. However, the Company may transfer the cumulative gain or loss within the equity.

(iv) Financial assets at FVTPL

FVTPL is a residual category for financial assets. Any financial asset which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as FVTPL.

In addition the Company may elect to designate the financial asset, which otherwise meets amortized cost or FVTOCI criteria, as FVTPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency.

Financial assets included within the FVTPL category are measured at fair values with all changes recorded in the statement of profit and loss.

(b) ***Non-derivative financial liabilities***

(i) Financial liabilities at amortized cost

Financial liabilities at amortized cost represented by borrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method.

(ii) Financial liabilities at FVTPL

Financial liabilities at FVTPL represented by contingent consideration are measured at fair value with all changes recognised in the statement of profit and loss.

(c) ***Derivative financial instruments***

The Company holds derivative financial instruments such as foreign exchange forward contracts and option contracts to mitigate the risk of changes in foreign exchange rates on foreign currency assets or liabilities and forecasted cash flows denominated in foreign currencies. The counterparty for these contracts is generally a bank.

Derivatives are recognized and measured at fair value. Attributable transaction costs are recognized in statement of profit and loss.

(i) Cash flow hedges: Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognized in other comprehensive income and presented within equity in the cash flow hedging reserve to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognized in the statement of profit and loss. If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, then hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the statement of profit and loss upon the occurrence of the related forecasted transaction.

The Company separates the intrinsic value and time value of an option and designates as hedging instruments only the change in intrinsic value of the option. The change in fair value of the time value and intrinsic value of an option is recognised in other comprehensive income and accounted as a separate component of equity. Such amounts are reclassified into the statement of profit and loss when the related hedged items affect profit and loss.

(ii) Others: Changes in fair value of foreign currency derivative instruments not designated as cash flow hedges and the ineffective portion of cash flow hedges are recognized in the statement of profit and loss and reported within foreign exchange gains/(losses).

(v) Property, plant and equipment

(a) Recognition and measurement: Property, plant and equipment are measured at cost or its deemed cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset.

(b) Depreciation: The Company depreciates property, plant and equipment over the estimated useful life on a straight-line basis from the date the assets are available for use. Leasehold improvements are amortized over the lower of estimated useful life and lease term. The estimated useful lives of assets for the current and comparative period of significant items of property, plant and equipment (also refer note 3) are as follows:

Category	**Useful life**
Buildings	5 - 30 years
Leasehold improvements	5 years
Computers	2 - 4 years
Furniture and fixtures	5 years
Electrical installations	3 years
Office equipment	4 years
Vehicles	4 years
Plant and machinery	4 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the statement of profit and loss.

Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital advances and capital work- in-progress respectively.

(vi) Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is 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.

The estimated useful lives of intangible assets for the current and comparative period (also refer note 5) are as follows:

Category	**Useful life**
Intellectual property	5 years
Computer software	2 years
Business alliance relationships	4 years
Customer relationships	3 - 5 years
Vendor relationships	6 years
Tradename	5.25 - 5.75 years
Technology	5.75 years
Non-compete agreement	5 years

(vii) Business combination, Goodwill and Intangible assets

Business combinations other than through common control transactions are accounted for using the purchase (acquisition) method. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Business combinations through common control transactions are accounted on a pooling of interests method.

Transaction costs incurred in connection with a business combination are expensed as incurred.

(a) Goodwill

The excess of the cost of acquisition over the Company's share in the fair value of the acquiree's identifiable assets, liabilities and contingent liabilities is recognized as goodwill. If the excess is negative, it is considered as a bargain purchase gain.

(b) Intangible assets

Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets. These valuations are conducted by independent valuation experts.

(viii) Leases

The Company's lease asset classes primarily consist of leases for land and buildings. The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after April 1, 2019.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets (assets of less than USD 5,000 in value). The Company recognises the lease payments associated with these leases as an expense over the lease term.

(ix) Impairment

(a) Financial assets

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12-months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

(i) All contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

(ii) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedient, the Company uses a provision matrix to determine impairment loss on portfolio of its trade receivable. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward-looking estimates. At regular intervals, the historically observed default rates are updated and changes in forward-looking estimates are analysed. In addition to the historical pattern of credit loss, the Company has considered the likelihood of increased credit risk and consequential default by customers including revisions in the credit period provided to the customers. In making this assessment, the Company has considered current and anticipated future economic conditions relating to industries/business verticals that the company deals with and the countries where it operates. In addition the Company has also considered credit reports and other credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID-19. The Company believes that the carrying amount of allowance for expected credit loss with respect to trade receivables, unbilled revenue and other financial assets is adequate.

ECL impairment loss allowance (or reversal) is recognised as an income/expense in the statement of profit and loss during the year. The balance sheet presentation for various financial instruments is described below:

Financial assets measured at amortized cost, contractual revenue receivable: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

(b) Non-financial assets

The Company assesses at each reporting date whether there is any objective evidence that a non financial asset or a group of non financial assets is impaired. If any such indication exists, the Company estimates the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognised in the statement of profit and loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

Goodwill is tested for impairment on an annual basis and whenever there is an indication that goodwill may be impaired, relying on a number of factors including operating results, business plans and future cash flows. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Group's cash generating units (CGU) or groups of CGU's expected to benefit from the synergies arising from the business combination. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. Impairment occurs when the carrying amount of a CGU including the goodwill, exceeds the estimated recoverable amount of the CGU. The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. Value-in-use is the present value of future cash flows expected to be derived from the CGU.

Total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU prorata on the basis of the carrying amount of each asset in the CGU. An impairment loss on goodwill is recognised in statement of profit and loss and is not reversed in the subsequent period.

(x) Employee benefits

The Company participates in various employee benefit plans. Post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as expense during the period when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company. The present value of the defined benefit obligations is calculated using the projected unit credit method.

The Company has the following employee benefit plans:

*(a) Social security plan*s

Employer contributions payable to the social security plan, which is a defined contribution scheme, are charged to the statement of profit and loss in the period in which the employee renders services.

(b) Gratuity

IIn accordance with the Payment of Gratuity Act, 1972, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company. The gratuity fund is managed by the Life Insurance Corporation of India (LIC), ICICI Prudential Life Insurance Company and SBI Life Insurance Company. The Company's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation using the projected unit credit method.

Actuarial gains or losses are recognized in other comprehensive income. Further, the profit or loss does not include an expected return on plan assets. Instead net interest recognized in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the plan assets above or below the discount rate is recognized as part of re-measurement of net defined liability or asset through other comprehensive income.

Remeasurements comprising actuarial gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are not reclassified to statement of profit and loss in subsequent periods.

(c) Compensated absences

The employees of the Company are entitled to compensated absences. The employees can carry forward a portion of the unutilised accumulating compensated absences and utilise it in future periods or receive cash at retirement or termination of employment. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of compensated absences as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Company recognizes accumulated compensated absences based on actuarial valuation. Non-accumulating compensated absences are recognized in the period in which the absences occur. The Company recognizes actuarial gains and losses immediately in the statement of profit and loss.

(xi) Share based payments

Employees of the Company receive remuneration in the form of equity settled instruments, for rendering services over a defined vesting period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant.

The expense is recognized in the statement of profit and loss with a corresponding increase to the share based payment reserve, a component of equity.

The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortization). The stock compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest.

The fair value of the amount payable to the employees in respect of phantom stocks, which are settled in cash, is recognized as an expense with a corresponding increase in liabilities, over the period during which the employees become unconditionally entitled to payment. The liability is remeasured at each reporting date and at settlement date based on the fair value of the phantom stock options plan. Any changes in the liability are recognized in statement of profit and loss.

(xii) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

(xiii) Revenue

The Company derives revenue primarily from software development and related services. Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognizes revenue when it transfers control over a product or a service to a customer. The method for recognizing revenues and costs depends on the nature of the services rendered:

(a) Time and materials contracts

Revenues and costs relating to time and materials contracts are recognized as the related services are rendered.

(b) Fixed-price contracts

Revenues from fixed-price contracts are recognized using the "percentage-of-completion" method. Percentage of completion is determined based on project costs incurred to date as a percentage of total estimated project costs required to complete the project. The cost expended (or input) method has been used to measure progress towards completion as there is a direct relationship between input and productivity.

If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of profit and loss in the period in which such losses become probable based on the current contract estimates.

(c) Maintenance contracts

Revenue from maintenance contracts is recognized ratably over the period of the contract. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognized on a straight line basis over the specified period or under some other method that better represents the stage of completion.

In arrangements for software development and related services and maintenance services, the Company has applied the guidance in Ind AS 115, 'Revenue from Contracts with Customers', by applying the revenue recognition criteria for each of the distinct performance obligation. The arrangements generally meet the criteria for considering software development and related services as distinct performance obligation. For allocating the consideration, the Company has measured the revenue in respect of distinct performance obligation at its standalone selling price, in accordance with principles given in Ind AS 115.

The Company accounts for volume discounts and pricing incentives to customers by reducing the amount of revenue recognized at the time of sale.

Revenues are shown net of sales tax, value added tax, service tax, goods and services tax and applicable discounts and allowances.

The Company accrues the estimated cost of post contract support services at the time when the revenue is recognized. The accruals are based on the Company's historical experience of material usage and service delivery costs.

'Unbilled revenues' represent cost and earnings in excess of billings as at the end of the reporting period.

'Unearned revenues' represent billing in excess of revenue recognized. Advance payments received from customers for which no services are rendered are presented as 'Advance from customers'.

(xiv) Warranty provisions

The Company provides warranty provisions on all its products sold. A provision is recognised at the time the product is sold. The Company does not provide extended warranties or maintenance contracts to its customers.

(xv) Finance income and expense

Finance income consists of interest income on funds invested, dividend income and gains on the disposal of FVTPL financial assets. Interest income is recognized as it accrues in the statement of profit and loss, using the effective interest method.

Dividend income is recognized in the statement of profit and loss on the date that the Company's right to receive payment is established.

Finance expenses consist of interest expense on loans and borrowings. Borrowing costs are recognized in the statement of profit and loss using the effective interest method.

(xvi) Income tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

(a) Current income tax

Current income tax liability/ (asset) for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the year. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the year. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

(b) Deferred income tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax asset is recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred income tax liabilities are recognized for all taxable temporary differences.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

(xvii) Earnings per share (EPS)

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year, adjusted for bonus elements in equity shares issued during the year.

Diluted EPS is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. Dilutive potential equity shares are determined independently for each year presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

(xviii) Research and development (R&D) costs

Research costs are expensed as incurred. Development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the software and the costs can be measured reliably.

(xix) Government grants

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

(i) the Company 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. When the grant relates to an asset, it is recognized as income over the expected useful life of the asset.

Where the Company 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 fair value. When loan or similar assistance are provided by the government or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is recognized as government grant. The loan or assistance is initially recognized and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. A repayment of government grant is accounted for as a change in accounting estimate. Repayment of grant is recognised by reducing the deferred income balance, if any and the rest of the amount is charged to statement of profit and loss.

(xx) Dividend and dividend distribution tax

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors. The Company declares and pays dividends in Indian rupees and are subject to applicable distribution taxes. The applicable distribution taxes are linked more directly to past transactions or events that generated distributable profits than to distribution to owners and accordingly, recognized in profit or loss or other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

The Finance Act 2020 has abolished the Dividend Distribution Tax (DDT) and has shifted the tax liability on dividends to the shareholders. Accordingly, the Company distributes the dividend after deducting the taxes at applicable rates.

(xxi) Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

Recent pronouncements

On March 24, 2021, the Ministry of Corporate Affairs (MCA) through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. The Company is evaluating the effect of the amendments on its financial statements.

Non-current assets

3. Property, plant and equipment

Particulars	Land	Buildings	Leasehold improvements	Plant and machinery	Office equipment	Computers*	Electrical installations	Furniture and fixtures	Vehicles	Total
Gross carrying value										
At April 1, 2019	**84**	**3,726**	**1,563**	**219**	**1,131**	**3,714**	**787**	**522**	**27**	**11,773**
Additions	-	71	399	-	99	658	53	65	6	1,351
Impact of adoption of Ind AS 116	(51)	-	-	-	-	-	-	-	-	(51)
Transfer to non-current assets held for sale (refer note 38)	-	(543)	-	-	-	-	-	-	-	(543)
Disposals / adjustments	-	(2)	(4)	-	(48)	(359)	(5)	(7)	(24)	(449)
At March 31, 2020	**33**	**3,252**	**1,958**	**219**	**1,182**	**4,013**	**835**	**580**	**9**	**12,081**
At April 1, 2020	**33**	**3,252**	**1,958**	**219**	**1,182**	**4,013**	**835**	**580**	**9**	**12,081**
Additions	-	22	16	-	18	511	7	1	-	575
Reclassification (refer note 38)	-	(434)	434	-	-	-	-	-	-	-
Disposals / adjustments	-	-	(28)	-	(97)	(120)	(23)	(2)	-	(270)
At March 31, 2021	**33**	**2,840**	**2,380**	**219**	**1,103**	**4,404**	**819**	**579**	**9**	**12,386**
Accumulated depreciation										
At April 1, 2019	**11**	**1,631**	**1,235**	**217**	**895**	**2,977**	**690**	**333**	**27**	**8,016**
Impact of adoption of Ind AS 116	(11)	-	4	-	-	-	-	-	-	(7)
Depreciation expense	-	257	171	1	110	655	71	77	1	1,343
Transfer to non-current assets held for sale (refer note 38)	-	(231)	-	-	-	-	-	-	-	(231)
Disposals / adjustments	-	(2)	-	-	(47)	(359)	(5)	(3)	(24)	(440)
At March 31, 2020	**-**	**1,655**	**1,410**	**218**	**958**	**3,273**	**756**	**407**	**4**	**8,681**
At April 1, 2020	**-**	**1,655**	**1,410**	**218**	**958**	**3,273**	**756**	**407**	**4**	**8,681**
Depreciation expense	-	162	183	1	91	379	49	55	2	922
Reclassification (refer note 38)	-	(396)	396	-	-	-	-	-	-	-
Disposals / adjustments	-	-	(25)	-	(88)	(119)	(23)	(1)	-	(256)
At March 31, 2021	**-**	**1,421**	**1,964**	**219**	**961**	**3,533**	**782**	**461**	**6**	**9,347**
Net carrying value as at March 31, 2021	**33**	**1,419**	**416**	**-**	**142**	**871**	**37**	**118**	**3**	**3,039**
Net carrying value as at March 31, 2020	**33**	**1,597**	**548**	**1**	**224**	**740**	**79**	**173**	**5**	**3,400**

**During the year, the Company has revised the useful life of computers from 2-3 years to 2-4 years. Had the Company continued with the erstwhile useful life of computers, the charge to the depreciation and amortization expense would have been higher by ₹ 234 for the year ended March 31, 2021.*

4. Right-of-use assets

Particulars	Non-current		
	Land	Buildings	Total
Gross carrying value			
At April 1, 2019	**-**	**-**	**-**
Impact of adoption of Ind AS 116	380	5,989	6,369
Additions	-	219	219
Transfer to non-current assets held for sale (refer note 38)	(327)	-	(327)
Disposals / adjustments	-	(131)	(131)
At March 31, 2020	**53**	**6,077**	**6,130**
At April 1, 2020	**53**	**6,077**	**6,130**
Additions	-	932	932
Disposals / adjustments	-	(355)	(355)
At March 31, 2021	**53**	**6,654**	**6,707**
Accumulated depreciation			
At April 1, 2019	**-**	**-**	**-**
Impact of adoption of Ind AS 116	138	-	138
Depreciation expense	9	950	959
Transfer to non-current assets held for sale (refer note 38)	(139)	-	(139)
Disposals / adjustments	-	(29)	(29)
At March 31, 2020	**8**	**921**	**929**
At April 1, 2020	**8**	**921**	**929**
Depreciation expense	1	1,080	1,081
Disposals / adjustments	-	(76)	(76)
At March 31, 2021	**9**	**1,925**	**1,934**
Net carrying value as at March 31, 2021	**44**	**4,729**	**4,773**
Net carrying value as at March 31, 2020	**45**	**5,156**	**5,201**

Non-current assets

5. a) Goodwill and other intangible assets

Particulars	Goodwill	Other intangible assets								Total other intangible assets
		Intellectual property	Business alliance relationships	Customer relationships	Non compete agreement	Vendor relationships*	Tradename*	Technology*	Computer software	
Gross carrying value										
At April 1, 2019	**4,730**	**67**	**72**	**1,329**	**56**	**745**	**306**	**262**	**1,163**	**4,000**
Additions	-	-	-	-	-	-	-	-	31	31
Disposals / adjustments	-	-	-	-	-	-	-	-	-	-
At March 31, 2020	**4,730**	**67**	**72**	**1,329**	**56**	**745**	**306**	**262**	**1,194**	**4,031**
At April 1, 2020	**4,730**	**67**	**72**	**1,329**	**56**	**745**	**306**	**262**	**1,194**	**4,031**
Additions	-	-	-	-	-	-	-	-	48	48
Disposals / adjustments	-	-	-	-	-	-	-	-	-	-
At March 31, 2021	**4,730**	**67**	**72**	**1,329**	**56**	**745**	**306**	**262**	**1,242**	**4,079**
Accumulated amortization										
At April 1, 2019	**-**	**67**	**72**	**987**	**42**	**332**	**109**	**98**	**1,113**	**2,820**
Amortization expense	-	-	-	244	10	95	31	26	46	452
Disposals / adjustments	-	-	-	-	-	-	-	-	-	-
At March 31, 2020	**-**	**67**	**72**	**1,231**	**52**	**427**	**140**	**124**	**1,159**	**3,272**
At April 1, 2020	**-**	**67**	**72**	**1,231**	**52**	**427**	**140**	**124**	**1,159**	**3,272**
Amortization expense	-	-	-	98	4	150	166	138	37	593
Disposals / adjustments	-	-	-	-	-	-	-	-	-	-
At March 31, 2021	**-**	**67**	**72**	**1,329**	**56**	**577**	**306**	**262**	**1,196**	**3,865**
Net carrying value as at March 31, 2021	**4,730**	**-**	**-**	**-**	**-**	**168**	**-**	**-**	**46**	**214**
Net carrying value as at March 31, 2020	**4,730**	**-**	**-**	**98**	**4**	**318**	**166**	**138**	**35**	**759**
Estimated useful life (in years)	NA	5	4	3 - 5	5	6	5.25 - 5.75	5.75	2	
Estimated remaining useful life (in years)	NA	-	-	-	-	0.75	-	-	0.13 - 1.89	

The aggregate amount of research and development expense recognised in the statement of profit and loss for the year ended March 31, 2021 is ₹ 338 (For the year ended March 31, 2020 ₹ 373).

**During the year, the Company has revised the useful lives of vendor relationships from 5-10 years to 6 years, tradename from 10 years to 5.25 - 5.75 years and technology from 10 years to 5.75 years. Had the Company continued with the erstwhile useful lives, the charge to depreciation and amortization expense would have been lower by ₹ 334 for the year ended March 31, 2021.*

b) Impairment

Following is a summary of changes in the carrying amount of goodwill:

Particulars	As at March 31, 2021	As at March 31, 2020
Carrying value at the beginning of the year	4,730	4,730
Carrying value at the end of the year	**4,730**	**4,730**

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Cash Generating Units (CGU) or groups of CGUs, which benefit from the synergies of the acquisition. The Chief Operating Decision Maker reviews the goodwill for any impairment at the operating segment level, which is represented through groups of CGUs.

The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. The fair value of a CGU is determined based on the market capitalization. The value-in-use is determined based on specific calculations. These calculations use pre-tax cash flow projections over a period of five years, based on financial budgets approved by management and an average of the range of each assumption mentioned below.

The Company does its impairment evaluation on an annual basis and as of March 31, 2021, the estimated recoverable amount of the CGU exceeded its carrying amount, hence impairment is not triggered. The Company has performed sensitivity analysis for all key assumptions, including the cash flow projections consequent to the change in estimated future economic conditions arising from the possible effects due to COVID-19 and is unlikely to cause the carrying amount of the CGU exceed its estimated recoverable amount. The key assumptions used for the calculations were as follows:

Particulars	As at March 31, 2021	As at March 31, 2020
Discount rate	14.2% - 18.5%	13.7% -20.1%

The above discount rate is based on the Weighted Average Cost of Capital (WACC) of the Company. These estimates are likely to differ from future actual results of operations and cash flows.

The goodwill on acquisition of subsidiaries, which have since merged with the Company, has been allocated as follows:

Particulars	As at March 31, 2021	As at March 31, 2020
RCM	2,440	2,440
BFSI	1,179	1,179
CMT	1,037	1,037
TH	74	74
Total	**4,730**	**4,730**

Non-current assets

6. Financial assets

6.1 Investments

Particulars	As at March 31, 2021		As at March 31, 2020	
	No of units	Amount	No of units	Amount
1) Investments in equity instruments (unquoted)				
Wholly owned subsidiaries				
Mindtree Software (Shanghai) Co., Ltd ('MSSCL')	-	14	-	14
Fully paid equity share of MYR 100,000 each in Bluefin Solutions Sdn Bhd. ('Bluefin Malaysia')	1	2	1	2
Others				
Equity shares in Careercommunity.com Limited	2,400	-	2,400	-
Equity shares of ₹ 1 each in NuvePro Technologies Private Limited	950,000	1	950,000	1
Equity shares in Worldcast Technologies Private Limited	12,640	-	12,640	-
		17		17
2) Investments in preference shares (unquoted)				
Series A Convertible Preferred Stock at US$ 0.0001 each fully paid at premium of US $ 0.2557 each in 30 Second Software Inc.	643,790	7	643,790	7
		7		7

Particulars	As at March 31, 2021		As at March 31, 2020	
	No of units	Amount	No of units	Amount
3) Investments in non-convertible bonds/ debentures (quoted)				
Secured redeemable non-convertible debentures of ₹ 1,000 each in Tata Capital Financial Services Limited	-	-	50,000	52
Secured redeemable non-convertible debentures of ₹ 1,000,000 each in LIC Housing Finance Limited	100	112	-	-
Secured redeemable non-convertible debentures of ₹ 1,000,000 each in Tata Capital Limited	100	106	-	-
Secured redeemable non-convertible debentures of ₹ 1,000,000 each in Bajaj Finance Limited	100	102	-	-
Unsecured, redeemable, non-convertible, non-cumulative, taxable bonds of ₹ 1,000,000 each in PFC Limited	200	224		
Unsecured, redeemable, non-convertible, taxable bonds of ₹ 1,000,000 each in Rural Electrification Corporation Limited	200	234		
		778		52
4) Investments in mutual funds (quoted)				
IDFC Mutual Fund	5,000,000	61	10,000,000	115
Invesco Mutual Fund	-	-	7,063,100	84
Kotak Mutual Fund	-	-	5,000,000	60
Franklin Templeton Mutual Fund	-	-	15,000,000	178
UTI Mutual Fund	-	-	5,000,000	59
Tata Mutual Fund	-	-	16,008,535	189
ICICI Prudential Mutual Fund	-	-	5,000,000	59
		61		744
5) Investments in perpetual bonds (quoted)				
Perpetual bonds of ₹ 1,000,000 each in HDFC Bank	100	110	-	-
Perpetual bonds of ₹ 1,000,000 each in State Bank of India	200	204	-	-
		314		**-**
Total		**1,177**		**820**
Aggregate amount of quoted investments		**1,153**		**796**
Aggregate market value of quoted investments		**1,153**		**796**
Aggregate amount of unquoted investments		**24**		**24**
Aggregate amount of impairment in value of investments		**1**		**1**

6.2 Loans

Particulars	As at March 31, 2021	As at March 31, 2020
(Unsecured, considered good)		
Security deposits	476	457
Total	**476**	**457**

6.3 Other financial assets

Particulars	As at March 31, 2021	As at March 31, 2020
Derivative financial instruments	1,225	-
Total	**1,225**	**-**

7. Other non-current assets

Particulars	As at March 31, 2021	As at March 31, 2020
Capital advances	39	48
Advance income-tax including tax deducted at source (net of provision for taxes)	1,593	1,613
Prepaid expenses	14	7
Service tax receivable	11	11
Others	8	14
Total	**1,665**	**1,693**

Current assets

8. Financial assets

8.1 Investments

Particulars	As at March 31, 2021		As at March 31, 2020	
1) Investments in Mutual Funds (quoted)				
Name of the fund	**No of units**	**Amount**	**No of units**	**Amount**
ICICI Prudential Mutual Fund	330,52,370	1,385	204,349	60
IDFC Mutual Fund	985,62,761	1,974	60,401,627	1,184
UTI Mutual Fund	210,34,383	1,091	-	-
Aditya Birla Sun Life Mutual Fund	156,36,634	1,678	1,907,437	265
Nippon India Mutual Fund	487,37,402	1,364	7,357,646	179
Axis Mutual Fund	117,89,741	1,611	266,359	580
Tata Mutual Fund	29,350,910	1,052	2,979,380	171
SBI Mutual Fund	51,468,137	1,659	7,777,644	895
Sundaram Mutual Fund	-	-	264,092	280
HDFC Mutual Fund	22,171,210	1,348	18,545,875	306
Kotak Mutual Fund	17,716,023	1,565	5,352,549	483
DSP Mutual Fund	61,193,885	1,116	25,263,086	457
Invesco Mutual Fund	7,285,776	737	148,845	414
Franklin Templeton Mutual Fund	15,000,000	189	20,120	60
L&T Mutual Fund	9,528,702	206	-	-
Total		**16,975**		**5,334**
2) Investment in non-convertible bonds/ debentures (quoted)				
Secured redeemable non-convertible debentures of ₹ 1,000 each in Tata Capital Financial Services Limited	50,000	52	-	-
Secured redeemable market-linked non-convertible debentures of ₹ 1,000,000 each in Tata Capital Financial Services Limited	100	119	-	-
Secured redeemable non-convertible bonds of ₹ 1,000,000 each in the nature of promissory notes in PNB Housing Finance Limited	-	-	50	50
Secured redeemable non-convertible debentures of ₹ 1,000,000 each in Housing Development Finance Corporation Limited	-	-	50	54
Secured redeemable non-convertible debentures of ₹ 1,000,000 each in Tata Capital Financial Services Limited	-	-	100	112
Secured redeemable non-convertible debentures of ₹ 1,000,000 each in Aditya Birla Finance Limited	-	-	100	114
Secured redeemable non-convertible debentures of ₹ 1,000,000 each in Kotak Mahindra Prime Limited	-	-	50	53
Secured redeemable non-convertible debentures of ₹ 1,000,000 each in HDB Financial Services Limited	-	-	50	62
Secured redeemable non-convertible debentures of ₹ 1,000,000 each in Tata Capital Financial Services Limited	-	-	50	51
Secured redeemable non-convertible debentures of ₹ 1,000,000 each in Kotak Mahindra Investments Limited	-	-	50	48
Total		**171**		**544**
3) Investments in term deposit (unquoted)				
Interest bearing deposits with:-				
-Bajaj Finance Limited		818		569
-Housing Development Finance Corporation Limited		141		245
-LIC Housing Finance Limited		862		252
Total		**1,821**		**1,066**

Particulars	As at March 31, 2021	As at March 31, 2020
4) Investments in commercial paper (unquoted)		
-Barclays Investments and Loans (India) Private Limited	96	-
-Kotak Mahindra Investment Limited	244	-
	340	-
Grand Total	**19,307**	**6,944**
Aggregate carrying amount of quoted investments	**17,146**	**5,878**
Aggregate market value of quoted investments	**17,146**	**5,878**
Aggregate amount of unquoted investments	**2,161**	**1,066**

8.2 Trade receivables

Particulars	As at March 31, 2021	As at March 31, 2020
(Unsecured)		
Considered good	13,190	14,775
Less: Allowance for expected credit losses	(448)	(386)
Total	**12,742**	**14,389**

The Company uses a provision matrix to determine impairment loss on portfolio of its trade receivable. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At regular intervals, the historically observed default rates are updated and changes in forward-looking estimates are analysed. The Company estimates the following matrix at the reporting date.

	Ageing			
	1-90 days	91-180 days	181-360 days	More than 360 days*
Default rate as at March 31, 2021	0.2%	4.3%	21.8%	56%
Default rate as at March 31, 2020	0.3%	3.6%	21.6%	52%

**In case of probability of non-collection, default rate is 100%*

Movement in the expected credit loss allowance

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Balance at the beginning of the year	386	226
Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	62	160
Balance at the end of the year	**448**	**386**

8.3 Cash and cash equivalents

Particulars	As at March 31, 2021	As at March 31, 2020
Balances with banks in current accounts and deposit accounts*	7,550	3,871
Other bank balances**	25	23
Cash and cash equivalents as per balance sheet	**7,575**	**3,894**
Book overdrafts used for cash management purposes (refer note 13.1)	-	-
Cash and cash equivalents as per statement of cash flows	**7,575**	**3,894**

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

*** Other bank balances represent earmarked balances in respect of unpaid dividends and dividend payable.*

8.4 Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2021	As at March 31, 2020
Margin-money deposit	-	1,961
Total	**-**	**1,961**

8.5 Loans

Particulars	As at March 31, 2021	As at March 31, 2020
(Unsecured, considered good)		
Security deposits	41	99
Total	**41**	**99**

8.6 Other financial assets

Particulars	As at March 31, 2021	As at March 31, 2020
Advances to employees	216	319
Less: Provision for doubtful advances to employees	(20)	(19)
	196	300
Unbilled revenue*	1,859	2,503
Derivative financial instruments	868	-
Accrued income	-	2
Total	**2,923**	**2,805**

* *Classified as financial asset as right to consideration is unconditional upon passage of time*

9. Other current assets

Particulars	As at March 31, 2021	As at March 31, 2020
Advance to suppliers	42	35
Prepaid expenses	1,070	987
Unbilled revenue*	1,694	645
Others	338	314
Total	**3,144**	**1,981**

**Classified as non financial asset as the contractual right to consideration is dependent on completion of contractual milestones (in respect of fixed price contracts).*

10. Equity share capital

a)

Particulars	As at March 31, 2021	As at March 31, 2020
Authorised		
800,000,000 (March 31, 2020 : 800,000,000) equity shares of ₹ 10 each	8,000	8,000
Issued, subscribed and paid-up capital		
164,719,766 (March 31, 2020: 164,574,066) equity shares of ₹ 10 each fully paid	1,647	1,646
Total	**1,647**	**1,646**

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

Particulars	As at March 31, 2021		As at March 31, 2020	
	No of shares	₹	No of shares	₹
Number of shares outstanding at the beginning of the year	164,574,066	1,646	164,214,041	1,642
Add: Shares issued on exercise of stock options and restricted shares	145,700	1	360,025	4
Number of shares outstanding at the end of the year	**164,719,766**	**1,647**	**164,574,066**	**1,646**

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

Terms/rights attached to equity shares

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

The Company 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.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of amounts payable to preference shareholders. However, no such preference shares 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 are as given below:

Name of the shareholder	As at March 31, 2021		As at March 31, 2020	
	Number of shares	%	Number of shares	%
Larsen & Toubro Limited*	100,527,734	61.03%	100,527,734	61.08%

** With effect from July 2, 2019, the Company has become a subsidiary of L&T. Accordingly, L&T has become the Promoter / Parent Company of the Company.*

e) In the period of five years immediately preceding March 31, 2021:

i) The Company has allotted 83,893,088 and 41,765,661 fully paid up equity shares during the quarter ended March 31, 2016 and June 30, 2014 respectively, pursuant to 1:1 bonus share issue approved by shareholders. Consequently, options/ units granted under the various employee share based plans are adjusted for bonus share issue.

ii) Pursuant to the approval of the Board and the Administrative Committee at its meetings held on June 28, 2017 and July 20, 2017 respectively, the Company bought back 4,224,000 equity shares of ₹ 10 each on a proportionate basis, at a price of ₹ 625 per equity share for an aggregate consideration of ₹ 2,640 (Rupees Two thousand six hundred and forty million only), and completed the extinguishment of the equity shares bought back. Capital redemption reserve has been created to the extent of nominal value of share capital extinguished amounting to ₹ 42. The buyback and creation of capital redemption reserve was effected by utilizing the securities premium and free reserves.

iii) The Company has not allotted any other equity shares as fully paid up without payment being received in cash.

f) **Employee stock based compensation**

The Company instituted the Employees Stock Option Plan ('ESOP') in fiscal 2000, which was approved by the Board of Directors ('the Board'). The Company administers below mentioned restricted stock purchase plan and phantom stock options plan.

Employee Restricted Stock Purchase Plan 2012 ('ERSP 2012')

ERSP 2012 was instituted with effect from July 16, 2012 to issue equity shares of nominal value of ₹ 10 each. Shares under this program are granted to employees at an exercise price of not less than ₹ 10 per equity share or such higher price as determined by the Nomination and Remuneration Committee. Shares shall vest over such term as determined by the Nomination and Remuneration Committee 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,			
	2021		2020	
	Number of share options	Weighted average Exercise Price	Number of share options	Weighted average Exercise Price
Outstanding shares, beginning of the year	-	-	-	-
Granted during the year	154,155	10.00	360,025	10.00
Exercised during the year	145,700	10.00	360,025	10.00
Lapsed during the year	3,255	10.00	-	-
Outstanding shares, end of the year	5,200	10.00	-	-
Shares vested and exercisable, end of the year	5,200	10.00	-	-

Other Stock based compensation arrangements

The Company has also granted letter of intent to issue shares under ERSP 2012 plan to certain employees which is subject to certain vesting conditions. Details of the outstanding options/ units as at March 31, 2021 are given below:

Particulars	ERSP 2012 plan**
Outstanding units/shares as at the beginning of the year	240,450
Number of units/shares granted under letter of intent during the year	144,466
Vested units/ shares	154,155
Lapsed units/ shares	5,000
Cancelled units/ shares	33,595
Outstanding units/shares as at the end of the year	192,166
Contractual life	1-2 years
Date of grant*	July 24, 2019, August 2, 2019, October 24, 2019, January 28, 2020, May 12, 2020, June 18, 2020, October 30, 2020, February 8, 2021
Price per share/ unit*	Exercise price of ₹ 10

** Based on Letter of Intent*

*** Does not include direct allotment of shares*

The weighted average fair value of each unit under the above mentioned ERSP 2012 plan, granted during the year ended March 31, 2021 was ₹ 873.36 using the Black-Scholes model with the following assumptions:

Particulars	As at March 31, 2021
Weighted average grant date share price	873.36
Weighted average exercise price	₹ 10
Dividend yield %	0.42%
Expected life	1-2 years
Risk free interest rate	4.31%
Volatility	48.33%

11. Other equity

Particulars	As at March 31, 2021	As at March 31, 2020
a) Capital reserve Any profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments is transferred to capital reserve.	87	87
b) Capital redemption reserve A statutory reserve created to the extent of sum equal to the nominal value of the share capital extinguished on buyback of Company's own shares pursuant to Section 69 of the Companies Act, 2013.	42	42
c) Securities premium Amounts received on issue of shares in excess of the par value has been classified as securities premium, net of utilisation.	399	299
d) General reserve This represents appropriation of profit by the Company.	226	226
e) Special Economic Zone reinvestment reserve This Special Economic Zone reinvestment reserve has been created out of the profit of eligible SEZ units in terms of the provisions of section 10AA(1)(II) of the Income Tax Act, 1961. The reserve should be utilized by the Company for acquiring new plant and machinery for the purpose of its business in terms of the section 10AA(2) of the Income Tax Act, 1961.	1,482	1,218
f) Retained earnings Retained earnings comprises of the amounts that can be distributed by the Company as dividends to its equity share holders.	38,560	30,600
g) Share option outstanding account The share option outstanding account is used to record the value of equity-settled share based payment transactions with employees. The amounts recorded in this account are transferred to securities premium reserve upon exercise of stock options by employees.	98	101
h) Effective portion of Cash Flow Hedges Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognized in other comprehensive income and presented within equity in the cash flow hedging reserve (net of taxes) to the extent that the hedge is effective.	1,352	(2,035)
i) Foreign currency translation reserve Exchange difference relating to the translation of the results and net assets of the Company's foreign operations from their functional currencies to the Company's presentation currency are recognized directly in other comprehensive income and accumulated in the foreign currency translation reserve.	(416)	(416)
j) Other items of other comprehensive income Other items of other comprehensive income consist of fair value changes on FVTOCI financial assets and financial liabilities and re-measurement of net defined benefit liability/asset.	(291)	(202)
Total	**41,539**	**29,920**

11.1 Distributions made and proposed

The amount of per share dividend recognized as distributions to equity shareholders for the year ended March 31, 2021 and March 31, 2020 was ₹ 17.5 and ₹ 30 respectively.

The Board of Directors at its meeting held on April 24, 2020 had recommended a final dividend of 100% (₹ 10 per equity share of par value ₹ 10 each) for the financial year ended March 31, 2020 which was approved by the shareholders at the Annual General Meeting held on July 14, 2020. The aforesaid dividend was paid during the year.

The Board of Directors have recommended a final dividend of 175% (₹ 17.5 per equity share of par value ₹ 10 each) for the financial year ended March 31, 2021 which is subject to the approval of shareholders at the Annual General Meeting.

Non-current liabilities

12. Financial liabilities

12.1 Other financial liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Derivative financial instruments	-	1,744
Employee benefits payable	4	51
Others (Security deposits for sub-lease)	2	3
Total	**6**	**1,798**

Current liabilities

13. Financial liabilities

13.1 Other financial liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Current maturities of long-term debt*	-	5
Book overdraft	-	-
Unclaimed dividends	25	23
Employee benefits payable	4,673	3,599
Derivative financial instruments	33	1,623
Capital creditors**	61	33
Margin money	386	-
Others	72	-
Total	**5,250**	**5,283**

** Current maturities of long-term debt represents 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 was an unsecured loan carrying a simple interest of 3% p.a. on the outstanding amount of loan. Repayment of loan was in 10 equal annual instalments from June 2011. Any delay in repayment entails a liability of 12% p.a. compounded monthly for the period of delay.

The loan was repaid in full during the year.

*** Reclassified from trade payables to conform to better presentation.*

14. Other current liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Unearned income (refer note 14.1)	322	341
Statutory dues (including provident fund and tax deducted at source)	812	804
Advance from customers	732	169
Gratuity payable (net)*	83	282
Liability for discount**	557	708
Others	3	1
Total	**2,509**	**2,305**

** Refer note 20 for details of gratuity plan as per Ind AS 19.*

** * Reclassified from provisions to conform to better presentation.*

14.1 Unearned income

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Balance at the beginning of the year	341	667
Invoiced during the year	5,151	6,761
Revenue recognized during the year	(5,170)	(7,087)
Balance at the end of the year	**322**	**341**

15. Provisions

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for post contract support services	15	10
Provision for foreseeable losses on contracts	16	62
Provision for compensated absences	1,437	849
Provision for disputed dues*#	759	95
Total	**2,227**	**1,016**

** Represents disputed tax dues provided pursuant to unfavorable orders received from the tax authorities against which the Company has preferred an appeal with the relevant authority. In respect of the provisions of Ind AS 37, the disclosures required have not been provided pursuant to the limited exemption provided under paragraph 92 of Ind AS 37.*

#Also refer note 34(f).

The disclosure of provisions movement as required under the provisions of Ind AS 37 is as follows:-

Provision for post contract support services

Provision for post contract support services represents cost associated with providing sales support services which are accrued at the time of recognition of revenue and are expected to be utilized within a period of one year.

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	10	9
Provisions made during the year	7	2
Released during the year	(2)	(1)
Provision at the end of the year	**15**	**10**

Provision for foreseeable losses on contracts

Provision for foreseeable losses on contracts represents excess of estimated cost over the future revenues to be recognised and expected to be utilized within a period of one year.

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	62	18
Provisions made during the year	23	84
Released during the year	(69)	(40)
Provision at the end of the year	**16**	**62**

Provision for disputed dues

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	95	90
Provisions made during the year (refer note 34(f))	664	5
Provision at the end of the year	**759**	**95**

16. Income tax

Income tax expense in the statement of profit and loss consists of:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Current income tax:		
In respect of the current year	4,214	2,333
Deferred tax		
In respect of the current year	(335)	(354)
Income tax expense reported in the statement of profit and loss	**3,879**	**1,979**
Income tax expense recognised in other comprehensive income:		
- Current tax arising on income and expense recognised in other comprehensive income		
Net loss/ (gain) on remeasurement of defined benefit plan	28	26
- Deferred tax arising on income and expense recognised in other comprehensive income		
Effective portion of cash flow hedges	(1,819)	1,093
Total	**(1,791)**	**1,119**

The reconciliation between the provision of income tax of the Company and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Profit before tax	14,982	8,287
Enacted income tax rate in India	34.94%	34.94%
Computed expected tax expense	5,235	2,895
Effect of:		
Income exempt from tax	(1,771)	(1,055)
Temporary differences reversing during the tax holiday period	(4)	38
Expenses (net) that are not deductible in determining taxable profit	106	62
Different tax rates of branches/subsidiaries operating in other jurisdictions	157	157
True-up of tax provisions related to previous years	155	(119)
Others	1	1
Income tax expense recognised in the statement of profit and loss	**3,879**	**1,979**

The tax rates under Indian Income Tax Act, for the year ended March 31, 2021 and March 31, 2020 was 34.94%.

Deferred tax

Deferred tax assets/(liabilities) as at March 31, 2021 in relation to:

Particulars	As at April 1, 2020	Recognised in profit and loss	Recognised in Other Comprehensive Income	Others	As at March 31, 2021
Property, plant and equipment	513	144	-	-	657
Lease assets net of lease liabilities	98	69	-	-	167
Allowance for expected credit losses	84	21	-	-	105
Provision for compensated absences	288	1	-	-	289
Liability for discount	(13)	13	-	-	-
Intangible assets	(354)	306	-	-	(48)
Net gain on fair value of investments	(126)	(196)	-	-	(322)
Effective portion of cash flow hedges	1,093	-	(1,819)	-	(726)
Others	252	(23)	-	-	229
Total	**1,835**	**335**	**(1,819)**	**-**	**351**

Deferred tax assets/(liabilities) as at March 31, 2020 in relation to:

Particulars	As at April 1, 2019	Recognised in profit and loss	Recognised in Other Comprehensive Income	Others	As at March 31, 2020
Property, plant and equipment	463	50	-	-	513
Lease assets net of lease liabilities	-	98	-	-	98
Allowance for expected credit losses	48	36	-	-	84
Provision for compensated absences	287	1	-	-	288
Liability for discount	(2)	(11)	-	-	(13)
Intangible assets	(398)	44	-	-	(354)
Net gain on fair value of investments	(101)	(25)	-	-	(126)
Effective portion of cash flow hedges	-	-	1,093	-	1,093
Others	91	161	-	-	252
Total	**388**	**354**	**1,093**	**-**	**1,835**

The Company has not created deferred tax assets on the following:

Particulars	As at March 31, 2021	As at March 31, 2020
Unused tax losses (long term capital loss) which expire in:		
-FY 2019-20	-	34
-FY 2021-22	48	48
-FY 2022-23	28	28
-FY 2023-24	22	22
Unused tax losses of foreign jurisdiction	94	306

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

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

A portion of the profits of the Company's India operations are exempt from Indian income taxes being profits attributable to export operations from undertakings situated in Special Economic Zone (SEZ). Under the Special Economic Zone Act, 2005 scheme, units in designated Special Economic Zones providing service on or after April 1, 2005 will be eligible for a deduction of 100 percent of profits or gains derived from the export of services for the first five years from the commencement of provision of services and 50 percent of such profits and gains for a further five years. Certain tax benefits are also available for a further five years subject to the unit meeting defined conditions.

Dividend income from certain category of investments is exempt from tax. The difference between the reported income tax expense and income tax computed at statutory tax rate is primarily attributable to income exempt from tax.

Pursuant to the changes in the Indian income tax laws in fiscal year 2007, Minimum Alternate Tax (MAT) has been extended to income in respect of which deduction is claimed under the tax holiday schemes discussed above; consequently, the Company has calculated its tax liability for current domestic taxes after considering MAT, as applicable. The excess tax paid under MAT provisions over and above normal tax liability can be carried forward and set-off against future tax liabilities computed under normal tax provisions.

The Company is also subject to tax on income attributable to its permanent establishments in foreign jurisdictions due to operation of its foreign branches.

17. Revenue from operations

The nature of contract impacts the method of revenue recognition and the contracts are classified as Fixed-price contracts, Maintenance contracts and Time and materials contracts.

Revenue by contract type

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Fixed-price and Maintenance	69%	57%
Time and materials	31%	43%
Total	**100%**	**100%**

Refer note 36 for disaggregation of revenue by industry and geographical segments.

Transaction price allocated to the remaining performance obligations

Particulars	As at March 31, 2021	As at March 31, 2020
Within 1 year	23,149	24,519
1-3 years	17,707	8,332
More than 3 years	3,213	729

The Company has applied practical expedient and has not disclosed information about remaining performance obligations in contracts where the original contract duration is one year or less or where the entity has the right to consideration that corresponds directly with the value of entity's performance completed to date. The above revenue is subject to change in transaction price, if any.

The Company has evaluated the impact of COVID – 19 resulting from (i) the possibility of constraints to render services which may require revision of estimations of costs to complete the contract because of additional efforts (ii) onerous obligations (iii) penalties relating to breaches of service level agreements and (iv) termination or deferment of contracts by customers. The Company has concluded that the impact of COVID – 19 is not material based on such evaluation. Due to the nature of the pandemic, the Company will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.

18. Other income

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Net gain on financial assets designated at fair value through profit or loss	909	509
Interest income on financial asset at amortized cost	166	189
Foreign exchange gain/ (loss), net	286	-
Others *	156	58
Total	**1,517**	**756**

**Includes net gain/(loss) on disposal of property, plant and equipment for the year ended March 31, 2021 ₹ 45 (For the year ended March 31, 2020 ₹ 12). Further, includes net gain/(loss) on termination of right-of-use assets for the year ended March 31, 2021 ₹ 33 (For the year ended March 31, 2020 ₹ 8).*

19. Employee benefits expense

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Salaries and wages (refer note 26(b))	46,719	46,962
Contribution to provident and other funds*	4,084	3,205
Share based payments to employees (refer note 10)	99	102
Staff welfare expenses	230	378
Total	**51,132**	**50,647**

**Includes contribution to defined contribution plans for the year ended March 31, 2021 ₹ 3,832 (For the year ended March 31, 2020 ₹ 3,023). Also refer note 34(f).*

20. Gratuity

Amount recognized in the statement of profit and loss in respect of gratuity cost (defined benefit plan) is as follows:

Particulars	**For the year ended March 31, 2021**	**For the year ended March 31, 2020**
Gratuity cost		
Service cost	234	174
Net interest on net defined liability/(asset)	18	8
Re-measurement - actuarial (gain)/loss recognised in OCI	116	109
Net gratuity cost	**368**	**291**
Assumptions		
Discount rate	5.85%	6.30%
Salary increase	0%-7.5%	0%-6%
Withdrawal rate	16.28%	14.54%

Assumptions regarding future mortality experience are set in accordance with the published statistics by the Indian Assured Lives Mortality (2012-14) Ult.

The estimates of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. The expected return on plan assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

The following table sets out the status of the gratuity plan.

Particulars	As at March 31, 2021	As at March 31, 2020
Change in defined benefit obligations		
Obligations at the beginning of the year	1,071	874
Service cost	234	174
Interest cost	67	59
Benefits settled	(124)	(141)
Actuarial (gain)/loss – experience	2	40
Actuarial (gain)/loss – demographic assumptions	(23)	8
Actuarial (gain)/loss – financial assumptions	181	57
Obligations at the end of the year	**1,408**	**1,071**
Change in plan assets		
Plan assets at the beginning of the year, at fair value	789	644
Interest income on plan assets	50	51
Re-measurement - actuarial gain/(loss)	-	-
Return on plan assets greater/(lesser) than discount rate	44	(4)
Contributions	561	226
Benefits settled	(119)	(128)
Plan assets at the end of the year, at fair value	**1,325**	**789**

Historical information :

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Present value of defined benefit obligation	(1,408)	(1,071)	(874)	(705)	(591)
Fair value of plan assets	1,325	789	644	564	500
Asset/ (liability) recognised	**(83)**	**(282)**	**(230)**	**(141)**	**(91)**

The experience adjustments, meaning difference between changes in plan assets and obligations expected on the basis of actuarial assumption and actual changes in those assets and obligations are as follows:

Particulars	As at March 31, 2021	As at March 31, 2020
Experience adjustment on plan liabilities	2	40
Experience adjustment on plan assets	44	(4)

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	As at March 31, 2021		As at March 31, 2020	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(82)	92	(59)	66
Future salary growth (1% movement)	91	(83)	65	(54)

Maturity profile of defined benefit obligation:

Particulars	As at March 31, 2021	As at March 31, 2020
Within 1 year	193	146
1-2 years	182	158
2-3 years	180	172
3-4 years	173	199
4-5 years	160	240
5-10 years	588	1,273
More than 10 years	667	-

The Company expects to contribute ₹ 368 to its defined benefit plans during the next fiscal year.

As at March 31, 2021 and March 31, 2020, 100% of the plan assets were invested in insurer managed funds.

The Company has established an income tax approved irrevocable trust fund to which it regularly contributes to finance liabilities of the plan. The fund's investments are managed by certain insurance companies as per the mandate provided to them by the trustees and the asset allocation is within the permissible limits prescribed in the insurance regulations.

21. Finance costs

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest expense on lease liabilities	503	529
Interest expense - others	1	-
Total	504	529

22. Depreciation and amortization expense

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Depreciation of property, plant and equipment (refer note 3)	922	1,343
Depreciation of right-of-use assets (refer note 4)	1,081	959
Amortization of other intangible assets (refer note 5)	593	452
Total	2,596	2,754

23. Other expenses

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Travel expenses	762	3,266
Communication expenses	583	691
Sub-contractor charges	5,730	6,208
Computer consumables	1,514	1,166
Legal and professional charges	523	595
Power and fuel	168	313
Lease rentals*	115	168
Repairs and maintenance		
- Buildings	282	383
- Machinery	43	59
Insurance	105	95
Rates and taxes	534	344
Foreign exchange loss, net	-	83
Other expenses	1,622	2,811
Total	**11,981**	**16,182**

** Represents lease rentals for short term leases and leases of low value assets*

24. Auditor's remuneration

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Payment to Auditor as:		
(a) auditor	20	20
(b) for taxation matters#	1	1
(c) for other services*##	3	5
(d) for reimbursement of expenses	-	1
Total	**24**	**27**

** The above excludes amounts paid to a firm affiliated to the statutory auditors firm through a networking arrangement as registered with the Institute of Chartered Accountants of India, for the year ended March 31, 2021 ₹ 5 (for the year ended March 31, 2020 ₹ 4).*

Represents payment towards tax-audit services.

Represents payment towards audit of IFRS financial statements and other attestation engagements.

25. Earnings per share (EPS)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit for the year (A)	11,103	6,308
Weighted average number of equity shares for calculation of basic earnings per share (B)	164,661,734	164,487,369
Weighted average number of equity shares for calculation of diluted earnings per share (C)	164,742,573	164,567,714
Earnings per share:		
Equity shares of par value ₹ 10 each		
(1) Basic (₹) (A/B)	67.43	38.35
(2) Diluted (₹) (A/C)	67.39	38.33

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, 2021		For the year ended March 31, 2020	
	Basic EPS	Diluted EPS	Basic EPS	Diluted EPS
Weighted average number of equity shares outstanding during the year	164,661,734	164,661,734	164,487,369	164,487,369
Weighted average number of equity shares resulting from assumed exercise of employee stock options	-	80,839	-	80,345
Weighted average number of equity shares for calculation of earnings per share	164,661,734	164,742,573	164,487,369	164,567,714

26. Government grants

a) The Company has claimed R&D tax relief under UK corporation tax rules. The Company undertakes R&D activities and incurs qualifying revenue expenditure which is entitled to an additional deduction under UK corporation tax rules, details of which are given below:

Nature of expenses	For the year ended March 31, 2021	For the year ended March 31, 2020
Grant towards R & D credit	51	18
Total	**51**	**18**

The grant recognized in the balance sheet is ₹ 79 as at March 31, 2021 (As at March 31, 2020 is ₹ 46).

b) During the year ended March 31, 2021 the Company received government grants amounting to ₹ 69 from governments of various countries on compliance of several employment-related conditions consequent to the outbreak of COVID-19 pandemic and accordingly, accounted as a credit to employee benefits expense (refer note 19). (For the year ended March 31, 2020 ₹ Nil).

27. Other Comprehensive Income (OCI)

Components of changes to OCI by each type of reserve in equity is shown below-

During the year ended March 31, 2021

Particulars	Effective portion of Cash Flow Hedges	FCTR	Other items of Other Comprehensive Income	Total
A (i) Items that will not be reclassified to profit or loss Remeasurement gains/ (losses) on defined benefit plans	-	-	(117)	(117)
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	28	28
	-	**-**	**(89)**	**(89)**
B (i) Items that will be reclassified to profit or loss Effective portion of Cash Flow Hedges	5,206	-	-	5,206
(ii) Income tax relating to items that will be reclassified to profit or loss	(1,819)	-	-	(1,819)
	3,387	**-**	**-**	**3,387**
Total	**3,387**	**-**	**(89)**	**3,298**

During the year ended March 31, 2020

Particulars	Effective portion of Cash Flow Hedges	FCTR	Other items of Other Comprehensive Income	Total
A (i) Items that will not be reclassified to profit or loss Remeasurement gains/ (losses) on defined benefit plans	-	-	(109)	(109)
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	26	26
	-	**-**	**(83)**	**(83)**
B (i) Items that will be reclassified to profit or loss Effective portion of Cash Flow Hedges	(3,128)	-	-	(3,128)
(ii) Income tax relating to items that will be reclassified to profit or loss	1,093	-	-	1,093
	(2,035)	**-**	**-**	**(2,035)**
Total	**(2,035)**	**-**	**(83)**	**(2,118)**

28. Leases

a) Company as a lessee

Leases not yet commenced to which the Company is committed, amounts to ₹ 839 for a lease term of 10 years.

b) Company as a lessor

The Company has sublet few of the leased premises. Lease rental income under such non-cancellable operating lease during the year ended March 31, 2021 amounted to ₹ 39. (For the year ended March 31, 2020 amounted to ₹ 15).

Particulars	As at March 31, 2021	As at March 31, 2020
Receivable – Not later than one year	26	27
Receivable – Later than one year and not later than five years	38	4

29. Financial instruments

The carrying value and fair value of financial instruments by categories as at March 31, 2021 and March 31, 2020 is as follows:

Particulars	Carrying Value		Fair Value	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Financial assets				
Amortised cost				
Loans	517	556	517	556
Trade receivable	12,742	14,389	12,742	14,389
Cash and cash equivalents	7,575	3,894	7,575	3,894
Bank balances other than cash and cash equivalents	-	1,961	-	1,961
Other financial assets	2,055	2,805	2,055	2,805
Investment in term deposit (unquoted)	1,821	1,066	1,821	1,066
Investment in debt securities (quoted)	949	596	949	596
Investment in commercial paper (unquoted)	340	-	340	-
FVTOCI				
Investment in equity instruments (unquoted)	1	1	1	1
Investment in preference shares (unquoted)	7	7	7	7
Derivative financial instruments - cash flow hedge	2,088	-	2,088	-
FVTPL				
Investments in mutual fund (quoted)	17,036	6,078	17,036	6,078
Investments in perpetual bonds (quoted)	314	-	314	-
Derivative financial instruments - fair value hedge	5	-	5	-
Total assets	**45,450**	**31,353**	**45,450**	**31,353**
Financial liabilities				
Amortized cost				
Borrowings	-	5	-	5
Lease liabilities	5,377	5,663	5,377	5,663
Trade payables	2,673	2,554	2,673	2,554
Other financial liabilities	5,223	3,709	5,223	3,709
FVTOCI				
Derivative financial instruments - cash flow hedge	2	3,128	2	3,128
FVTPL				
Derivative financial instruments - fair value hedge	31	239	31	239
Total liabilities	**13,306**	**15,298**	**13,306**	**15,298**

The Management assessed that fair value of cash and short-term deposits, trade receivables, other current assets, trade payables, book overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The fair-value of the financial-instruments factor the uncertainties arising out of COVID-19, where applicable.

The following methods and assumptions were used to estimate the fair values:

i) Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected losses of these receivables.

ii) The fair value of the quoted bonds and mutual funds are based on price quotations at reporting date. The fair value of unquoted instruments, loans from banks and other financial liabilities, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. The valuation requires management to use unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.

iii) Fair values of the Company's interest-bearing borrowings and loans are determined by using Discounted Cash Flow (DCF) method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at March 31, 2021 was assessed to be insignificant.

iv) The fair values of the unquoted equity and preference shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility/ the probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.

v) The Company enters into derivative financial instruments with various counterparties, principally banks with investment grade credit ratings. Interest rate swaps, foreign exchange forward contracts and option contracts are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves etc. As at March 31, 2021 the marked-to-market value of derivative asset positions is net of a credit valuation adjustment attributable to derivative counterparty default risk, as applicable. The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships and other financial instruments recognised at fair value. Also refer note 31.

30. Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value on recurring basis as at March 31, 2021 and March 31, 2020.

Quantitative disclosures of fair value measurement hierarchy for financial assets as at March 31, 2021:

Particulars	Date of valuation	Total	Fair value measurent using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets measured at fair value:					
Derivative financial instruments* (Notes 29, 6.3 & 8.6)	March 31, 2021	2,093	-	2,093	-
FVTOCI financial assets designated at fair value (Notes 29 & 6.1):					
Investment in equity instruments (unquoted)	March 31, 2021	1	-	-	1
Investment in preference shares (unquoted)	March 31, 2021	7	-	-	7
FVTPL financial assets designated at fair value (Notes 29, 6.1 & 8.1):					
Investment in mutual funds (quoted)	March 31, 2021	17,036	17,036	-	-
Investment in perpetual bonds (quoted)	March 31, 2021	314	314	-	-
Financial liabilities measured at fair value:					
Derivative financial instruments* (Notes 29, 12.1 & 13.1):	March 31, 2021	33	-	33	-

There have been no transfers among Level 1, Level 2 and Level 3 during the year.

Quantitative disclosures of fair value measurement hierarchy for financial assets as at March 31, 2020:

Particulars	Date of valuation	Total	Fair value measurent using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets measured at fair value:					
Derivative financial instruments* (Note 29, 6.3 & 8.6)	March 31, 2020	-	-	-	-
FVTOCI financial assets designated at fair value (Notes 29 & 6.1):					
Investment in equity instruments (unquoted)	March 31, 2020	1	-	-	1
Investment in preference shares (unquoted)	March 31, 2020	7	-	-	7
FVTPL financial assets designated at fair value (Note 29, 6.1 & 8.1):					
Investment in mutual funds (quoted)	March 31, 2020	6,078	6,078	-	-
Financial liabilities measured at fair value:					
Derivative financial instruments* (Notes 29, 12.1 & 13.1)	March 31, 2020	3,367	-	3,367	-

There have been no transfers among Level 1, Level 2 and Level 3 during the year.

i) Reconciliation of fair value measurement of unquoted investment in equity instruments and preference shares classified as FVTOCI (Level 3)

Particulars	As at March 31, 2021	As at March 31, 2020
Opening balance	8	8
Remeasurement recognised in OCI	-	-
Purchases	-	-
Sales	-	-
Closing balance	8	8

** Derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace.*

Derivative financial instruments

The Company is exposed to foreign currency fluctuations on foreign currency assets/ liabilities and certain Highly Probable Forecast Exposures (HPFE) denominated in foreign currency. The Company follows established risk management policies, including the use of derivatives to hedge foreign currency assets/ liabilities and HPFE. The Company regularly reviews its foreign exchange forward and option positions both on a standalone basis and in conjunction with its underlying foreign currency related exposures. Hence, the movement in Mark To Market (MTM) of the hedge contracts undertaken for such exposures is likely to be offset by contra movements in the underlying exposures values. However, till the point of time that the HPFE becomes an on-balance sheet exposure, the changes in MTM of the hedge contracts will impact the Balance Sheet of the Company. The Company monitors the potential risk arising out of the market factors like exchange rates on a regular basis. The counterparty in these derivative instruments is a bank and the Company considers the risks of non-performance by the counterparty as non-material. For on balance sheet exposures, the Company monitors the risks on net unhedged exposures. The Company has evaluated the impact of the COVID-19 event on its highly probable forecasted transactions and concluded that there was no impact on the probability of occurrence of the hedged transaction. The Company has considered the effect of changes, if any, in both counterparty credit risk and its own credit risk in assessing hedge effectiveness and measuring hedge ineffectiveness.

The following table presents the aggregate contracted principal amounts of the Company's derivative contracts outstanding:

Particulars	As at March 31, 2021	As at March 31, 2020
Non-designated derivative instruments:		
in USD millions	1,146	1,118

The foreign exchange forward and option contracts mature anywhere between 1-36 months. The table below analyzes the derivative financial instruments into relevant maturity groupings based on the remaining period as at the reporting date:

Particulars	As at March 31, 2021		As at March 31, 2020	
	Not later than 12 months	Later than 12 months	Not later than 12 months	Later than 12 months
Forward contracts				
Non-designated derivative instruments (Sell)				
Cash Flow Hedge				
in USD millions	409	587	452	527
Average rate	77.18	81.94	73.87	78.35
in INR millions	31,565	48,100	33,387	41,288
Fair Value Hedge				
in USD millions	132	-	138.70	-
Average rate	73.30	-	74.36	-
in INR millions	9,675	-	10,314	-
Option contracts (three legged option contracts)				
Non-designated derivative instruments				
Number of contracts	12	6	-	-
Notional amount (in USD millions)	12	6	-	-
Fair value (in INR millions)	24	10	-	-

Refer note 27, 29 and 31

Reconciliation of cash flow hedges

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Balance at the beginning of the year	(2,035)	-
Gain/ (loss) recognized in the other comprehensive income during the year	4,948	(3,256)
Amount reclassified to profit and loss during the year	258	128
Tax impact on the above	(1,819)	1,093
Balance at the end of the year	**1,352**	**(2,035)**

31. Financial risk management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, foreign currency risk and interest rate risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is foreign exchange risk. The Company uses derivative financial instruments to mitigate foreign exchange related risk exposures. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivative for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Ratings of customers are periodically monitored. The Company has considered the latest available credit-ratings of customers in view of COVID-19 to ensure the adequacy of allowance for expected credit loss towards trade and other receivables.

The following table gives details in respect of revenues generated from top customer and top 5 customers:

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Revenue from top customer	22,984	17,196
Revenue from top 5 customers	32,193	27,344

One customer accounted for more than 10% of the revenue for the year ended March 31, 2021. Further, one customer accounted for more than 10% of the receivables as at March 31, 2021. One customer accounted for more than 10% of the revenue for the year ended March 31, 2020. Further, one customer accounted for more than 10% of the receivables as at March 31, 2020.

Investments

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counterparties, and does not have any significant concentration of exposures to specific industry sectors.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. Also, the Company has unutilized credit limits with banks.

The Company's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

The working capital position of the Company is given below:

Particulars	As at March 31, 2021	As at March 31, 2020
Cash and cash equivalents	7,575	3,894
Bank balances other than cash and cash equivalents	-	1,961
Investments in mutual funds (quoted)	16,975	5,334
Investments in non-convertible bonds/ debentures (quoted)	171	544
Investment in term deposit (unquoted)	1,821	1,066
Investment in commercial paper (unquoted)	340	-
Total	**26,882**	**12,799**

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2021 and March 31, 2020.

Particulars	As at March 31, 2021		
	Less than 1 year	1-2 years	2 years and above
Lease liabilities	1,320	1,129	4,851
Trade payables	2,673	-	-
Other financial liabilities	5,217	6	-
Derivative financial instruments - fair value hedge	31	-	-
Derivative financial instruments - cash flow hedge	2	-	-

Particulars	As at March 31, 2020		
	Less than 1 year	1-2 years	2 years and above
Borrowings	5	-	-
Lease liabilities	1,180	1,126	5,720
Trade payables	2,554	-	-
Other financial liabilities	3,655	54	-
Derivative financial instruments - fair value hedge	239	-	-
Derivative financial instruments - cash flow hedge	1,384	1,167	577

Foreign Currency risk

The Company's exchange risk arises from its foreign operations, foreign currency revenues and expenses, (primarily in U.S. Dollars, British Pound Sterling and Euros) and foreign currency borrowings (in U.S. Dollars). A significant portion of the Company's revenues are in these foreign currencies, while a significant portion of its costs are in Indian Rupees. As a result, if the value of the Indian Rupee appreciates relative to these foreign currencies, the Company's revenues measured in Rupees may decrease. The exchange rate between the Indian Rupee and these foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future. The Company has a foreign exchange hedging committee which meets on a periodic basis to formulate the strategy for foreign currency risk management.

Consequently, the Company uses derivative financial instruments, such as foreign exchange forward contracts and option contracts, to mitigate the risk of changes in foreign currency exchange rates in respect of its forecasted cash flows and trade receivables.

The details in respect of the outstanding foreign exchange forward contracts and option contracts are given under the derivative financial instruments section.

In respect of the Company's forward contracts and option contracts, a 1% decrease/increase in the respective exchange rates of each of the currencies underlying such contracts would have resulted in:

a) an approximately ₹ 97 increase and ₹ 97 decrease in the Company's net profit in respect of its fair value hedges and ₹ 741 increase and ₹ 741 decrease in the Company's effective portion of cash flow hedges as at March 31, 2021;

b) an approximately ₹ 105 increase and ₹ 105 decrease in the Company's net profit in respect of its fair value hedges and ₹ 741 increase and ₹ 741 decrease in the Company's effective portion of cash flow hedges as at March 31, 2020.

The following table presents foreign currency risk from non-derivative financial instruments as of March 31, 2021 and March 31, 2020.

As at March 31, 2021 ₹ in million

Particulars	US$	Euro	Pound Sterling	Other currencies*	Total
Assets					
Trade receivables	8,991	1,491	930	644	12,056
Unbilled revenue	1,206	296	114	118	1,734
Cash and cash equivalents	6,209	228	278	405	7,120
Other assets	35	13	12	6	66
Liabilities					
Lease liabilities	2,370	15	192	34	2,611
Trade payables	1,273	112	262	64	1,711
Other liabilities	2,676	96	285	75	3,132
Net assets/liabilities	**10,122**	**1,805**	**595**	**1,000**	**13,522**

* *Others include currencies such as Singapore $, Australian $, Canadian $, Japanese Yen, Malaysian Ringgit, etc.*

As at March 31, 2020 ₹ in million

Particulars	US$	Euro	Pound Sterling	Other currencies*	Total
Assets					
Trade receivables	10,119	1,572	1,258	750	13,699
Unbilled revenue	1,963	110	144	166	2,383
Cash and cash equivalents	2,544	304	279	387	3,514
Other assets	113	26	38	18	195
Liabilities					
Lease liabilities	2,753	24	210	51	3,038
Trade payables	1,535	65	140	37	1,777
Other liabilities	2,222	90	303	96	2,711
Net assets/liabilities	**8,229**	**1,833**	**1,066**	**1,137**	**12,265**

* *Others include currencies such as Singapore $, Australian $, Canadian $, Japanese Yen, Malaysian Ringgit, etc.*

For the year ended March 31, 2021, every 1% increase/decrease of the respective foreign currencies compared to functional currency of the Company would impact operating margins by 0.3%/ (0.3)%. For the year ended March 31, 2020, the impact on operating margins would be 0.2%/ (0.2)%.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates and investments. The Company's borrowings and investments are primarily short-term, which do not expose it to significant interest rate risk.

32. Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company monitors the return on capital as well as the level of dividends on its equity shares. The Company's objective when managing capital is to maintain an optimal structure so as to maximize shareholder value.

The capital structure is as follows:

Particulars	As at March 31, 2021	As at March 31, 2020
Total equity attributable to the equity shareholders of the Company	43,186	31,566
As percentage of total capital	89%	85%
Total loans and borrowings	-	5
Total lease liabilities	5,377	5,663
Total loans, borrowings and lease liabilities	5,377	5,668
As a percentage of total capital	11%	15%
Total capital (loans, borrowings, lease liabilities and equity)	**48,563**	**37,234**

The Company is predominantly equity financed which is evident from the capital structure table. Further, the Company has always been a net cash company with cash and bank balances along with investment which is predominantly investment in liquid and short term mutual funds being far in excess of debt.

33. Related party transaction

Name of related party	Nature of relationship
Larsen & Toubro Limited	Parent Company (Also refer note 10(d))
Mindtree Software (Shanghai) Co., Ltd ('MSSCL'), Republic of China	Subsidiary
Bluefin Solutions Limited*	Subsidiary
Bluefin Solutions Inc.#	Subsidiary
Bluefin Solutions Sdn Bhd	Subsidiary
Bluefin Solutions Pte Ltd##	Subsidiary
Larsen & Toubro Infotech Limited	Fellow Subsidiary
L&T Technology Services Limited	Fellow Subsidiary
L&T Investment Management Limited***	Fellow Subsidiary
L&T Thales Technology Services Private Limited	Fellow Subsidiary
Mindtree Foundation	Entity with common key managerial person
Bridgeweave Limited	Entity with common key managerial person
Music Broadcast Limited	Entity with common key managerial person
NuvePro Technologies Private Limited**	Entity in which a key managerial person was a member
Mindtree Limited Employees Gratuity Fund Trust	Gratuity Trust

 # Dissolved with effect from December 17, 2019.

Dissolved with effect from March 20, 2020.

** Dissolved with effect from April 2, 2019.*

*** Related party under the Companies Act, 2013 till July 17, 2019.*

**** Investment Manager for L&T Mutual Fund.*

Transactions with the above related parties during the year were:

Name of related party	Nature of transaction	For the year ended March 31, 2021	For the year ended March 31, 2020
Mindtree Software (Shanghai) Co., Ltd	Software services received	5	7
Mindtree Foundation	Donation paid	17	47
Bridgeweave Limited	Software services rendered	44	38
Mindtree Limited Employees Gratuity Fund Trust	Contribution for Gratuity	561	226
L&T Mutual Fund	Purchase of investments	730	100
	Proceeds from sale of investments	546	100
NuvePro Technologies Private Limited	Software services received	-	1
Larsen & Toubro Limited	Dividend paid	1,759	2,789
	Software services rendered	39	3
	Professional services received	3	-
	Reimbursement of personnel cost	89	-
	Reimbursement of travel and other expenses	3	20
	Guarantee charges	6	-
Larsen & Toubro Infotech Limited	Software services rendered	98	21
	Reimbursement of personnel cost	15	-
	Software services received	10	-
L&T Technology Services Limited	Software services rendered	20	-
	Software services received	9	-
L&T Thales Technology Services Private Limited	Software services rendered	57	-

Balances payable to related parties are as follows:

Name of related party	Nature of balance	As at March 31, 2021	As at March 31, 2020
Mindtree Software (Shanghai) Co., Ltd	Trade Payables	1	1
Larsen & Toubro Limited	Trade Payables	6	20
Larsen & Toubro Infotech Limited	Trade Payables	10	-
L&T Technology Services Limited	Trade Payables	3	-
Mindtree Limited Employees Gratuity Fund Trust	Gratuity contribution payable	76	272

Balances receivable from related parties are as follows:

Name of related party	Nature of balance	As at March 31, 2021	As at March 31, 2020
Bridgeweave Limited	Trade receivables	28	26
	Unbilled revenue	15	7
Larsen & Toubro Infotech Limited	Trade receivables	13	13
	Unbilled revenue	5	8
Larsen & Toubro Limited	Trade receivables	8	2
	Unbilled revenue	-	1
L&T Technology Services Limited	Trade receivables	6	-
	Unbilled revenue	1	-
L&T Thales Technology Services Private Limited	Unbilled revenue	13	-

The amount outstanding are unsecured and will be settled in cash. No guarantee has been given or received.

Off balance sheet items with reference to related parties are as follows:

Name of related party	Nature of balance	As at March 31, 2021	As at March 31, 2020
Larsen & Toubro Limited	Guarantee*	5,147	-

** Performance guarantee given on behalf of the Company.*

Key Managerial Personnel (KMP):

Anilkumar Manibhai Naik[*]	Non-Executive Chairman
Debashis Chatterjee[*]	CEO and Managing Director
Sekharipuram Narayanan Subrahmanyan[*]	Non-Executive Vice Chairman
Jayant Damodar Patil[*10]	Non-Executive Director
Ramamurthi Shankar Raman[*]	Non-Executive Director
Prasanna Rangacharya Mysore[*]	Independent Director
Deepa Gopalan Wadhwa[*]	Independent Director
Apurva Purohit	Independent Director
Milind Sarwate[1]	Independent Director
Akshaya Bhargava	Independent Director
Bijou Kurien	Independent Director
Senthil Kumar[2]	Chief Financial Officer
Vinit Ajit Teredesai[3]	Chief Financial Officer
Vedavalli Sridharan[11]	Company Secretary
Krishnakumar Natarajan[4]	Executive Chairman (KMP till July 17, 2019)
Rostow Ravanan[4]	CEO and Managing Director (KMP till July 17, 2019)
N.S. Parthasarathy[4]	Executive Vice Chairman, President and Chief Operating Officer (KMP till July 17, 2019)
Subroto Bagchi[5]	Non-Executive Director (KMP till July 16, 2019)
Pradip Menon[6]	Chief Financial Officer (KMP till November 15, 2019)
Chandrasekaran Ramakrishnan[7]	Independent Director
Dayapatra Nevatia[8]	Executive Director and Chief Operating Officer
Venugopal Lambu[9]	Executive Director and President - Global Markets
Subhodh Shetty[11]	Company Secretary

[*] *KMP subsequent to July 2, 2019, when the Company has become a subsidiary of L&T.*

[1] *Mr. Milind Sarwate, Independent Director resigned from the Board with effect from April 24, 2020.*

[2] *Mr. Senthil Kumar resigned as Chief Financial Officer and Key Managerial Personnel with effect from June 15, 2020 and continues as AVP & Finance Controller with effect from June 15, 2020.*

[3] *Mr. Vinit Ajit Teredesai was appointed as Chief Financial Officer and Key Managerial Personnel with effect from June 15, 2020.*

[4] *Mr. Krishnakumar Natarajan, Executive Chairman, Mr. N S Parthasarathy, Executive Vice Chairman and Chief Operating Officer and Mr. Rostow Ravanan, CEO and Managing Director of the Company have resigned from the Board on July 17, 2019.*

[5] *Mr. Subroto Bagchi, Non-Executive Director of the Company, retired from the Board on July 16, 2019.*

[6] *Resigned on November 15, 2019.*

[7] *The Nomination and Remuneration Committee and the Board of Directors have approved the appointment of Mr. Chandrasekaran Ramakrishnan as Independent Director with effect from July 15, 2020 for a term of five years upto July 14, 2025 and the same was approved by shareholders through Postal Ballot on December 09, 2020.*

[8] *The Nomination and Remuneration Committee and the Board of Directors have approved the appointment of Mr. Dayapatra Nevatia, Chief Operating Officer as Executive Director of the Company with effect from October 15, 2020 for a term of five years upto October 14, 2025 and the same was approved by shareholders through Postal Ballot on December 09, 2020.*

[9] *The Nomination and Remuneration Committee and the Board of Directors have approved the appointment of Mr. Venugopal Lambu, President - Global Markets as Executive Director of the Company with effect from October 15, 2020 for a term of five years upto October 14, 2025 and the same was approved by shareholders through Postal Ballot on December 09, 2020.*

[10] *Mr. Jayant Damodar Patil, Non-Executive Director has resigned from the Board of Directors of the Company with effect from the close of business hours on October 15, 2020, due to other commitments and the Board of Directors have accepted the same.*

[11] *Ms. Vedavalli Sridharan has resigned as the Company Secretary of the Company and Compliance Officer and her resignation is effective from the close of business hours on October 31, 2020. The Nomination and Remuneration Committee and the Board of Directors have appointed Mr. Subhodh Shetty as Company Secretary and Compliance Officer effective November 01, 2020.*

Transactions with key managerial personnel

Dividends paid to directors during the year ended March 31, 2021 amounts to ₹ 0 and for the year ended March 31, 2020 amounts to ₹ 397. Further, during the year ended March 31, 2021, 23,255 (March 31, 2020: 7,875) shares were allotted to the key managerial personnel.

Compensation of key managerial personnel of the Company

Particulars	For the year ended*	
	March 31, 2021	March 31, 2020
Short-term employee benefits	214	146
Share-based payment transactions	35	16
Others	34	21
Total compensation paid to key managerial personnel	**283**	**183**

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

34. Contingent liabilities

Particulars	March 31, 2021	March 31, 2020
Claims against the Company not acknowledged as debts	824	1,074

a) The Company has received income tax assessment order for financial years 2006-07 and 2007-08 for the erstwhile subsidiary Mindtree Technologies Private Limited (MTPL) with demands amounting to ₹ 11 and ₹ 10 respectively 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 Company has filed an appeal with Commissioner of Income Tax (Appeals) against the demand received. The Company has not deposited the amount of demand with the department. The department has adjusted pending refunds amounting to ₹ 18 against these demands.

b) The Company has received income tax assessment order 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, 2007-08 and 2008-09 wherein demand of ₹ 215, ₹ 49, ₹ 61, ₹ 28, ₹ 58, ₹ 214 and ₹ 63 respectively has been raised against the Company. These demands have arisen mainly on account of transfer pricing adjustments made in the order. The Company has not accepted these orders and has been advised by its legal counsel/ advisors to prefer appeals before appellate authorities and accordingly the Company has filed appeals before the Commissioner of Income Tax (Appeals) and Income Tax Appellate Tribunal (ITAT). The Company has deposited ₹ 15 with the department against these demands. The department has adjusted pending refunds amounting to ₹ 556 against these demands.

   The Company received a favourable order from the Commissioner of Income Tax (Appeals) for the financial year 2001-02 where in the Commissioner of Income Tax (Appeals) accepted the Company'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 Company 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 Deputy Commissioner of Income Tax has completed the reassessment and has issued a Final assessment order with a revised demand amounting to ₹ 202 due to 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 Company has filed an appeal with Commissioner of Income Tax (Appeals).

   The Company has received the order from the Commissioner of Income Tax (Appeals) for the financial year 2004-05 and on the unfavorable grounds, the Company had filed an appeal with ITAT, Bengaluru. ITAT has issued a favourable order in connection with TP proceedings. Order giving effect to the ITAT order is yet to be received.

   The Company has received the order from ITAT for the financial year 2005-06 and ITAT has remanded the matter back to the Assessing Officer for re-assessment. The Company has filed an appeal with the Hon'ble High Court of Karnataka. The Hon'ble High Court has dismissed the appeal and this matter is pending with Assessing Officer.

   The Company has received the order from ITAT for the financial year 2007-08 and ITAT has quashed the order of the Assessing Officer. Order giving effect to the ITAT order is yet to be received.

   The Company has received revised order for the financial year 2008-09 under section 263 from Assessing Officer raising an additional demand of ₹ 61, taking the total demand to ₹ 124. The Company had filed an appeal before ITAT. Subsequently, the Company has received the order from ITAT for the financial year 2008-09 and ITAT has quashed the order of the Assessing Officer. Order giving effect to the ITAT order is yet to be received. During the year ended March 31, 2020, the Company filed a writ petition with the Hon'ble High Court of Karnataka to stay the proceedings of the assessing officer for the financials years 2007-08 and 2008-09.

The Company 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 Company for the financial year 2001-02 from the Commissioner of Income Tax (Appeals) and an evaluation of the facts and circumstances, no provision has been made against the above orders in the financial statements.

c) The Company 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 ₹ 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 Company has filed an appeal with Commissioner of Income Tax (Appeals) against the demand received.

   The Company 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 Company has filed an appeal before ITAT. The final order giving effect by the Assessing Officer is completed and the demand is reduced to ₹ 33. The Company has deposited ₹ 5 with the department against this demand.

d) The Company has received the revised order under section 263 for financial year 2009-10 from Assessing Officer reducing the demand to ₹ 6. The Company has filed an appeal before ITAT. ITAT has dismissed the appeal. Order giving effect has been received. The Company has filed an appeal before Commissioner of Income Tax (Appeals).

e) The Company has received a final assessment order for financial year 2012-13 from the Deputy Commissioner of Income Tax with a demand amounting to ₹ 15 on account of certain disallowances. 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 Company has filed an appeal with Commissioner of Income Tax (Appeals).

f) During the year ended March 31, 2018, the Company received an order passed under section 7A of the Employees Provident Fund & Miscellaneous Provisions Act, 1952 from Employees Provident Fund Organisation (EPFO) claiming provident fund contribution aggregating to ₹ 250 for dues up to June 2016, and excludes any additional interest that may be determined by the authorities from that date till resolution of the dispute, on (a) full salary paid to International Workers and (b) special allowance paid to employees. Based on a legal advice obtained, the Company has assessed that it has a legitimate ground for appeal, and has contested the order by filing an appeal with the Employees' Provident Funds Appellate Tribunal. The Company has, during the year, in view of the changes in the regulations with the new wage code and social security code, supported by legal advice, re-estimated the probability of any liability arising from this matter and has accordingly recognized a provision of ₹ 659 (March 31, 2020: ₹ Nil), including estimated interest, as on the date of the balance sheet.

35 Capital Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for as at March 31, 2021 is ₹ 431 (As at March 31, 2020: ₹ 511).

36. Segment information

The CEO & MD of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by industry classes. Accordingly, segment information has been presented for industry classes.

The Company is structured into four reportable business segments – RCM, BFSI, CMT and TH. The reportable business segments are in line with the segment wise information which is being presented to the CODM.

Each segment item reported is measured at the measure used to report to the Chief Operating Decision Maker for the purposes of making decisions about allocating resources to the segment and assessing its performance.

Geographic information is based on business sources from that geographic region and delivered from both on-site and off-shore. The geographic regions comprise of North America, Continental Europe, UK and Ireland and Asia Pacific (includes Rest of the World). For prior years, the geographic regions were classified as America comprising of United States of America and Canada, Europe including continental Europe and United Kingdom; Rest of the world comprising of all other geographies except those mentioned above and India. Accordingly, the comparative numbers have been restated to give effect to the change in geographic information.

Income and direct expenses in relation to segments are categorized 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 Management therefore believes that it is not practical to provide segment disclosures relating to such expenses and accordingly such expenses are separately disclosed as "unallocated" and directly charged against total income.

CODM does not review assets and liabilities at reportable segments level, hence segment disclosure relating to total assets and liabilities has not been provided. Geographical information on revenue and industry revenue information is collated based on individual customer invoices or in relation to which the revenue is otherwise recognized.

Industry Segments:

Statement of income	For the year ended	
	March 31, 2021	March 31, 2020
Segment revenue from external customers		
RCM	17,166	16,439
BFSI	15,632	16,479
CMT	39,835	31,793
TH	7,045	12,932
Total	**79,678**	**77,643**
Segment operating income (loss)		
RCM	3,684	2,844
BFSI	3,309	2,000
CMT	8,890	4,754
TH	682	1,299
Total	**16,565**	**10,897**
Depreciation and amortization expense	(2,596)	(2,754)
Profit for the year before finance expenses, other income and tax	**13,969**	**8,143**
Finance costs	(504)	(529)
Other income	1,065	567
Interest income	166	189
Foreign exchange gain/ (loss)	286	(83)
Net profit before taxes	**14,982**	**8,287**
Income taxes	(3,879)	(1,979)
Net profit after taxes	**11,103**	**6,308**

Other information	For the year ended	
	March 31, 2021	March 31, 2020
Other significant non-cash expense (Allocable)		
RCM	32	28
BFSI	(11)	32
CMT	11	45
TH	(18)	100

Geographical information

Revenues	For the year ended	
	March 31, 2021	March 31, 2020
North America	61,767	58,025
Continental Europe	5,702	6,590
UK and Ireland	6,164	6,545
Asia Pacific	6,045	6,483
Total	**79,678**	**77,643**

Note:

Management believes that it is currently not practicable to provide disclosure of assets by geographical location, as meaningful segregation of the available information is onerous.

Refer note 31 on Financial risk management for information on revenue from major customers.

37. Total expenditure incurred on Corporate Social Responsibility (CSR) activities during the year ended March 31, 2021 is ₹ 80 (during the year ended March 31, 2020 is ₹ 343).

38. Non-current assets held for sale

The Company, in an earlier year, had entered into a lease arrangement with a lessor for lease of a piece of land for a period of 30 years. Also, the Company had purchased two buildings constructed by the lessor on the above referred land vide a separate purchase agreement and capitalized in the books of account. During the previous year, the Company received a communication from the lessor wherein it is mentioned that the lessor would like to convert the existing lease into a regular commercial lease agreement and would like to refund the residual value of the deposits and the value of the buildings under the present agreements and enter into a fresh agreement. During the year, the Company has completed the sale of the said buildings and termination of lease for the said land for a price equivalent to their written down values. Accordingly, the said buildings and the land have been derecognised. On entering into a regular commercial lease agreement, right-of-use asset and lease liability has been accounted in accordance with Ind AS 116 'Leases'. Accordingly, the improvements made to buildings earlier has been reclassified to "leasehold improvements" (refer note 3 & 4).

39. The new Code on Social Security, 2020 (the Code) has been enacted, which would impact the contributions by the Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified. The Ministry of Labour and Employment (the Ministry) has released draft rules for the Code on November 13, 2020 and has invited suggestions from stake holders which are under active consideration by the Ministry. The Company will complete its evaluation and will give appropriate impact in its financial statements in the period in which the Code becomes effective and the related rules are published.

40. Dues to micro, small and medium enterprises

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
The principal amount remaining unpaid to any supplier at the end of each accounting year;	43	8
The interest due thereon remaining unpaid to any supplier at the end of each accounting year;	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

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

Balance sheet items

Amount in ₹

Particulars	As at March 31, 2021	As at March 31, 2020
Share application money pending allotment (refer note 11)	52,000	-
Cash on hand (refer note 8.3)	32,432	32,432
12,640 (March 31, 2021: 12,640 and March 31, 2020: 12,640) equity shares in Worldcast Technologies Private Limited (refer note 6.1)	126,400	126,400

Related party transactions (refer note 33)

Amount in ₹

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Amitav Bagchi - Professional services received	-	450,000
Music Broadcast Limited - Sales and marketing services received	385,280	-
Larsen & Toubro Limited - Purchase of computer	150,526	-
Debashis Chatterjee - Dividend paid	150,000	-

As per our report of even date attached
For **Deloitte Haskins & Sells**
Chartered Accountants

Monisha Parikh
Partner

Place: Bengaluru
Date : April 16, 2021

For and on behalf of the Board of Directors of **Mindtree Limited**

Ramamurthi Shankar Raman
Non-Executive Director
Place: Mumbai

Debashis Chatterjee
CEO & Managing Director
Place: Bengaluru

Vinit Ajit Teredesai
Chief Financial Officer
Place: Pune

Subhodh Shetty
Company Secretary
Place: Mumbai

Date : April 16, 2021

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MINDTREE LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of MINDTREE LIMITED ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2021, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2021, their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing prescribed under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	**Expected Credit Loss:** As described in Note 2.3 (viii) of the consolidated financial statements for the year ended March 31, 2021, the management has determined the allowance for credit losses based on historical loss experience adjusted to reflect the impact of the economic conditions. The allowance for credit loss model requires consideration of the effect of COVID-19 pandemic event on the customers' business operations/ability to pay dues. Based on such analysis the Group has recorded an allowance aggregating to ₹ 448 Million as at March 31, 2021, considered in Note 8.2 of the consolidated financial statements. We identified allowance for credit losses as a key audit matter because the Group exercises significant judgment in calculating the expected credit losses.	**Principal audit procedures performed** We have performed the following procedures: i. Evaluated the design and implementation including the operating effectiveness of the controls over: • Basis of consideration of the impact of the economic conditions • Completeness and accuracy of the data used in estimation of probability of default • Computation of the expected credit loss allowance ii. Carried out inquiries with the management to understand the impact of COVID-19 in terms of identification of distressed customers and evaluation of recoverability of dues, extension in contractual terms for collections. iii. Tested the completeness and accuracy of the ageing of accounts receivable data. iv. Selected a sample of the customers, and • Verified publicly available credit reports and other information relating to the Group's customers to test if the management had correctly considered the adjustments to credit risk. • Obtained and verified the details of credit period extension granted to the customers and developed an expectation of similar extensions across other customers of the Group. v. Recomputed the expected credit loss allowance considering the above determined input data and compared the amounts so recomputed with the amounts recorded by the management to determine if there were any material differences individually or in the aggregate.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Message from the Chairman, Message from the CEO & MD, Message from the CFO, Management Discussion and Analysis, Business Responsibility Report, Director's Report, Corporate Governance, Risk Management Report and Global Presence, but does not include the consolidated (including financial statements prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board) and standalone financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and any other information which is expected to form part of the annual report, which is expected to be made available to us after that date.
- Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Parent as on March 31, 2021 taken on record by the Board of Directors of the Parent, none of the directors of the Parent is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", which is based on the auditor's report of the Parent. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Parent's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group;

ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 008072S)

Monisha Parikh
Partner
(Membership No. 47840)
UDIN-21047840AAAABI3047

Bengaluru, April 16, 2021

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)
Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Parent as of and for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting of MINDTREE LIMITED (hereinafter referred to as "Parent"), as of that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Parent, is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Parent considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Parent's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Parent's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Parent's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process 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. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Parent, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Parent considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 008072S)

Monisha Parikh
Partner
(Membership No. 47840)
UDIN-21047840AAAABI3047

Bengaluru, April 16, 2021

CONSOLIDATED BALANCE SHEET

₹ in million

Particulars	Note	As at March 31, 2021	As at March 31, 2020
ASSETS			
Non-current assets			
Property, plant and equipment	3	3,039	3,400
Capital work in progress		224	136
Right-of-use assets	4	4,773	5,201
Goodwill	5	4,732	4,732
Other intangible assets	5	214	759
Financial assets	6		
Investments	6.1	1,161	804
Loans	6.2	476	457
Other financial assets	6.3	1,225	-
Deferred tax assets (Net)	16	351	1,835
Other non-current assets	7	1,665	1,693
		17,860	**19,017**
Current assets			
Financial assets	8		
Investments	8.1	19,307	6,944
Trade receivables	8.2	12,742	14,389
Cash and cash equivalents	8.3	7,597	3,909
Bank balances other than cash and cash equivalents	8.4	-	1,961
Loans	8.5	41	99
Other financial assets	8.6	2,923	2,805
Other current assets	9	3,144	1,981
Non-current assets held for sale	38	-	461
		45,754	**32,549**
TOTAL ASSETS		**63,614**	**51,566**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	10	1,647	1,646
Other equity	11	41,543	29,922
		43,190	**31,568**
Liabilities			
Non-current liabilities			
Financial liabilities	12		
Lease liabilities		4,492	4,964
Other financial liabilities	12.1	6	1,798
		4,498	**6,762**
Current liabilities			
Financial liabilities	13		
Lease liabilities		885	699
Trade payables			
Total outstanding dues of micro enterprises and small enterprises		43	8
Total outstanding dues of creditors other than micro enterprises and small enterprises		2,633	2,546
Other financial liabilities	13.1	5,250	5,283
Other current liabilities	14	2,510	2,304
Provisions	15	2,227	1,016
Current tax liabilities (Net)		2,378	1,380
		15,926	**13,236**
		20,424	**19,998**
TOTAL EQUITY AND LIABILITIES		**63,614**	**51,566**

See accompanying notes to the consolidated financial statements

As per our report of even date attached
For **Deloitte Haskins & Sells**
Chartered Accountants

For and on behalf of the Board of Directors of **Mindtree Limited**

Monisha Parikh
Partner

Ramamurthi Shankar Raman
Non-Executive Director
Place: Mumbai

Debashis Chatterjee
CEO & Managing Director
Place: Bengaluru

Vinit Ajit Teredesai
Chief Financial Officer
Place: Pune

Subhodh Shetty
Company Secretary
Place: Mumbai

Place: Bengaluru
Date: April 16, 2021

Date: April 16, 2021

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

₹ in million, except per share data

Particulars	Note	For the year ended March 31, 2021	For the year ended March 31, 2020
Revenue from operations	17	79,678	77,643
Other income	18	1,517	756
Total income		**81,195**	**78,399**
Expenses			
Employee benefits expense	19	51,132	50,647
Finance costs	21	504	529
Depreciation and amortization expense	22	2,596	2,754
Other expenses	23	11,979	16,181
Total expenses		**66,211**	**70,111**
Profit before tax		**14,984**	**8,288**
Tax expense:			
Current tax	16	4,214	2,333
Deferred tax	16	(335)	(354)
Profit for the year		**11,105**	**6,309**
Other comprehensive income	27		
A (i) Items that will not be reclassified to profit or loss		(117)	(109)
(ii) Income tax relating to items that will not be reclassified to profit or loss		28	26
B (i) Items that will be reclassified to profit or loss		5,206	(3,128)
(ii) Income tax relating to items that will be reclassified to profit or loss		(1,819)	1,093
Total other comprehensive income/(loss)		**3,298**	**(2,118)**
Total comprehensive income for the year		**14,403**	**4,191**
Earnings per share:	25		
Equity shares of par value ₹ 10 each			
(1) Basic (₹)		67.44	38.35
(2) Diluted (₹)		67.41	38.33

See accompanying notes to the consolidated financial statements

As per our report of even date attached
For **Deloitte Haskins & Sells**
Chartered Accountants

For and on behalf of the Board of Directors of **Mindtree Limited**

Monisha Parikh
Partner

Ramamurthi Shankar Raman
Non-Executive Director
Place: Mumbai

Debashis Chatterjee
CEO & Managing Director
Place: Bengaluru

Vinit Ajit Teredesai
Chief Financial Officer
Place: Pune

Subhodh Shetty
Company Secretary
Place: Mumbai

Place: Bengaluru
Date: April 16, 2021

Date: April 16, 2021

CONSOLIDATED STATEMENT OF CASH FLOWS

₹ in million

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Cash flow from operating activities		
Profit for the year	11,105	6,309
Adjustments for :		
Income tax expense	3,879	1,979
Depreciation and amortization expense	2,596	2,754
Impairment loss recognized on non-current assets held for sale	2	39
Share based payments to employees	99	102
Allowance for expected credit losses	62	160
Finance costs	504	529
Interest income on financial assets at amortized cost	(166)	(189)
Net gain on disposal of property, plant and equipment	(45)	(12)
Net gain on disposal of right-of-use assets	(33)	(8)
Net gain on financial assets designated at fair value through profit or loss	(909)	(509)
Unrealised exchange difference on lease liabilities	(59)	246
Unrealised exchange difference on fair value hedge	(213)	320
Effect of exchange differences on translation of foreign currency cash and cash equivalents	214	(288)
Changes in operating assets and liabilities		
Trade receivables	1,585	(1,193)
Other assets	(360)	(157)
Bank balances other than cash and cash equivalents	1,961	(1,961)
Trade payables	122	537
Other liabilities	1,573	989
Provisions	1,211	244
Net cash provided by operating activities before taxes	**23,128**	**9,891**
Income taxes paid, net of refunds	(3,168)	(1,640)
Net cash provided by operating activities	**19,960**	**8,251**
Cash flow from investing activities		
Purchase of property, plant and equipment	(673)	(1,241)
Proceeds from sale of property, plant and equipment	59	21
Payment towards initial direct cost of right-of-use assets	(5)	-
Interest income on financial assets at amortized cost	168	133
Proceeds from sale of non-current assets held for sale	459	-
Purchase of investments	(35,976)	(33,066)
Proceeds from sale of investments	24,135	33,924
Net cash (used in) investing activities	**(11,833)**	**(229)**
Cash flow from financing activities		
Issue of share capital (net of issue expenses paid)	1	4
Payment of lease liabilities	(837)	(490)
Finance costs (including interest towards lease liabilities - refer note 21)	(504)	(529)
Repayment of long-term borrowings	(5)	(5)
Dividends paid (including distribution tax)	(2,880)	(5,940)
Net cash (used in) financing activities	**(4,225)**	**(6,960)**
Effect of exchange differences on translation of foreign currency cash and cash equivalents	(214)	288
Net increase in cash and cash equivalents	**3,688**	**1,350**
Cash and cash equivalents at the beginning of the year	3,909	2,559
Cash and cash equivalents at the end of the year (refer note 8.3)	**7,597**	**3,909**

Reconciliation of liabilities from financing activities for the year ended March 31, 2021

₹ in million

Particulars	As at March 31, 2020	Proceeds/Impact of Ind AS 116	Repayment	Fair value changes	As at March 31, 2021
Long-term borrowings (including current portion)	5	-	(5)	-	-
Lease liabilities	5,663	610	(837)	(59)	5,377
Total liabilities from financing activities	**5,668**	**610**	**(842)**	**(59)**	**5,377**

Reconciliation of liabilities from financing activities for the year ended March 31, 2020

₹ in million

Particulars	As at March 31, 2019	Proceeds/ Impact of Ind AS 116	Repayment	Fair value changes	As at March 31, 2020
Long-term borrowings (including current portion)	10	-	(5)	-	5
Lease liabilities	-	5,907	(490)	246	5,663
Total liabilities from financing activities	**10**	**5,907**	**(495)**	**246**	**5,668**

See accompanying notes to the consolidated financial statements

As per our report of even date attached
For **Deloitte Haskins & Sells**
Chartered Accountants

For and on behalf of the Board of Directors of **Mindtree Limited**

Monisha Parikh
Partner

Ramamurthi Shankar Raman
Non-Executive Director
Place: Mumbai

Debashis Chatterjee
CEO & Managing Director
Place: Bengaluru

Vinit Ajit Teredesai
Chief Financial Officer
Place: Pune

Subhodh Shetty
Company Secretary
Place: Mumbai

Place: Bengaluru
Date: April 16, 2021

Date: April 16, 2021

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

₹ in million

(a) Equity share capital	Amount
Balance as at April 1, 2019	**1,642**
Add: Shares issued on exercise of stock options and restricted shares	4
Balance as at March 31, 2020	**1,646**
Balance as at April 1, 2020	**1,646**
Add: Shares issued on exercise of stock options and restricted shares	1
Balance as at March 31, 2021	**1,647**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTD.)

(b) Other equity

₹ in million

Particulars	Reserves and surplus (refer note 11)							Items of Other Comprehensive Income (refer note 11)			Total other equity
	Capital reserve	General reserve	Special Economic Zone reinvestment reserve	Capital redemption reserve	Securities premium	Share option outstanding account	Retained earnings	Foreign Currency Translation Reserve (FCTR)	Effective portion of Cash Flow Hedges	Other items of Other Comprehensive Income	
Balance as at April 1, 2019	**87**	**226**	**1,036**	**42**	**133**	**165**	**30,265**	**(416)**	**-**	**(119)**	**31,419**
Impact of adoption of Ind AS 116	-	-	-	-	-	-	157	-	-	-	157
Profit for the year	-	-	-	-	-	-	6,309	-	-	-	6,309
Other comprehensive income (net of taxes)	-	-	-	-	-	-	-	-	(2,035)	(83)	(2,118)
Created during the year	-	-	1,022	-	-	-	(1,022)	-	-	-	-
Utilised during the year	-	-	(840)	-	-	-	840	-	-	-	-
Transferred to securities premium on allotment against stock options	-	-	-	-	166	(166)	-	-	-	-	-
Compensation cost related to employee share based payment (refer note 19)	-	-	-	-	-	102	-	-	-	-	102
Cash dividends (refer note 11.1)	-	-	-	-	-	-	(4,933)	-	-	-	(4,933)
Dividend distribution tax (refer note 11.1)	-	-	-	-	-	-	(1,014)	-	-	-	(1,014)
Balance as at March 31, 2020	**87**	**226**	**1,218**	**42**	**299**	**101**	**30,602**	**(416)**	**(2,035)**	**(202)**	**29,922**
Balance as at April 1, 2020	**87**	**226**	**1,218**	**42**	**299**	**101**	**30,602**	**(416)**	**(2,035)**	**(202)**	**29,922**
Profit for the year	-	-	-	-	-	-	11,105	-	-	-	11,105
Other comprehensive income (net of taxes) (refer note 27)	-	-	-	-	-	-	-	-	3,387	(89)	3,298
Created during the year	-	-	848	-	-	-	(848)	-	-	-	-
Utilised during the year	-	-	(584)	-	-	-	584	-	-	-	-
Transferred to securities premium on allotment against stock options	-	-	-	-	100	(100)	-	-	-	-	-
Compensation cost related to employee share based payment (refer note 19)	-	-	-	-	-	99	-	-	-	-	99
Transfer on account of share options not exercised	-	-	-	-	-	(2)	2	-	-	-	-
Cash dividends (refer note 11.1)	-	-	-	-	-	-	(2,881)	-	-	-	(2,881)
Balance as at March 31, 2021	**87**	**226**	**1,482**	**42**	**399**	**98**	**38,564**	**(416)**	**1,352**	**(291)**	**41,543**

See accompanying notes to the consolidated financial statements

As per our report of even date attached

For **Deloitte Haskins & Sells**
Chartered Accountants

For and on behalf of the Board of Directors of **Mindtree Limited**

Monisha Parikh
Partner

Ramamurthi Shankar Raman
Non-Executive Director
Place: Mumbai

Debashis Chatterjee
CEO & Managing Director
Place: Bengaluru

Vinit Ajit Teredesai
Chief Financial Officer
Place: Pune

Subhodh Shetty
Company Secretary
Place: Mumbai

Place: Bengaluru
Date: April 16, 2021

Date: April 16, 2021

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

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

1. Company overview

Mindtree Limited ('Mindtree' or 'the Company') together with its subsidiaries, Mindtree Software (Shanghai) Co. Ltd, and Bluefin Solutions Sdn Bhd. 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 four industry verticals – Retail, CPG and Manufacturing (RCM), Banking, Financial Services and Insurance (BFSI), Communications, Media and Technology (CMT) (erstwhile High Technology and Media - Hi-tech) and Travel and Hospitality (TH). 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 Company is a public limited company incorporated and domiciled in India and has its registered office at Bengaluru, Karnataka, India and has offices in India, United States of America (USA), United Kingdom (UK), Japan, Singapore, Malaysia, Australia, Germany, Switzerland, Sweden, UAE, Netherlands, Canada, Belgium, France, Ireland, Poland, Mexico, Republic of China, Norway, Finland, Denmark, Spain and New Zealand. The Company has its primary listings on the Bombay Stock Exchange and National Stock Exchange in India. The Company became a subsidiary of Larsen & Toubro Limited (L&T) with effect from July 2, 2019 (Refer note 33). The consolidated financial statements were authorized for issuance by the Company's Board of Directors on April 16, 2021.

2. Significant accounting policies

2.1 Basis of preparation and presentation

(a) Statement of compliance

These consolidated financial statements (the 'financial statements') have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

(b) Basis of measurement

The financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

(i) Derivative financial instruments;

(ii) Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments);

(iii) Share based payment transactions and

(iv) Defined benefit and other long-term employee benefits

(c) Use of estimates and judgment

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

(i) Revenue recognition:

(a) The Group uses the percentage of completion method using the input (cost expended) method to measure progress towards completion in respect of fixed price contracts. Percentage of completion method accounting relies on estimates of total expected contract revenue and costs. This method is followed when reasonably dependable estimates of the revenues and costs applicable to various elements of the contract can be made. Key factors that are reviewed in estimating the future costs to complete include estimates of future labour costs and productivity efficiencies. As the financial reporting of these contracts depends on estimates that are assessed continually during the term of these contracts, recognized revenue and profit are subject to revisions as the contract progresses to completion. When estimates indicate that a loss will be incurred, the loss is provided for in the period in which the loss becomes probable.

(b) Contracts with customers often include promises to transfer multiple products and services to a customer. Determining whether products and services are considered distinct performance obligations that should be accounted for separately or together requires significant judgment based on nature of the contract, transfer of control over the product or service, ability of the product or service to benefit the customer on its own or together with other readily available resources and the ability of the product or service to be separately identifiable from other promises in the contract.

(ii) Income taxes:

The Group's two major tax jurisdictions are India and USA, though the Group also files tax returns in other foreign jurisdictions. Significant judgments are involved in determining the provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions. Also refer note 16.

(iii) Leases:

The Group considers all the extension-options under the commercial contract for determining the lease-term which forms the basis for the measurement of right-of-use asset and the corresponding lease-liability.

(iv) Other estimates:

The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Group estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required. The stock compensation expense is determined based on the Group's estimate of equity instruments that will eventually vest.

(v) Estimation uncertainty relating to COVID-19 outbreak:

The Group has considered internal and certain external sources of information including credit reports, economic forecasts and industry reports, up to the date of approval of the financial statements in determining the impact on various elements of its financial statements. The Group has used the principles of prudence in applying judgments, estimates and assumptions including sensitivity analysis and based on the current estimates, the Group has accrued its liabilities and also expects to fully recover the carrying amount of trade receivables including unbilled receivables, goodwill, intangible assets, investments and derivatives. The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements.

2.2 Basis of consolidation

Subsidiaries

The financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control exists when the parent has power over an investee, exposure or rights to variable returns from its involvement with the investee and ability to use its power to affect those returns. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statements of subsidiaries are consolidated on a line-by-line basis and intra-group balances and transactions including unrealised gain/ loss from such transactions are eliminated upon consolidation. The financial statements are prepared by applying uniform policies in use at the Group.

2.3 Summary of significant accounting policies

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's subsidiaries are measured using the currency of the primary economic environment in which these entities operate (i.e. the "functional currency"). The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

(ii) Foreign currency transactions and balances

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statement of profit and loss and reported within foreign exchange gains/ (losses).

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

For the purposes of presenting the consolidated financial statements assets and liabilities of Group's foreign operations with functional currency different from the Company are translated into Company's functional currency i.e. INR using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used.

Exchange differences arising, if any are recognised in other comprehensive income and accumulated in equity.

On the disposal of foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to the statement of profit and loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the exchange rate in effect at the balance sheet date.

Foreign currency gains and losses are reported on a net basis. This includes changes in the fair value of foreign exchange derivative instruments, which are accounted at fair value through profit or loss.

(iii) Financial instruments

All financial instruments are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trade) are recognised on trade date. Loans and borrowings and payables are recognised net of directly attributable transaction costs.

For the purpose of subsequent measurement, financial instruments of the Group are classified in the following categories: non-derivative financial assets comprising amortized cost, debt instruments at fair value through other comprehensive income (FVTOCI), equity instruments at FVTOCI or fair value through profit and loss account (FVTPL), non derivative financial liabilities at amortized cost or FVTPL and derivative financial instruments (under the category of financial assets or financial liabilities) at FVTPL.

The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at initial recognition.

(a) Non-derivative financial assets

(i) Financial assets at amortized cost

A financial asset shall be measured at amortized cost if both of the following conditions are met:

(a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

(b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment loss.

Financial assets at amortized cost are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

Cash and cash equivalents comprise cash on hand and in banks and demand deposits with banks which can be withdrawn at any time without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding book overdrafts that are repayable on demand, and are considered part of the Group's cash management system.

(ii) Debt instruments at FVTOCI

A debt instrument shall be measured at fair value through other comprehensive income if both of the following conditions are met:

(a) the objective of the business model is achieved by both collecting contractual cash flows and selling financial assets; and

(b) the asset's contractual cash flow represent SPPI

Debt instruments included within FVTOCI category are measured initially as well as at each reporting period at fair value plus transaction costs. Fair value movements are recognised in other comprehensive income (OCI). However, the Group recognises interest income, impairment losses & reversals and foreign exchange gain/(loss) in consolidated statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to profit and loss. Interest earned is recognised under the effective interest rate (EIR) method.

(iii) Equity instruments at FVTOCI

All equity instruments are measured at fair value. Equity instruments held for trading is classified as FVTPL. For all other equity instruments, the Group may make an irrevocable election to present subsequent changes in the fair value in OCI. The Group makes such election on an instrument-by-instrument basis.

If the Group decides to classify an equity instrument as FVTOCI, then all fair value changes on the instrument, excluding dividend are recognised in OCI. There is no recycling of the amount from OCI to statement of profit and loss, even on sale of the instrument. However, the Group may transfer the cumulative gain or loss within the equity.

(iv) Financial assets at FVTPL

FVTPL is a residual category for financial assets. Any financial asset which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as FVTPL.

In addition, the Group may elect to designate the financial asset, which otherwise meets amortized cost or FVTOCI criteria, as FVTPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency.

Financial assets included within the FVTPL category are measured at fair values with all changes recorded in the statement of profit and loss.

(b) Non-derivative financial liabilities

(i) Financial liabilities at amortized cost

Financial liabilities at amortized cost represented by borrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method.

(ii) Financial liabilities at FVTPL

Financial liabilities at FVTPL represented by contingent consideration are measured at fair value with all changes recognised in the consolidated statement of profit and loss.

(c) Derivative financial instruments

The Group holds derivative financial instruments such as foreign exchange forward contracts and option contracts to mitigate the risk of changes in foreign exchange rates on foreign currency assets or liabilities and forecasted cash flows denominated in foreign currencies. The counter party for these contracts is generally a bank.

Derivatives are recognized and measured at fair value. Attributable transaction costs are recognized in statement of profit and loss.

(i) Cash flow hedges: Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognized in other comprehensive income and presented within equity in the cash flow hedging reserve to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognized in the consolidated statement of profit and loss. If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, then hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the consolidated statement of profit and loss upon the occurrence of the related forecasted transaction. The Group separates the intrinsic value and time value of an option and designates as hedging instruments only the change in intrinsic value of the option. The change in fair value of the time value and intrinsic value of an option is recognised in other comprehensive income and accounted as a separate component of equity. Such amounts are reclassified into the statement of profit and loss when the related hedged items affect profit and loss.

(ii) Others: Changes in fair value of foreign currency derivative instruments not designated as cash flow hedges and the ineffective portion of cash flow hedges are recognized in the consolidated statement of profit and loss and reported within foreign exchange gains/(losses).

(iv) Property, plant and equipment

(a) Recognition and measurement: Property, plant and equipment are measured at cost or its deemed cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset.

(b) Depreciation: The Group depreciates property, plant and equipment over the estimated useful life on a straight-line basis from the date the assets are available for use.

Leasehold improvements are amortized over the lower of estimated useful life and lease term. The estimated useful lives of assets for the current and comparative period of significant items of property, plant and equipment (also refer note 3) are as follows:

Category	Useful life
Buildings	5 - 30 years
Leasehold improvements	5 years
Computers	2 - 4 years
Plant and machinery	4 years
Furniture and fixtures	5 years
Electrical installations	3 years
Office equipment	4 years
Vehicles	4 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the consolidated statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the consolidated statement of profit and loss.

Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital advances and capital work- in-progress respectively.

(v) Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is 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.

The estimated useful lives of intangible assets for the current and comparative period (also refer note 5) are as follows:

Category	Useful life
Intellectual property	5 years
Computer software	2 years
Business alliance relationships	4 years
Customer relationships	3 - 5 years
Vendor relationships	6 years
Trade name	5.25 - 5.75 years
Technology	5.75 years
Non-compete agreement	5 years

(vi) Business combination, Goodwill and Intangible assets

Business combinations other than through common control transactions are accounted for using the purchase (acquisition) method. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Business combinations through common control transactions are accounted on a pooling of interests method. Transaction costs incurred in connection with a business combination are expensed as incurred.

(a) Goodwill

The excess of the cost of acquisition over the Group's share in the fair value of the acquiree's identifiable assets, liabilities and contingent liabilities is recognized as goodwill. If the excess is negative, it is considered as a bargain purchase gain.

(b) Intangible assets

Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets. These valuations are conducted by independent valuation experts.

(vii) Leases

The group's lease asset classes primarily consist of leases for land and buildings. The Group, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after April 1, 2019.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets (assets of less than USD 5,000 in value). The Group recognises the lease payments associated with these leases as an expense over the lease term.

(viii) Impairment

(a) Financial assets

In accordance with Ind AS 109, the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss. The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12-months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

(i) All contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument;

(ii) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedient, the Group uses a provision matrix to determine impairment loss on portfolio of its trade receivable. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward-looking estimates. At regular intervals, the historically observed default rates are updated and changes in forward-looking estimates are analysed. In addition to the historical pattern of credit loss, the Group has considered the likelihood of increased credit risk and consequential default by customers including revisions in the credit period provided to the customers. In making this assessment, the Group has considered current and anticipated future economic conditions relating to industries/ business verticals that the Group deals with and the countries where it operates. In addition the Group has also considered credit reports and other credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID-19. The Group believes that the carrying amount of allowance for expected credit loss with respect to trade receivables, unbilled revenue and other financial assets is adequate.

ECL impairment loss allowance (or reversal) is recognised as an income/expense in the statement of profit and loss during the year. This amount is reflected under the head other expenses in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

Financial assets measured at amortized cost, contractual revenue receivable: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

(b) Non-financial assets

The Group assesses at each reporting date whether there is any objective evidence that a non financial asset or a Group of non financial assets is impaired. If any such indication exists, the Group estimates the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and the recoverable amount. Losses are recognised in the consolidated statement of profit and loss and reflected in an allowance account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through consolidated statement of profit and loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

The goodwill acquired in a business combination is, for the purpose of impairment testing, allocated to cash-generating units that are expected to benefit from the synergies of the combination.

Goodwill is tested for impairment on an annual basis and whenever there is an indication that goodwill may be impaired, relying on a number of factors including operating results, business plans and future cash flows. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Group's cash generating units (CGU) or groups of CGU's expected to benefit from the synergies arising from the business combination. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. Impairment occurs when the carrying amount of a CGU including the goodwill, exceeds the estimated recoverable amount of the CGU. The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. Value-in-use is the present value of future cash flows expected to be derived from the CGU.

Total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU prorata on the basis of the carrying amount of each asset in the CGU. An impairment loss on goodwill is recognised in consolidated statement of profit and loss and is not reversed in the subsequent period.

(ix) Employee Benefits

The Group participates in various employee benefit plans. Post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Group's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as expense during the period when the employee provides service. Under a defined benefit plan, it is the Group's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Group. The present value of the defined benefit obligations is calculated using the projected unit credit method.

The Group has the following employee benefit plans:

(a) Social security plans

Employer contributions payable to the social security plans, which are a defined contribution scheme, is charged to the consolidated statement of profit and loss in the period in which the employee renders services.

(b) Gratuity

In accordance with the Payment of Gratuity Act, 1972, the Group provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Group. The gratuity fund is managed by the Life Insurance Corporation of India (LIC), ICICI Prudential Life Insurance Company and SBI Life Insurance Company. The Group's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation using the projected unit credit method.

Actuarial gains or losses are recognized in other comprehensive income. Further, the profit or loss does not include an expected return on plan assets. Instead net interest recognized in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the plan assets above or below the discount rate is recognized as part of re-measurement of net defined liability or asset through other comprehensive income.

Re-measurements comprising of actuarial gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are not reclassified to statement of profit and loss in subsequent periods.

(c) Compensated absences

The employees of the Group are entitled to compensated absences. The employees can carry forward a portion of the unutilised accumulating compensated absences and utilise it in future periods or receive cash at retirement or termination of employment. The Group records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Group measures the expected cost of compensated absences as the additional amount that the Group expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Group recognizes accumulated compensated absences based on actuarial valuation. Non-accumulating compensated absences are recognized in the period in which the absences occur. The Group recognizes actuarial gains and losses immediately in the statement of profit and loss.

(x) Share based payments

Employees of the Group receive remuneration in the form of equity settled instruments, for rendering services over a defined vesting period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant.

The expense is recognized in the consolidated statement of profit and loss with a corresponding increase to the share based payment reserve, a component of equity.

The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortization). The stock compensation expense is determined based on the Group's estimate of equity instruments that will eventually vest.

The fair value of the amount payable to the employees in respect of phantom stocks, which are settled in cash, is recognized as an expense with a corresponding increase in liabilities, over the period during which the employees become unconditionally entitled to payment. The liability is remeasured at each reporting date and at settlement date based on the fair value of the phantom stock options plan. Any changes in the liability are recognized in consolidated statement of profit and loss.

(xi) Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

(xii) Revenue

The Group derives revenue primarily from software development and related services. Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognizes revenue when it transfers control over a product or a service to a customer. The method for recognizing revenues and costs depends on the nature of the services rendered:

(a) Time and materials contracts

Revenues and costs relating to time and materials contracts are recognized as the related services are rendered.

(b) Fixed-price contracts

Revenues from fixed-price contracts are recognized using the "percentage-of-completion" method. Percentage of completion is determined based on project costs incurred to date as a percentage of total estimated project costs required to complete the project. The cost expended (or input) method has been used to measure progress towards completion as there is a direct relationship between input and productivity.

If the Group does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the consolidated statement of profit and loss in the period in which such losses become probable based on the current contract estimates.

(c) Maintenance contracts

Revenue from maintenance contracts is recognized ratably over the period of the contract. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognized on a straight line basis over the specified period or under some other method that better represents the stage of completion.

In arrangements for software development and related services and maintenance services, the Group has applied the guidance in Ind AS 115, 'Revenue from Contracts with Customers', by applying the revenue recognition criteria for each of the distinct performance obligation. The arrangements generally meet the criteria for considering software development and related services as distinct performance obligation. For allocating the consideration, the Group has measured the revenue in respect of distinct performance obligation at its standalone selling price, in accordance with principles given in Ind AS 115.

The Group accounts for volume discounts and pricing incentives to customers by reducing the amount of revenue recognized at the time of sale.

Revenues are shown net of sales tax, value added tax, service tax, goods and services tax and applicable discounts and allowances.

The Group accrues the estimated cost of post contract support services at the time when the revenue is recognized. The accruals are based on the Group's historical experience of material usage and service delivery costs.

'Unbilled revenues' represent cost and earnings in excess of billings as at the end of the reporting period.

'Unearned revenues' represent billing in excess of revenue recognized. Advance payments received from customers for which no services are rendered are presented as 'Advance from customers'.

(xiii) Warranty provisions

The Group provides warranty provisions on all its products sold. A provision is recognised at the time the product is sold. The Group does not provide extended warranties or maintenance contracts to its customers.

(xiv) Finance income and expense

Finance income consists of interest income on funds invested, dividend income and gains on the disposal of FVTPL financial assets. Interest income is recognized as it accrues in the consolidated statement of profit and loss, using the effective interest method. Dividend income is recognized in the consolidated statement of profit and loss on the date that the Group's right to receive payment is established.

Finance expenses consist of interest expense on loans and borrowings. Borrowing costs are recognized in the consolidated statement of profit and loss using the effective interest method.

(xv) Income tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the consolidated statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

(a) Current income tax

Current income tax liability/ (asset) for the current and prior years are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the year. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

(b) Deferred income tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax asset is recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred income tax liabilities are recognized for all taxable temporary differences.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

(xvi) Earnings per share (EPS)

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year, adjusted for bonus elements in equity shares issued during the year.

Diluted EPS is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. Dilutive potential equity shares are determined independently for each year presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

(xvii) Research and Development (R&D) costs

Research costs are expensed as incurred. Development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Group has an intention and ability to complete and use or sell the software and the costs can be measured reliably.

(xviii) 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 consolidated 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. When the grant relates to an asset, it is recognized as income over the expected useful life of the asset.

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 fair value. When loan or similar assistance are provided by government or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is recognized as government grant. The loan or assistance is initially recognized and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. A repayment of government grant is accounted for as a change in accounting estimate. Repayment of a grant is recognised by reducing the deferred income balance, if any and the rest of the amount is charged to statement of profit and loss.

(xix) Dividend and dividend distribution tax

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors. The Company declares and pays dividends in Indian rupees and are subject to applicable distribution taxes. The applicable distribution taxes are linked more directly to past transactions or events that generated distributable profits than to distribution to owners and accordingly, recognized in profit or loss or other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

The Finance Act 2020 has abolished the Dividend Distribution Tax (DDT) and has shifted the tax liability on dividends to the shareholders. Accordingly, the Company distributes the dividend after deducting the taxes at applicable rates.

(xx) Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

Recent pronouncements

On March 24, 2021, the Ministry of Corporate Affairs (MCA) through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. The Group is evaluating the effect of the amendments on its financial statements.

Non-current assets

3. Property, plant and equipment

Particulars	Land	Buildings	Leasehold improvements	Plant and machinery	Office equipment	Computers*	Electrical installations	Furniture and fixtures	Vehicles	Total
Gross carrying value										
At April 1, 2019	**84**	**3,726**	**1,563**	**219**	**1,131**	**3,714**	**787**	**522**	**27**	**11,773**
Additions	-	71	399	-	99	658	53	65	6	1,351
Impact of adoption of Ind AS 116	(51)	-	-	-	-	-	-	-	-	(51)
Transfer to non-current assets held for sale (refer note 38)	-	(543)	-	-	-	-	-	-	-	(543)
Disposals / adjustments	-	(2)	(4)	-	(48)	(359)	(5)	(7)	(24)	(449)
At March 31, 2020	**33**	**3,252**	**1,958**	**219**	**1,182**	**4,013**	**835**	**580**	**9**	**12,081**
At April 1, 2020	**33**	**3,252**	**1,958**	**219**	**1,182**	**4,013**	**835**	**580**	**9**	**12,081**
Additions	-	22	16	-	18	511	7	1	-	575
Reclassification (refer note 38)	-	(434)	434	-	-	-	-	-	-	-
Disposals / adjustments	-	-	(28)	-	(97)	(120)	(23)	(2)	-	(270)
At March 31, 2021	**33**	**2,840**	**2,380**	**219**	**1,103**	**4,404**	**819**	**579**	**9**	**12,386**
Accumulated depreciation										
At April 1, 2019	**11**	**1,631**	**1,235**	**217**	**895**	**2,977**	**690**	**333**	**27**	**8,016**
Impact of adoption of Ind AS 116	(11)	-	4	-	-	-	-	-	-	(7)
Depreciation expense	-	257	171	1	110	655	71	77	1	1,343
Transfer to non-current assets held for sale (refer note 38)	-	(231)	-	-	-	-	-	-	-	(231)
Disposals / adjustments	-	(2)	-	-	(47)	(359)	(5)	(3)	(24)	(440)
At March 31, 2020	**-**	**1,655**	**1,410**	**218**	**958**	**3,273**	**756**	**407**	**4**	**8,681**
At April 1, 2020	**-**	**1,655**	**1,410**	**218**	**958**	**3,273**	**756**	**407**	**4**	**8,681**
Depreciation expense	-	162	183	1	91	379	49	55	2	922
Reclassification (refer note 38)	-	(396)	396	-	-	-	-	-	-	-
Disposals / adjustments	-	-	(25)	-	(88)	(119)	(23)	(1)	-	(256)
At March 31, 2021	**-**	**1,421**	**1,964**	**219**	**961**	**3,533**	**782**	**461**	**6**	**9,347**
Net carrying value as at March 31, 2021	**33**	**1,419**	**416**	**-**	**142**	**871**	**37**	**118**	**3**	**3,039**
Net carrying value as at March 31, 2020	**33**	**1,597**	**548**	**1**	**224**	**740**	**79**	**173**	**5**	**3,400**

**During the year, the Group has revised the useful life of computers from 2-3 years to 2-4 years. Had the Group continued with the erstwhile useful life of computers, the charge to the depreciation and amortization expense would have been higher by ₹ 234 for the year ended March 31, 2021.*

4. Right-of-use assets

Particulars	Non-current		
	Land	Buildings	Total
Gross carrying value			
At April 1, 2019	-	-	-
Impact of adoption of Ind AS 116	380	5,989	6,369
Additions	-	219	219
Transfer to non-current assets held for sale (refer note 38)	(327)	-	(327)
Disposals / adjustments	-	(131)	(131)
At March 31, 2020	**53**	**6,077**	**6,130**
At April 1, 2020	**53**	**6,077**	**6,130**
Additions	-	932	932
Disposals / adjustments	-	(355)	(355)
At March 31, 2021	**53**	**6,654**	**6,707**
Accumulated depreciation			
At April 1, 2019	**-**	**-**	**-**
Impact of adoption of Ind AS 116	138	-	138
Depreciation expense	9	950	959
Transfer to non-current assets held for sale (refer note 38)	(139)	-	(139)
Disposals / adjustments	-	(29)	(29)
At March 31, 2020	**8**	**921**	**929**
At April 1, 2020	**8**	**921**	**929**
Depreciation expense	1	1,080	1,081
Disposals / adjustments	-	(76)	(76)
At March 31, 2021	**9**	**1,925**	**1,934**
Net carrying value as at March 31, 2021	**44**	**4,729**	**4,773**
Net carrying value as at March 31, 2020	**45**	**5,156**	**5,201**

Non-current assets

5. a) Goodwill and other intangible assets

Particulars	Goodwill	Other intangible assets								
		Intellectual property	Business alliance relationships	Customer relationships	Non compete agreement	Vendor relationships*	Tradename*	Technology*	Computer software	Total other intangible assets
Gross carrying value										
At April 1, 2019	**4,732**	**67**	**72**	**1,329**	**56**	**745**	**306**	**262**	**1,163**	**4,000**
Additions	-	-	-	-	-	-	-	-	31	31
Disposals / adjustments	-	-	-	-	-	-	-	-	-	-
At March 31, 2020	**4,732**	**67**	**72**	**1,329**	**56**	**745**	**306**	**262**	**1,194**	**4,031**
At April 1, 2020	**4,732**	**67**	**72**	**1,329**	**56**	**745**	**306**	**262**	**1,194**	**4,031**
Additions	-	-	-	-	-	-	-	-	48	48
Disposals / adjustments	-	-	-	-	-	-	-	-	-	-
At March 31, 2021	**4,732**	**67**	**72**	**1,329**	**56**	**745**	**306**	**262**	**1,242**	**4,079**

Particulars	Goodwill	Other intangible assets								
		Intellectual property	Business alliance relationships	Customer relationships	Non compete agreement	Vendor relationships*	Tradename*	Technology*	Computer software	Total other intangible assets
Accumulated amortisation										
At April 1, 2019	**-**	**67**	**72**	**987**	**42**	**332**	**109**	**98**	**1,113**	**2,820**
Amortization expense	-	-	-	244	10	95	31	26	46	452
Disposals / adjustments	-	-	-	-	-	-	-	-	-	-
At March 31, 2020	**-**	**67**	**72**	**1,231**	**52**	**427**	**140**	**124**	**1,159**	**3,272**
At April 1, 2020	**-**	**67**	**72**	**1,231**	**52**	**427**	**140**	**124**	**1,159**	**3,272**
Amortization expense	-	-	-	98	4	150	166	138	37	593
Disposals / adjustments	-	-	-	-	-	-	-	-	-	-
At March 31, 2021	**-**	**67**	**72**	**1,329**	**56**	**577**	**306**	**262**	**1,196**	**3,865**
Net carrying value as at March 31, 2021	**4,732**	**-**	**-**	**-**	**-**	**168**	**-**	**-**	**46**	**214**
Net carrying value as at March 31, 2020	**4,732**	**-**	**-**	**98**	**4**	**318**	**166**	**138**	**35**	**759**
Estimated useful life (in years)	NA	5	4	3 - 5	5	6	5.25 -5.75	5.75	2	
Estimated remaining useful life (in years)	NA	-	-	-	-	0.75	-	-	0.13-1.89	

The aggregate amount of research and development expense recognized in the consolidated statement of profit and loss for year ended March 31, 2021 ₹ 338. (For the year ended March 31, 2020 ₹ 373).

** During the year, the Group has revised the useful lives of vendor relationships from 5-10 years to 6 years, tradename from 10 years to 5.25 - 5.75 years and technology from 10 years to 5.75 years. Had the Group continued with the erstwhile useful lives, the charge to depreciation and amortization expense would have been lower by ₹ 334 for year ended March 31, 2021.*

b) Impairment

Following is a summary of changes in the carrying amount of goodwill:

Particulars	As at March 31, 2021	As at March 31, 2020
Carrying value at the beginning of the year	4,732	4,732
Carrying value at the end of the year	**4,732**	**4,732**

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Cash Generating Units (CGU) or groups of CGUs, which benefit from the synergies of the acquisition. The Chief Operating Decision Maker reviews the goodwill for any impairment at the operating segment level, which is represented through groups of CGUs.

The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. The fair value of a CGU is determined based on the market capitalization. The value-in-use is determined based on specific calculations. These calculations use pre-tax cash flow projections over a period of five years, based on financial budgets approved by management and an average of the range of each assumption mentioned below.

The Group does its impairment evaluation on an annual basis and as of March 31, 2021, the estimated recoverable amount of the CGU exceeded its carrying amount, hence impairment is not triggered. The Group has performed sensitivity analysis for all key assumptions, including the cash flow projections, consequent to the change in estimated future economic conditions arising from the possible effects due to COVID-19 and is unlikely to cause the carrying amount of the CGU exceed its estimated recoverable amount. The key assumptions used for the calculations were as follows:

Particulars	As at March 31, 2021	As at March 31, 2020
Discount rate	14.2% - 18.5%	13.7% - 20.1%

The above discount rate is based on the Weighted Average Cost of Capital (WACC) of the Group. These estimates are likely to differ from future actual results of operations and cash flows.

The goodwill on acquisition of subsidiaries, which have since merged with the Company, has been allocated as follows:

Particulars	March 31, 2021	March 31, 2020
RCM	2,442	2,442
BFSI	1,179	1,179
CMT	1,037	1,037
TH	74	74
Total	**4,732**	**4,732**

Non-current assets

6. Financial assets

6.1 Investments

Particulars	As at March 31, 2021		As at March 31, 2020	
	No of units	Amount	No of units	Amount
1) Investments in equity instruments (unquoted)				
Equity shares in Careercommunity.com Limited	2,400	-	2,400	-
Equity shares of ₹ 1 each in NuvePro Technologies Private Limited	950,000	1	950,000	1
Equity shares in Worldcast Technologies Private Limited	12,640	-	12,640	-
		1		**1**
2) Investments in preference shares (unquoted)				
Series A Convertible Preferred Stock at US$ 0.0001 each fully paid at premium of US$ 0.2557 each in 30 Second Software Inc.	643,790	7	643,790	7
		7		**7**
3) Investments in non-convertible bonds/ debentures (quoted)				
Secured redeemable non-convertible debentures of ₹ 1,000 each in Tata Capital Financial Services Limited	-	-	50,000	52
Secured redeemable non-convertible debentures of ₹ 1,000,000 each in LIC Housing Finance Limited	100	112	-	-
Secured redeemable non-convertible debentures of ₹ 1,000,000 each in Tata Capital Limited	100	106	-	-
Secured redeemable non-convertible debentures of ₹ 1,000,000 each in Bajaj Finance Limited	100	102	-	-
Unsecured, redeemable, non-convertible, non-cumulative, taxable bonds of ₹ 1,000,000 each in PFC Limited	200	224	-	-
Unsecured, redeemable, non-convertible, taxable bonds of ₹ 1,000,000 each in Rural Electrification Corporation Limited	200	234	-	-
		778		**52**
4) Investments in mutual funds (quoted)				
IDFC Mutual Fund	5,000,000	61	10,000,000	115
Invesco Mutual Fund	-	-	7,063,100	84
Kotak Mutual Fund	-	-	5,000,000	60
Franklin Templeton Mutual Fund	-	-	15,000,000	178
UTI Mutual Fund	-	-	5,000,000	59
Tata Mutual Fund	-	-	16,008,535	189
ICICI Prudential Mutual Fund	-	-	5,000,000	59
		61		**744**

Particulars	As at March 31, 2021		As at March 31, 2020	
	No of units	Amount	No of units	Amount
5) Investments in perpetual bonds (quoted)				
Perpetual bonds of ₹ 1,000,000 each in HDFC Bank	100	110	-	-
Perpetual bonds of ₹ 1,000,000 each in State Bank of India	200	204	-	-
		314		**-**
Total		**1,161**		**804**
Aggregate amount of quoted investments		**1,153**		**796**
Aggregate market value of quoted investments		**1,153**		**796**
Aggregate amount of unquoted investments		**8**		**8**
Aggregate amount of impairment in value of investments		**1**		**1**

6.2 Loans

Particulars	As at March 31, 2021	As at March 31, 2020
(Unsecured, considered good)		
Security deposits	476	457
Total	**476**	**457**

6.3 Other financial assets

Particulars	As at March 31, 2021	As at March 31, 2020
Derivative financial instruments	1,225	-
Total	**1,225**	**-**

7. Other non-current assets

Particulars	As at March 31, 2021	As at March 31, 2020
Capital advances	39	48
Advance income-tax including tax deducted at source (net of provision for taxes)	1,593	1,613
Prepaid expenses	14	7
Service tax receivable	11	11
Others	8	14
Total	**1,665**	**1,693**

Current assets

8. Financial assets

8.1 Investments

Particulars	As at March 31, 2021		As at March 31, 2020	
i) Investments in Mutual Funds (quoted)				
Name of the fund	**No of units**	**Amount**	**No of units**	**Amount**
ICICI Prudential Mutual Fund	33,052,370	1,385	204,349	60
IDFC Mutual Fund	98,562,761	1,974	60,401,627	1,184
UTI Mutual Fund	21,034,383	1,091	-	-
Aditya Birla Sun Life Mutual Fund	15,636,634	1,678	1,907,437	265
Nippon Indian Mutual Fund	48,737,402	1,364	7,357,646	179
Axis Mutual Fund	11,789,741	1,611	266,359	580
Tata Mutual Fund	29,350,910	1,052	2,979,380	171
SBI Mutual Fund	51,468,137	1,659	7,777,644	895
Sundaram Mutual Fund	-	-	264,092	280
HDFC Mutual Fund	22,171,210	1,348	18,545,875	306
Kotak Mutual Fund	17,716,023	1,565	5,352,549	483
DSP Mutual Fund	61,193,885	1,116	25,263,086	457
Invesco Mutual Fund	7,285,776	737	148,845	414
Franklin Templeton Mutual Fund	15,000,000	189	20,120	60
L&T Mutual Fund	9,528,702	206	-	-
Total		**16,975**		**5,334**
ii) Investment in non-convertible bonds/ debentures (quoted)				
Secured redeemable non-convertible debentures of ₹ 1,000,000 in Housing Development Finance Corporation Limited	-	-	50	54
Secured redeemable non-convertible bonds of ₹ 1,000,000 each in the nature of promissory notes in PNB Housing Finance Limited	-	-	50	50
Secured redeemable non-convertible debentures of ₹ 1,000,000 each in Tata Capital Financial Services Limited	-	-	100	112
Secured redeemable non-convertible debentures of ₹ 1,000,000 each in Aditya Birla Finance Limited	-	-	100	114
Secured redeemable non-convertible debentures of ₹ 1,000,000 each in Kotak Mahindra Prime Limited	-	-	50	53
Secured redeemable non-convertible debentures of ₹ 1,000,000 each in HDB Financial Services Limited	-	-	50	62
Secured redeemable non-convertible debentures of ₹ 1,000,000 each in Tata Capital Financial Services Limited	-	-	50	51
Secured redeemable non-convertible debentures of ₹ 1,000,000 each in Kotak Mahindra Investments Limited	-	-	50	48
Secured redeemable non-convertible debentures of ₹ 1,000 each in Tata Capital Financial Services Limited	50,000	52	-	-
Secured redeemable market-linked non-convertible debentures of ₹ 1,000,000 each in Tata Capital Financial Services Limited	100	119	-	-
Total		**171**		**544**
iii) Investments in term deposit (unquoted)				
Interest bearing deposits with:-				
-Bajaj Finance Limited		818		569
-Housing Development Finance Corporation Limited		141		245
-LIC Housing Finance Limited		862		252
Total		**1,821**		**1,066**
iv) Investments in commercial paper (unquoted)				
-Barclays Investments and Loans (India) Private Limited		96		-
-Kotak Mahindra Investment Limited		244		-
		340		**-**
Grand Total		**19,307**		**6,944**
Aggregate carrying amount of quoted investments		**17,146**		**5,878**
Aggregate market value of quoted investments		**17,146**		**5,878**
Aggregate amount of unquoted investments		**2,161**		**1,066**

8.2 Trade receivables

Particulars	As at March 31, 2021	As at March 31, 2020
(Unsecured)		
Considered good	13,190	14,775
Less: Allowance for expected credit losses	(448)	(386)
Total	**12,742**	**14,389**

The Group uses a provision matrix to determine impairment loss on portfolio of its trade receivable. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward- looking estimates. At regular intervals, the historically observed default rates are updated and changes in forward-looking estimates are analysed. The Group estimates the following matrix at the reporting date.

Particulars	Ageing			
	1-90 days	91-180 days	181-360 days	More than 360 days*
Default rate as at March 31, 2021	0.2%	4.3%	21.8%	56%
Default rate as at March 31, 2020	0.3%	3.6%	21.6%	52%

**In case of probability of non-collection, default rate is 100%*

Movement in the expected credit loss allowance

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Balance at the beginning of the year	386	226
Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	62	160
Balance at the end of the year	**448**	**386**

8.3 Cash and cash equivalents

Particulars	As at March 31, 2021	As at March 31, 2020
Balances with banks in current accounts and deposit accounts*	7,572	3,886
Other bank balances**	25	23
Cash and cash equivalents as per balance sheet	**7,597**	**3,909**
Book overdrafts used for cash management purposes (refer note 13.1)	-	-
Cash and cash equivalents as per statement of cash flows	**7,597**	**3,909**

**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.*

*** Other bank balances represent earmarked balances in respect of unpaid dividends and dividend payable.*

8.4 Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2021	As at March 31, 2020
Margin-money deposit	-	1,961
Total	**-**	**1,961**

8.5 Loans

Particulars	As at March 31, 2021	As at March 31, 2020
(Unsecured, considered good)		
Security deposits	41	99
Total	**41**	**99**

8.6 Other financial assets

Particulars	As at March 31, 2021	As at March 31, 2020
Advances to employees	216	319
Less: Provision for doubtful advances to employees	(20)	(19)
	196	300
Unbilled revenue*	1,859	2,503
Derivative financial instruments	868	-
Accrued income	-	2
Total	**2,923**	**2,805**

**Classified as financial asset as right to consideration is unconditional upon passage of time*

9. Other current asset

Particulars	As at March 31, 2021	As at March 31, 2020
Advance to suppliers	42	35
Prepaid expenses	1,070	987
Unbilled revenue*	1,694	645
Others	338	314
Total	**3,144**	**1,981**

**Classified as non financial asset as the contractual right to consideration is dependent on completion of contractual milestones (in respect of fixed price contracts).*

10. Equity share capital

a)

Particulars	As at March 31, 2021	As at March 31, 2020
Authorised		
800,000,000 (March 31, 2020 : 800,000,000) equity shares of ₹ 10 each	8,000	8,000
Issued, subscribed and paid-up capital		
164,719,766 (March 31, 2020 : 164,574,066) equity shares of ₹ 10 each fully paid	1,647	1,646
Total	**1,647**	**1,646**

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

Particulars	As at March 31, 2021		As at March 31, 2020	
	No of shares	₹	No of shares	₹
Number of shares outstanding at the beginning of the year	164,574,066	1,646	164,214,041	1,642
Add: Shares issued on exercise of stock options and restricted shares	145,700	1	360,025	4
Number of shares outstanding at the end of the year	164,719,766	1,647	164,574,066	1,646

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

Terms/rights attached to equity shares

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

The Company 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.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of amounts payable to preference shareholders. However, no such preference shares 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 are as given below:

Name of the shareholder	As at March 31, 2021		As at March 31, 2020	
	Number of shares	%	Number of shares	%
Larsen & Toubro Limited*	100,527,734	61.03%	100,527,734	61.08%

**With effect from July 2, 2019, the Company has become a subsidiary of L&T. Accordingly, L&T has become the Promoter / Parent Company of the Company.*

e) In the period of five years immediately preceding March 31, 2021:

i) The Company has allotted 83,893,088 and 41,765,661 fully paid up equity shares during the quarter ended March 31, 2016 and June 30, 2014 respectively, pursuant to 1:1 bonus share issue approved by shareholders. Consequently, options/ units granted under the various employee share based plans are adjusted for bonus share issue.

ii) Pursuant to the approval of the Board and the Administrative Committee at its meetings held on June 28, 2017 and July 20, 2017 respectively, the Company bought back 4,224,000 equity shares of ₹ 10 each on a proportionate basis, at a price of ₹ 625 per equity share for an aggregate consideration of ₹ 2,640 (Rupees Two thousand six hundred and forty million only), and completed the extinguishment of the equity shares bought back. Capital redemption reserve has been created to the extent of nominal value of share capital extinguished amounting to ₹ 42. The buyback and creation of capital redemption reserve was effected by utilizing the securities premium and free reserves.

iii) The Company has not allotted any other equity shares as fully paid up without payment being received in cash.

f) **Employee stock based compensation**

The Company instituted the Employees Stock Option Plan ('ESOP') in fiscal 2000, which was approved by the Board of Directors ('the Board'). The Company administers below mentioned restricted stock purchase plan.

Employee Restricted Stock Purchase Plan 2012 ('ERSP 2012')

ERSP 2012 was instituted with effect from July 16, 2012 to issue equity shares of nominal value of ₹ 10 each. Shares under this program are granted to employees at an exercise price of not less than ₹ 10 per equity share or such higher price as determined by the Nomination and Remuneration Committee. Shares shall vest over such term as determined by the Nomination and Remuneration Committee 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,			
	2021		2020	
	Number of share options	Weighted average Exercise Price	Number of share options	Weighted average Exercise Price
Outstanding shares, beginning of the year	-	-	-	-
Granted during the year	154,155	10.00	360,025	10.00
Exercised during the year	145,700	10.00	360,025	10.00
Lapsed during the year	3,255	10.00	-	-
Outstanding shares, end of the year	5,200	10.00	-	-
Shares vested and exercisable, end of the year	5,200	10.00	-	-

Other Stock based compensation arrangements

The Company has also granted letter of intent to issue shares under ERSP 2012 plan to certain employees which is subject to certain vesting conditions. Details of the outstanding options/ units as at March 31, 2021 are given below:

Particulars	ERSP 2012 plan**
Outstanding units/shares as at the beginning of the year	240,450
Number of units/shares granted under letter of intent during the year	144,466
Vested units/ shares	154,155
Lapsed units/ shares	5,000
Cancelled units/ shares	33,595
Outstanding units/shares as at the end of the year	192,166
Contractual life	1-2 years
Date of grant*	July 24, 2019, August 2, 2019, October 24, 2019, January 28, 2020, May 12, 2020, June 18, 2020, October 30, 2020, February 8, 2021
Price per share/ unit*	Exercise price of ₹ 10

**Based on Letter of Intent*

***Does not include direct allotment of shares*

The weighted average fair value of each unit under the above mentioned ERSP 2012 plan, granted during the year ended March 31, 2021 was ₹ 873.36 using the Black-Scholes model with the following assumptions:

Particulars	As at March 31, 2021
Weighted average grant date share price	873.36
Weighted average exercise price	₹ 10
Dividend yield %	0.42%
Expected life	1-2 years
Risk free interest rate	4.31%
Volatility	48.33%

11. Other equity

Particulars	As at March 31, 2021	As at March 31, 2020
a) Capital reserve Any profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments is transferred to capital reserve.	87	87
b) Capital redemption reserve A statutory reserve created to the extent of sum equal to the nominal value of the share capital extinguished on buyback of Company's own shares pursuant to Section 69 of the Companies Act, 2013.	42	42
c) Securities premium Amounts received on issue of shares in excess of the par value has been classified as securities premium, net of utilisation.	399	299
d) General reserve This represents appropriation of profit by the Company.	226	226
e) Special Economic Zone reinvestment reserve This Special Economic Zone reinvestment reserve has been created out of the profit of eligible SEZ units in terms of the provisions of section 10AA(1)(II) of the Income Tax Act, 1961. The reserve should be utilized by the Company for acquiring new plant and machinery for the purpose of its business in terms of the section 10AA(2) of the Income Tax Act, 1961.	1,482	1,218
f) Retained earnings Retained earnings comprises of the amounts that can be distributed by the Company as dividends to its equity share holders.	38,564	30,602
g) Share option outstanding account The share option outstanding account is used to record the value of equity-settled share based payment transactions with employees. The amounts recorded in this account are transferred to securities premium reserve upon exercise of stock options by employees.	98	101
h) Effective portion of Cash Flow Hedges Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognized in other comprehensive income and presented within equity in the cash flow hedging reserve (net of taxes) to the extent that the hedge is effective.	1,352	(2,035)
i) Foreign currency translation reserve Exchange difference relating to the translation of the results and net assets of the Company's foreign operations from their functional currencies to the Group's presentation currency are recognized directly in other comprehensive income and accumulated in the foreign currency translation reserve.	(416)	(416)
j) Other items of other comprehensive income Other items of other comprehensive income consist of fair value changes on FVTOCI financial assets and financial liabilities and re-measurement of net defined benefit liability/asset.	(291)	(202)
Total	**41,543**	**29,922**

11.1 Distributions made and proposed

The amount of per share dividend recognized as distributions to equity shareholders for the year ended March 31, 2021 and March 31, 2020 was ₹ 17.5 and ₹ 30 respectively.

The Board of Directors at its meeting held on April 24, 2020 had recommended a final dividend of 100% (₹ 10 per equity share of par value ₹ 10 each) for the financial year ended March 31, 2020 which was approved by the shareholders at the Annual General Meeting held on July 14, 2020. The aforesaid dividend was paid during the year.

The Board of Directors have recommended a final dividend of 175% (₹ 17.5 per equity share of par value ₹ 10 each) for the financial year ended March 31, 2021 which is subject to the approval of shareholders at the Annual General Meeting.

Non-current liabilities

12. Financial liabilities

12.1 Other financial liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Derivative financial instruments	-	1,744
Employee benefits payable	4	51
Others (Security deposits for sub-lease)	2	3
Total	**6**	**1,798**

Current liabilities

13. Financial liabilities

13.1 Other financial liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Current maturities of long-term debt*	-	5
Book overdraft	-	-
Unclaimed dividends	25	23
Employee benefits payable (refer note 34(f))	4,673	3,599
Derivative financial instruments	33	1,623
Capital creditors**	61	33
Margin money	386	-
Others	72	-
Total	**5,250**	**5,283**

**Current maturities of long-term debt represents 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 was an unsecured loan carrying a simple interest of 3% p.a on the outstanding amount of loan. Repayment of loan was 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.*

The loan was repaid in full during the year.

*** Reclassified from trade payables to conform to better presentation.*

14. Other current liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Unearned income (refer note 14.1)	322	341
Statutory dues (including provident fund and tax deducted at source)	812	804
Advance from customers	732	169
Gratuity payable (net)*	83	282
Liability for discount**	557	708
Others	4	-
Total	**2,510**	**2,304**

** Refer note 20 for details of gratuity plan as per Ind AS 19.*

*** Reclassified from provisions to conform to better presentation.*

14.1 Unearned income

Particulars	For the year ended March 31, 2021	March 31, 2020
Balance at the beginning of the year	341	667
Invoiced during the year	5,151	6,761
Revenue recognized during the year	(5,170)	(7,087)
Balance at the end of the year	**322**	**341**

15. Provisions

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for post contract support services	15	10
Provision for foreseeable losses on contracts	16	62
Provision for compensated absences	1,437	849
Provision for disputed dues*#	759	95
Total	**2,227**	**1,016**

**Represents disputed tax dues provided pursuant to unfavorable orders received from the tax authorities against which the Group has preferred an appeal with the relevant authority. In respect of the provisions of Ind AS 37, the disclosures required have not been provided pursuant to the limited exemption provided under paragraph 92 of Ind AS 37.*

#Also refer note 34 (f).

The disclosure of provisions movement as required under the provisions of Ind AS 37 is as follows:-

Provision for post contract support services

Provision for post contract support services represents cost associated with providing sales support services which are accrued at the time of recognition of revenue and are expected to be utilized within a period of one year.

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Balance at the beginning of the year	10	9
Provisions made during the year	7	2
Released during the year	(2)	(1)
Provision at the end of the year	**15**	**10**

Provision for foreseeable losses on contracts

Provision for foreseeable losses on contracts represents excess of estimated cost over the future revenues to be recognised and expected to be utilized within a period of one year.

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Balance at the beginning of the year	62	18
Provisions made during the year	23	84
Released during the year	(69)	(40)
Provision at the end of the year	**16**	**62**

Provision for disputed dues

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Balance at the beginning of the year	95	90
Provisions made during the year (refer note 34 (f))	664	5
Provision at the end of the year	**759**	**95**

16. Income tax

Income tax expense in the consolidated statement of profit and loss consists of:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Current income tax:		
In respect of the current year	4,214	2,333
Deferred tax		
In respect of the current year	(335)	(354)
Income tax expense reported in the statement of profit and loss	**3,879**	**1,979**
Income tax expense recognised in other comprehensive income:		
- Current tax arising on income and expense recognised in other comprehensive income		
Net loss/ (gain) on remeasurement of defined benefit plan	28	26
- Deferred tax arising on income and expense recognised in other comprehensive income		
Effective portion of cash flow hedges	(1,819)	1,093
Total	**(1,791)**	**1,119**

The reconciliation between the provision of income tax of the Group and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Profit before tax	14,984	8,288
Enacted income tax rate in India	34.94%	34.94%
Computed expected tax expense	5,235	2,896
Effect of:		
Income exempt from tax	(1,771)	(1,055)
Temporary differences reversing during the tax holiday period	(4)	38
Expenses (net) that are not deductible in determining taxable profit	106	62
Different tax rates of branches/subsidiaries operating in other jurisdictions	157	157
True-up of tax provisions related to previous years	155	(119)
Others	1	-
Income tax expense recognised in the statement of profit and loss	**3,879**	**1,979**

The tax rates under Indian Income Tax Act, for the year ended March 31, 2021 and March 31, 2020 was 34.94%.

Deferred tax

Deferred tax assets/(liabilities) as at March 31, 2021 in relation to:

Particulars	As at April 1, 2020	Recognised in profit and loss	Recognised in Other Comprehensive Income	Others	As at March 31, 2021
Property, plant and equipment	513	144	-	-	657
Lease assets net of lease liabilities	98	69	-	-	167
Allowance for expected credit loss	84	21	-	-	105
Provision for compensated absences	288	1	-	-	289
Liability for discount	(13)	13	-	-	-
Intangible assets	(354)	306	-	-	(48)
Net gain on fair value of investments	(126)	(196)	-	-	(322)
Effective portion of cash flow hedges	1,093	-	(1,819)	-	(726)
Others	252	(23)	-	-	229
Total	**1,835**	**335**	**(1,819)**	**-**	**351**

Deferred tax assets/(liabilities) as at March 31, 2020 in relation to:

Particulars	As at April 1, 2019	Recognised in profit and loss	Recognised in Other Comprehensive Income	Others	As at March 31, 2020
Property, plant and equipment	463	50	-	-	513
Lease assets net of lease liabilities	-	98	-	-	98
Allowance for expected credit loss	48	36	-	-	84
Provision for compensated absences	287	1	-	-	288
Liability for discount	(2)	(11)	-	-	(13)
Intangible assets	(398)	44	-	-	(354)
Net gain on fair value of investments	(101)	(25)	-	-	(126)
Effective portion of cash flow hedges	-	-	1,093	-	1,093
Others	91	161	-	-	252
Total	**388**	**354**	**1,093**	**-**	**1,835**

The Group has not created deferred tax assets on the following:

Particulars	As at March 31, 2021	As at March 31, 2020
Unused tax losses (long term capital loss) which expire in:		
-FY 2019-20	-	34
-FY 2021-22	48	48
-FY 2022-23	28	28
-FY 2023-24	22	22
Unused tax losses of foreign jurisdiction	94	306

The Group has units at Bengaluru, Hyderabad, Chennai and Bhubaneshwar 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 Bengaluru and Pune which are registered as 100 percent Export Oriented Units, which were earlier entitled to a tax holiday under Section 10B and Section 10A of the Income Tax Act, 1961.

A portion of the profits of the Group's India operations are exempt from Indian income taxes being profits attributable to export operations from undertakings situated in Special Economic Zone (SEZ). Under the Special Economic Zone Act, 2005 scheme, units in designated Special Economic Zones providing service on or after April 1, 2005 will be eligible for a deduction of 100 percent of profits or gains derived from the export of services for the first five years from the commencement of provision of services and 50 percent of such profits and gains for a further five years. Certain tax benefits are also available for a further five years subject to the unit meeting defined conditions. Dividend income from certain category of investments is exempt from tax. The difference between the reported income tax expense and income tax computed at statutory tax rate is primarily attributable to income exempt from tax.

Pursuant to the changes in the Indian income tax laws in fiscal year 2007, Minimum Alternate Tax (MAT) has been extended to income in respect of which deduction is claimed under the tax holiday schemes discussed above; consequently, the Company has calculated its tax liability for current domestic taxes after considering MAT, as applicable. The excess tax paid under MAT provisions over and above normal tax liability can be carried forward and set-off against future tax liabilities computed under normal tax provisions.

The Group is also subject to tax on income attributable to its permanent establishments in foreign jurisdictions due to operation of its foreign branches and subsidiaries.

17. Revenue from operations

The nature of contract impacts the method of revenue recognition and the contracts are classified as Fixed-price contracts, Maintenance contracts and Time and materials contracts.

Revenue by contract type

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Fixed-price and Maintenance	69%	57%
Time and materials	31%	43%
Total	**100%**	**100%**

Refer note 36 for disaggregation of revenue by industry and geographical segments.

Transaction price allocated to the remaining performance obligations

Particulars	As at March 31, 2021	As at March 31, 2020
Within 1 year	23,149	24,519
1-3 years	17,707	8,332
More than 3 years	3,213	729

The Group has applied practical expedient and has not disclosed information about remaining performance obligations in contracts where the original contract duration is one year or less or where the entity has the right to consideration that corresponds directly with the value of entity's performance completed to date. The above revenue is subject to change in transaction price, if any.

The Group has evaluated the impact of COVID – 19 resulting from (i) the possibility of constraints to render services which may require revision of estimations of costs to complete the contract because of additional efforts (ii) onerous obligations (iii) penalties relating to breaches of service level agreements and (iv) termination or deferment of contracts by customers. The Group has concluded that the impact of COVID–19 is not material based on such evaluation. Due to the nature of the pandemic, the Group will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.

18. Other income

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Net gain on financial assets designated at fair value through profit or loss	909	509
Interest income on financial asset at amortized cost	166	189
Foreign exchange gain/ (loss), net	286	-
Others*	156	58
Total	**1,517**	**756**

**Includes net gain/(loss) on disposal of property, plant and equipment for the year ended March 31, 2021 ₹ 45 (For the year ended March 31, 2020 ₹ 12). Further, includes net gain/(loss) on termination of right-of-use assets for the year ended March 31, 2021 ₹ 33 (For the year ended March 31, 2020 ₹ 8).*

19. Employee benefits expense

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Salaries and wages (refer note 26 (b))	46,719	46,962
Contribution to provident and other funds*	4,084	3,205
Share based payments to employees (refer note 10)	99	102
Staff welfare expenses	230	378
Total	**51,132**	**50,647**

**Includes contribution to defined contribution plans for the year ended March 31, 2021 ₹ 3,832 (For the year ended March 31, 2020 ₹ 3,023). Also refer note 34 (f).*

20. Gratuity

Amount recognized in the statement of profit and loss in respect of gratuity cost (defined benefit plan) is as follows:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Gratuity cost		
Service cost	234	174
Net interest on net defined liability/(asset)	18	8
Re-measurement - actuarial (gain)/loss recognised in OCI	116	109
Net gratuity cost	**368**	**291**
Assumptions		
Discount rate	5.85%	6.30%
Salary increase	0%-7.5%	0%-6%
Withdrawal rate	16.28%	14.54%

Assumptions regarding future mortality experience are set in accordance with the published statistics by the Indian Assured Lives Mortality (2012-14) Ult.

The estimates of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. The expected return on plan assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

The following table sets out the status of the gratuity plan.

Particulars	As at March 31, 2021	As at March 31, 2020
Change in defined benefit obligations		
Obligations at the beginning of the year	1,071	874
Service cost	234	174
Interest cost	67	59
Benefits settled	(124)	(141)
Actuarial (gain)/loss - experience	2	40
Actuarial (gain)/loss – demographic assumptions	(23)	8
Actuarial (gain)/loss – financial assumptions	181	57
Obligations at the end of the year	**1,408**	**1,071**
Change in plan assets		
Plan assets at the beginning of the year, at fair value	789	644
Interest income on plan assets	50	51
Re-measurement - actuarial gain/(loss)	-	-
Return on plan assets greater/(lesser) than discount rate	44	(4)
Contributions	561	226
Benefits settled	(119)	(128)
Plan assets at the end of the year, at fair value	**1,325**	**789**

Historical information :

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Present value of defined benefit obligation	(1,408)	(1,071)	(874)	(705)	(591)
Fair value of plan assets	1,325	789	644	564	500
Asset/ (liability) recognised	**(83)**	**(282)**	**(230)**	**(141)**	**(91)**

The experience adjustments, meaning difference between changes in plan assets and obligations expected on the basis of actuarial assumption and actual changes in those assets and obligations are as follows:

Particulars	As at March 31, 2021	As at March 31, 2020
Experience adjustment on plan liabilities	2	40
Experience adjustment on plan assets	44	(4)

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	As at March 31, 2021		As at March 31, 2020	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(82)	92	(59)	66
Future salary growth (1% movement)	91	(83)	65	(54)

Maturity profile of defined benefit obligation:

Particulars	As at March 31, 2021	As at March 31, 2020
Within 1 year	193	146
1-2 years	182	158
2-3 years	180	172
3-4 years	173	199
4-5 years	160	240
5-10 years	588	1,273
More than 10 years	667	-

The Group expects to contribute ₹ 368 to its defined benefit plans during the next fiscal year.

As at March 31, 2021 and March 31, 2020 100% of the plan assets were invested in insurer managed funds.

The Group has established an income tax approved irrevocable trust fund to which it regularly contributes to finance liabilities of the plan. The fund's investments are managed by certain insurance companies as per the mandate provided to them by the trustees and the asset allocation is within the permissible limits prescribed in the insurance regulations.

21. Finance costs

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest expense on lease liabilities	503	529
Interest expense - others	1	-
Total	504	529

22. Depreciation and amortization expense

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Depreciation of property, plant and equipment (refer note 3)	922	1,343
Depreciation of right-of-use assets (refer note 4)	1,081	959
Amortization of other intangible assets (refer note 5)	593	452
Total	2,596	2,754

23. Other expenses

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Travel expenses	762	3,265
Communication expenses	583	691
Sub-contractor charges	5,730	6,208
Computer consumables	1,514	1,166
Legal and professional charges	526	599
Power and fuel	168	313
Lease rentals*	115	170
Repairs and maintenance		
- Buildings	282	383
- Machinery	43	59
Insurance	105	95
Rates and taxes	534	344
Foreign exchange loss, net	-	83
Other expenses	1,617	2,805
Total	**11,979**	**16,181**

** Represents lease rentals for short term leases and leases of low value assets.*

24. Auditor's remuneration

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Payment to Auditor as:		
(a) auditor	20	20
(b) for taxation matters#	1	1
(c) for other services*##	3	5
(d) for reimbursement of expenses	-	1
Total	**24**	**27**

** The above excludes amounts paid to a firm affiliated to the statutory auditors firm through a networking arrangement as registered with the Institute of Chartered Accountants of India, for the year ended March 31, 2021 is ₹ 5 (for the year ended March 31, 2020 is ₹ 4).*

 # Represents payment towards tax-audit services.

Represents payment towards audit of IFRS financial statements and other attestation engagements.

25. Earnings per share (EPS)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit for the year (A)	11,105	6,309
Weighted average number of equity shares for calculation of basic earnings per share (B)	164,661,734	164,487,369
Weighted average number of equity shares for calculation of diluted earnings per share (C)	164,742,573	164,567,714
Earnings per share:		
Equity shares of par value ₹ 10 each		
(1) Basic (₹) (A/B)	67.44	38.35
(2) Diluted (₹) (A/C)	67.41	38.33

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, 2021		For the year ended March 31, 2020	
	Basic EPS	Diluted EPS	Basic EPS	Diluted EPS
Weighted average number of equity shares outstanding during the year	164,661,734	164,661,734	164,487,369	164,487,369
Weighted average number of equity shares resulting from assumed exercise of employee stock options	-	80,839	-	80,345
Weighted average number of equity shares for calculation of earnings per share	164,661,734	164,742,573	164,487,369	164,567,714

26. Government grants

a) The Group has claimed R&D tax relief under UK corporation tax rules. The Group undertakes R&D activities and incurs qualifying revenue expenditure which is entitled to an additional deduction under UK corporation tax rules, details of which are given below:

Nature of expenses	For the year ended March 31, 2021	For the year ended March 31, 2020
Grant towards R & D credit	51	18
Total	**51**	**18**

The grant recognized in the balance sheet is ₹ 79 as at March 31, 2021 (As at March 31, 2020 is ₹ 46).

b) During the year ended March 31, 2021, the Group received government grants amounting to ₹ 69 from governments of various countries on compliance of several employment-related conditions consequent to the outbreak of COVID-19 pandemic and accordingly, accounted as a credit to employee benefits expense (refer note 19). For the year ended March 31, 2020 ₹ Nil.

27. Other Comprehensive Income (OCI)

Components of changes to OCI by each type of reserve in equity is shown below-

During the year ended March 31, 2021

Particulars	Effective portion of Cash Flow Hedges	FCTR	Other items of Other Comprehensive Income	Total
A (i) Items that will not be reclassified to profit or loss Remeasurement gains/ (losses) on defined benefit plans	-	-	(117)	(117)
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	28	28
	-	**-**	**(89)**	**(89)**
B (i) Items that will be reclassified to profit or loss	5,206	-	-	5,206
(ii) Income tax relating to items that will be reclassified to profit or loss	(1,819)	-	-	(1,819)
	3,387	**-**	**-**	**3,387**
Total	**3,387**	**-**	**(89)**	**3,298**

During the year ended March 31, 2020

Particulars	Effective portion of Cash Flow Hedges	FCTR	Other items of Other Comprehensive Income	Total
A (i) Items that will not be reclassified to profit or loss Remeasurement gains/ (losses) on defined benefit plans	-	-	(109)	(109)
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	26	26
	-	**-**	**(83)**	**(83)**
B (i) Items that will be reclassified to profit or loss Effective portion of Cash Flow Hedges	(3,128)	-	-	(3,128)
(ii) Income tax relating to items that will be reclassified to profit or loss	1,093	-	-	1,093
	(2,035)	**-**	**-**	**(2,035)**
Total	**(2,035)**	**-**	**(83)**	**(2,118)**

28. Leases

a) Group as a lessee

Leases not yet commenced to which the Group is committed, amounts to ₹ 839 for a lease term of 10 years.

b) Group as a lessor

The Group has sublet few of the leased premises. Lease rental income under such non-cancellable operating lease during the year ended March 31, 2021 amounted to ₹ 39 (For the year ended March 31, 2020 amounted to ₹ 15).

Particulars	As at March 31, 2021	As at March 31, 2020
Receivable – Not later than one year	26	27
Receivable – Later than one year and not later than five years	38	4

29. Financial instruments

The carrying value and fair value of financial instruments by categories as at March 31, 2021 and March 31, 2020 is as follows:

Particulars	Carrying Value		Fair Value	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Financial assets				
Amortized cost				
Loans	517	556	517	556
Trade receivable	12,742	14,389	12,742	14,389
Cash and cash equivalents	7,597	3,909	7,597	3,909
Bank balances other than cash and cash equivalents	-	1,961	-	1,961
Other financial assets	2,055	2,805	2,055	2,805
Investment in term deposit (unquoted)	1,821	1,066	1,821	1,066
Investment in debt securities (quoted)	949	596	949	596
Investment in commercial paper (unquoted)	340	-	340	-
FVTOCI				
Investment in equity instruments (unquoted)	1	1	1	1
Investment in preference shares (unquoted)	7	7	7	7
Derivative financial instruments - cash flow hedge	2,088	-	2,088	-
FVTPL				
Investments in mutual fund (quoted)	17,036	6,078	17,036	6,078
Investments in perpetual bonds (quoted)	314	-	314	-
Derivative financial instruments - fair value hedge	5	-	5	-
Total assets	**45,472**	**31,368**	**45,472**	**31,368**
Financial liabilities				
Amortized cost				
Borrowings	-	5	-	5
Lease liabilities	5,377	5,663	5,377	5,663
Trade payables	2,676	2,554	2,676	2,554
Other financial liabilities	5,223	3,709	5,223	3,709
FVTOCI				
Derivative financial instruments - cash flow hedge	2	3,128	2	3,128
FVTPL				
Derivative financial instruments - fair value hedge	31	239	31	239
Total liabilities	**13,309**	**15,298**	**13,309**	**15,298**

The Management assessed that fair value of cash and short-term deposits, trade receivables, other current assets, trade payables, book overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The fair-value of the financial-instruments factor the uncertainties arising out of COVID-19, where applicable.

The following methods and assumptions were used to estimate the fair values:

i) Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Group based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected losses of these receivables.

ii) The fair value of the quoted bonds and mutual funds are based on price quotations at reporting date. The fair value of unquoted instruments, loans from banks and other financial liabilities, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. The valuation requires management to use unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.

iii) Fair values of the Group's interest-bearing borrowings and loans are determined by using Discounted Cash Flow (DCF) method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at March 31, 2021 was assessed to be insignificant.

iv) The fair values of the unquoted equity and preference shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility/ the probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.

v) The Group enters into derivative financial instruments with various counterparties, principally banks with investment grade credit ratings. Interest rate swaps, foreign exchange forward contracts and option contracts are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves etc. As at March 31, 2021 the marked-to-market value of derivative asset positions is net of a credit valuation adjustment attributable to derivative counterparty default risk, as applicable. The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships and other financial instruments recognised at fair value. Also refer note 31.

30. Fair value hierarchy

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value on recurring basis as at March 31, 2021 and March 31, 2020.

Quantitative disclosures of fair value measurement hierarchy for financial assets as at March 31, 2021:

Particulars	Date of valuation	Total	Fair value measurent using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets measured at fair value:					
Derivative financial instruments* (Notes 29, 6.3 & 8.6)	March 31, 2021	2,093	-	2,093	-
FVTOCI financial assets designated at fair value (Notes 29 & 6.1):					
Investment in equity instruments (unquoted)	March 31, 2021	1	-	-	1
Investment in preference shares (unquoted)	March 31, 2021	7	-	-	7
FVTPL financial assets designated at fair value (Notes 29, 6.1 & 8.1):					
Investment in mutual funds (quoted)	March 31, 2021	17,036	17,036	-	-
Investment in perpetual bonds (quoted)	March 31, 2021	314	314	-	-
Financial liabilities measured at fair value:					
Derivative financial instruments* (Notes 29, 12.1 & 13.1):	March 31, 2021	33	-	33	-

There have been no transfers among Level 1, Level 2 and Level 3 during the year.

Quantitative disclosures of fair value measurement hierarchy for financial assets as at March 31, 2020:

Particulars	Date of valuation	Total	Fair value measurent using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets measured at fair value:					
Derivative financial instruments* (Notes 29, 6.3 & 8.6)	March 31, 2020	-	-	-	-
FVTOCI financial assets designated at fair value (Notes 29 & 6.1):					
Investment in equity instruments (unquoted)	March 31, 2020	1	-	-	1
Investment in preference shares (unquoted)	March 31, 2020	7	-	-	7
FVTPL financial assets designated at fair value (Note 29, 6.1 & 8.1):					
Investment in mutual funds (quoted)	March 31, 2020	6,078	6,078	-	-
Financial liabilities measured at fair value:					
Derivative financial instruments* (Notes 29, 12.1 & 13.1):	March 31, 2020	3,367	-	3,367	-

There have been no transfers among Level 1, Level 2 and Level 3 during the year.

Reconciliation of fair value measurement of unquoted investment in equity instruments and preference shares classified as FVTOCI (Level 3)

Particulars	As at March 31, 2021	As at March 31, 2020
Opening balance	8	8
Remeasurement recognised in OCI	-	-
Purchases	-	-
Sales	-	-
Closing balance	8	8

**Derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace.*

Derivative financial instruments

The Group is exposed to foreign currency fluctuations on foreign currency assets/ liabilities and certain Highly Probable Forecast Exposures (HPFE) denominated in foreign currency. The Group follows established risk management policies, including the use of derivatives to hedge foreign currency assets/ liabilities and HPFE. The Group regularly reviews its foreign exchange forward and option positions both on a standalone basis and in conjunction with its underlying foreign currency related exposures. Hence, the movement in Mark To Market (MTM) of the hedge contracts undertaken for such exposures is likely to be offset by contra movements in the underlying exposures values. However, till the point of time that the HPFE becomes an on-balance sheet exposure, the changes in MTM of the hedge contracts will impact the Balance Sheet of the Group. The Group monitors the potential risk arising out of the market factors like exchange rates on a regular basis. The counterparty in these derivative instruments is a bank and the Group considers the risks of non-performance by the counterparty as non-material. For on balance sheet exposures, the Group monitors the risks on net unhedged exposures. The Group has evaluated the impact of the COVID-19 event on its highly probable forecasted transactions and concluded that there was no impact on the probability of occurrence of the hedged transaction. The Group has considered the effect of changes, if any, in both counterparty credit risk and its own credit risk in assessing hedge effectiveness and measuring hedge ineffectiveness.

The following table presents the aggregate contracted principal amounts of the Group's derivative contracts outstanding:

Particulars	As at March 31, 2021	As at March 31, 2020
Non-designated derivative instruments:		
in USD millions	1,146	1,118

The foreign exchange forward and option contracts mature anywhere between 1-36 months. The table below analyzes the derivative financial instruments into relevant maturity groupings based on the remaining period as at the reporting date:

Particulars	As at March 31, 2021		As at March 31, 2020	
	Not later than 12 months	Later than 12 months	Not later than 12 months	Later than 12 months
Forward Contract				
Non-designated derivative instruments (Sell)				
Cash Flow Hedge				
in USD millions	409	587	452	527
Average rate	77.18	81.94	73.87	78.35
in INR millions	31,565	48,100	33,387	41,288
Fair Value Hedge				
in USD millions	132	-	138.70	-
Average rate	73.30	-	74.36	-
in INR millions	9,675	-	10,314	-
Option contracts (three legged option contracts)				
Non-designated derivative instruments				
Number of contracts	12	6	-	-
Notional amount (in USD millions)	12	6	-	-
Fair value (in INR millions)	24	10	-	-

Refer note 27, 29 and 31

Reconciliation of cash flow hedges:

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Balance at the beginning of the year	(2,035)	-
Gain/ (loss) recognized in the other comprehensive income during the year	4,948	(3,256)
Amount reclassified to profit and loss during the year	258	128
Tax impact on the above	(1,819)	1,093
Balance at the end of the year	**1,352**	**(2,035)**

31. Financial risk management

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk, foreign currency risk and interest rate risk. The Group's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Group is foreign exchange risk. The Group uses derivative financial instruments to mitigate foreign exchange related risk exposures. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivative for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Ratings of customers are periodically monitored. The Group has considered the latest available credit-ratings of customers in view of COVID-19 to ensure the adequacy of allowance for expected credit loss towards trade and other receivables.

The following table gives details in respect of revenues generated from top customer and top 5 customers:

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Revenue from top customer	22,984	17,196
Revenue from top 5 customers	32,193	27,344

One customer accounted for more than 10% of the revenue for the year ended March 31, 2021. Further, one customer accounted for more than 10% of the receivables as at March 31, 2021. One customer accounted for more than 10% of the revenue for the year ended March 31, 2020. Further, one customer accounted for more than 10% of the receivables as at March 31, 2020.

Investments

The Group limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Group does not expect any losses from non-performance by these counterparties, and does not have any significant concentration of exposures to specific industry sectors.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. Also, the Group has unutilized credit limits with banks.

The Group's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

The working capital position of the Group is given below:

Particulars	As at March 31, 2021	As at March 31, 2020
Cash and cash equivalents	7,597	3,909
Bank balances other than cash and cash equivalents	-	1,961
Investments in mutual funds (quoted)	16,975	5,334
Investments in non-convertible bonds/ debentures (quoted)	171	544
Investment in term deposit (unquoted)	1,821	1,066
Investment in commercial paper (unquoted)	340	-
Total	**26,904**	**12,814**

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2021 and March 31, 2020:

Particulars	As at March 31, 2021		
	Less than 1 year	1-2 years	2 years and above
Lease liabilities	1,320	1,129	4,851
Trade payables	2,676	-	-
Other financial liabilities	5,217	6	-
Derivative financial instruments - fair value hedge	31	-	-
Derivative financial instruments - cash flow hedge	2	-	-

Particulars	As at March 31, 2020		
	Less than 1 year	1-2 years	2 years and above
Borrowings	5	-	-
Lease liabilities	1,180	1,126	5,720
Trade payables	2,554	-	-
Other financial liabilities	3,655	54	-
Derivative financial instruments - fair value hedge	239	-	-
Derivative financial instruments - cash flow hedge	1,384	1,167	577

Foreign Currency risk

The Group's exchange risk arises from its foreign operations, foreign currency revenues and expenses, (primarily in U.S. Dollars, British Pound Sterling and Euros) and foreign currency borrowings (in U.S. dollars). A significant portion of the Group's revenues are in these foreign currencies, while a significant portion of its costs are in Indian Rupees. As a result, if the value of the Indian Rupee appreciates relative to these foreign currencies, the Group's revenues measured in Rupees may decrease. The exchange rate between the Indian Rupee and these foreign currencies has changed substantially in recent years and may continue to fluctuate substantially in the future. The Group has a foreign exchange hedging committee which meets on a periodic basis to formulate the strategy for foreign currency risk management.

Consequently, the Group uses derivative financial instruments, such as foreign exchange forward contracts and option contracts, to mitigate the risk of changes in foreign currency exchange rates in respect of its forecasted cash flows and trade receivables.

The details in respect of the outstanding foreign exchange forward contracts and option contracts are given under the derivative financial instruments section.

In respect of the Group's forward and options contracts, a 1% decrease/increase in the respective exchange rates of each of the currencies underlying such contracts would have resulted in:

a) an approximately ₹ 97 increase and ₹ 97 decrease in the Group's net profit in respect of its fair value hedges and ₹ 741 increase and ₹ 741 decrease in the Group's effective portion of cash flow hedges as at March 31, 2021;

b) an approximately ₹ 105 increase and ₹ 105 decrease in the Group's net profit in respect of its fair value hedges and ₹ 741 increase and ₹ 741 decrease in the Group's effective portion of cash flow hedges as at March 31, 2020.

The following table presents foreign currency risk from non-derivative financial instruments as of March 31, 2021 and March 31, 2020.

As at March 31, 2021 ₹ in million

Particulars	US$	Euro	Pound Sterling	Other currencies*	Total
Assets					
Trade receivables	8,991	1,491	930	644	12,056
Unbilled revenue	1,206	296	114	118	1,734
Cash and cash equivalents	6,214	228	278	422	7,142
Other assets	35	13	12	6	66
Liabilities					
Lease liabilities	2,370	15	192	34	2,611
Trade payables	1,273	112	262	67	1,714
Other liabilities	2,676	96	285	75	3,132
Net assets/liabilities	**10,127**	**1,805**	**595**	**1,014**	**13,541**

** Others include currencies such as Singapore $, Australian $, Canadian $, Japanese Yen, Malaysian Ringgit, etc.*

As at March 31, 2020 ₹ in million

Particulars	US$	Euro	Pound Sterling	Other currencies*	Total
Assets					
Trade receivables	10,119	1,572	1,258	750	13,699
Unbilled revenue	1,963	110	144	166	2,383
Cash and cash equivalents	2,548	304	279	395	3,526
Other assets	113	26	38	18	195
Liabilities					
Lease liabilities	2,753	24	210	51	3,038
Trade payables	1,535	65	140	38	1,778
Other liabilities	2,222	90	303	96	2,711
Net assets/liabilities	**8,233**	**1,833**	**1,066**	**1,144**	**12,276**

** Others include currencies such as Singapore $, Australian $, Canadian $, Japanese Yen, Malaysian Ringgit, etc.*

For the year ended March 31, 2021, every 1% increase/decrease of the respective foreign currencies compared to functional currency of the Group would impact operating margins by 0.3%/(0.3)%. For the year ended March 31, 2020, the impact on operating margins would be 0.2%/ (0.2)%.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates and investments. The Group's borrowings and investments are primarily short-term, which do not expose it to significant interest rate risk.

32. Capital management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Group monitors the return on capital as well as the level of dividends on its equity shares. The Group's objective when managing capital is to maintain an optimal structure so as to maximize shareholder value.

The capital structure is as follows:

Particulars	As at March 31, 2021	As at March 31, 2020
Total equity attributable to the equity shareholders of the Group	43,190	31,568
As percentage of total capital	89%	85%
Total loans and borrowings	-	5
Total lease liabilities	5,377	5,663
Total loans, borrowings and lease liabilities	5,377	5,668
As a percentage of total capital	11%	15%
Total capital (loans, borrowings, lease liabilities and equity)	**48,567**	**37,236**

The Group is predominantly equity financed which is evident from the capital structure table. Further, the Group has always been a net cash Group with cash and bank balances along with investment which is predominantly investment in liquid and short term mutual funds being far in excess of debt.

33. Related party transaction

Name of related party	Nature of relationship
Larsen & Toubro Limited	Parent Company (Also refer note 10(d))
Larsen & Toubro Infotech Limited	Fellow Subsidiary
L&T Technology Services Limited	Fellow Subsidiary
L&T Investment Management Limited**	Fellow Subsidiary
L&T Thales Technology Services Private Limited	Fellow Subsidiary
Mindtree Foundation	Entity with common key managerial person
Bridgeweave Limited	Entity with common key managerial person
Music Broadcast Limited	Entity with common key managerial person
NuvePro Technologies Private Limited*	Entity in which a key managerial person was a member
Mindtree Limited Employees Gratuity Fund Trust	Gratuity Trust

** Related party under The Companies Act, 2013 till July 17, 2019.*

*** Investment Manager for L&T Mutual Fund.*

Transactions with the above related parties during the year were:

Name of related party	Nature of transaction	For the year ended March 31, 2021	For the year ended March 31, 2020
Mindtree Foundation	Donation paid	17	47
Bridgeweave Limited	Software services rendered	44	38
Mindtree Limited Employees Gratuity Fund Trust	Contribution for Gratuity	561	226
L&T Mutual Fund	Purchase of investments	730	100
	Proceeds from sale of investments	546	100
NuvePro Technologies Private Limited	Software services received	-	1
Larsen & Toubro Limited	Dividend paid	1,759	2,789
	Software services rendered	39	3
	Professional services received	3	-
	Reimbursement of personnel cost	89	-
	Reimbursement of travel and other expenses	3	20
	Guarantee charges	6	-
Larsen & Toubro Infotech Limited	Software services rendered	98	21
	Reimbursement of personnel cost	15	-
	Software services received	10	-
L&T Technology Services Limited	Software services rendered	20	-
	Software services received	9	-
L&T Thales Technology Services Private Limited	Software services rendered	57	-

Balances payable to related parties are as follows:

Name of related party	Nature of balance	As at March 31, 2021	As at March 31, 2020
Larsen & Toubro Limited	Trade Payables	6	20
Larsen & Toubro Infotech Limited	Trade Payables	10	-
L&T Technology Services Limited	Trade Payables	3	-
Mindtree Limited Employees Gratuity Fund Trust	Gratuity contribution payable	76	272

Balances receivable from related parties are as follows:

Name of related party	Nature of balance	As at March 31, 2021	As at March 31, 2020
Bridgeweave Limited	Trade receivables	28	26
	Unbilled revenue	15	7
Larsen & Toubro Infotech Limited	Trade receivables	13	13
	Unbilled revenue	5	8
Larsen & Toubro Limited	Trade receivables	8	2
	Unbilled revenue	-	1
L&T Technology Services Limited	Trade receivables	6	-
	Unbilled revenue	1	-
L&T Thales Technology Services Private Limited	Unbilled revenue	13	-

The amount outstanding are unsecured and will be settled in cash. No guarantee has been given or received.

Off balance sheet items with reference to related parties are as follows:

Name of related party	Nature of balance	As at March 31, 2021	As at March 31, 2020
Larsen & Toubro Limited	Guarantee*	5,147	-

** Performance guarantee given on behalf of the Company*

Key Managerial Personnel (KPM):

Anilkumar Manibhai Naik*	Non-Executive Chairman
Debashis Chatterjee*	CEO and Managing Director
Sekharipuram Narayanan Subrahmanyan*	Non-Executive Vice Chairman
Jayant Damodar Patil*[10]	Non-Executive Director
Ramamurthi Shankar Raman*	Non-Executive Director
Prasanna Rangacharya Mysore*	Independent Director
Deepa Gopalan Wadhwa*	Independent Director
Apurva Purohit	Independent Director
Milind Sarwate[1]	Independent Director
Akshaya Bhargava	Independent Director
Bijou Kurien	Independent Director
Senthil Kumar[2]	Chief Financial Officer
Vedavalli Sridharan[11]	Company Secretary
Vinit Ajit Teredesai[3]	Chief Financial Officer
Krishnakumar Natarajan[4]	Executive Chairman (KMP till July 17, 2019)
Rostow Ravanan[4]	CEO and Managing Director (KMP till July 17, 2019)
N.S. Parthasarathy[4]	Executive Vice Chairman, President and Chief Operating Officer (KMP till July 17, 2019)
Subroto Bagchi[5]	Non-Executive Director (KMP till July 16, 2019)
Pradip Menon[6]	Chief Financial Officer (KMP till November 15, 2019)
Chandrasekaran Ramakrishnan[7]	Independent Director
Dayapatra Nevatia[8]	Executive Director and Chief Operating Officer
Venugopal Lambu[9]	Executive Director and President - Global Markets
Subhodh Shetty[11]	Company Secretary

**KMP subsequent to July 2, 2019, when the Company has become a subsidiary of L&T.*

[1]Mr. Milind Sarwate, Independent Director resigned from the Board with effect from April 24, 2020.

[2] Mr. Senthil Kumar resigned as Chief Financial Officer and Key Managerial Personnel with effect from June 15, 2020 and continues as AVP & Finance Controller with effect from June 15, 2020.

[3] Mr. Vinit Ajit Teredesai was appointed as Chief Financial Officer and Key Managerial Personnel with effect from June 15, 2020.

[4]Mr. Krishnakumar Natarajan, Executive Chairman, Mr. N S Parthasarathy, Executive Vice Chairman and Chief Operating Officer and Mr. Rostow Ravanan, CEO and Managing Director of the Company have resigned from the Board on July 17, 2019.

[5]Mr. Subroto Bagchi, Non-Executive Director of the Company, retired from the Board on July 16, 2019.

[6]Resigned on November 15, 2019

[7]The Nomination and Remuneration Committee and the Board of Directors have approved the appointment of Mr. Chandrasekaran Ramakrishnan as Independent Director with effect from July 15, 2020 for a term of five years upto July 14, 2025, and the same was approved by shareholders through Postal Ballot on December 09, 2020.

[8]The Nomination and Remuneration Committee and the Board of Directors have approved the appointment of Mr. Dayapatra Nevatia, Chief Operating Officer as Executive Director of the Company with effect from October 15, 2020 for a term of five years upto October 14, 2025, and the same was approved by shareholders through Postal Ballot on December 09, 2020.

[9]The Nomination and Remuneration Committee and the Board of Directors have approved the appointment of Mr. Venugopal Lambu, President - Global Markets as Executive Director of the Company with effect from October 15, 2020 for a term of five years upto October 14, 2025, and the same was approved by shareholders through Postal Ballot on December 09, 2020.

[10]Mr. Jayant Damodar Patil, Non-Executive Director has resigned from the Board of Directors of the Company with effect from the close of business hours on October 15, 2020, due to other commitments and the Board of Directors have accepted the same.

[11]Ms. Vedavalli Sridharan has resigned as the Company Secretary of the Company and Compliance Officer and her resignation is effective from the close of business hours on October 31, 2020. The Nomination and Remuneration Committee and the Board of Directors have appointed Mr. Subhodh Shetty as Company Secretary and Compliance Officer effective November 01, 2020.

Transactions with key managerial personnel

Dividends paid to directors during the year ended March 31, 2021 amounts to ₹ 0 and for the year ended March 31, 2020 amounts to ₹ 397. Further, during the year ended March 31, 2021, 23,255 (March 31, 2020: 7,875) shares were allotted to the key managerial personnel.

Compensation of key managerial personnel of the Group

Particulars	For the year ended*	
	March 31, 2021	March 31, 2020
Short-term employee benefits	214	146
Share-based payment transactions	35	16
Others	34	21
Total compensation paid to key managerial personnel	**283**	**183**

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

34. Contingent liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Claims against the Group not acknowledged as debts	824	1,074

a) The Group has received income tax assessment order for financial years 2006-07 and 2007-08 for the erstwhile subsidiary Mindtree Technologies Private Limited (MTPL) with demands amounting to ₹ 11 and ₹ 10 respectively 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 with Commissioner of Income Tax (Appeals) against the demand received. The Group has not deposited the amount of demand with the department. The department has adjusted pending refunds amounting to ₹ 18 against these demands.

b) The Group has received income tax assessment order 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, 2007-08 and 2008-09 wherein demand of ₹ 215, ₹ 49, ₹ 61, ₹ 28, ₹ 58, ₹ 214 and ₹ 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 Income Tax Appellate Tribunal (ITAT). The Group has deposited ₹ 15 with the department against these demands. The department has adjusted pending refunds amounting to ₹ 556 against these demands. The Group received a favorable order from the Commissioner of Income Tax (Appeals) for the financial 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 Deputy Commissioner of Income Tax has completed the reassessment and has issued a Final assessment order with a revised demand amounting to ₹ 202 due to 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 has filed an appeal with Commissioner of Income Tax (Appeals). The Group has received the order from the Commissioner of Income Tax (Appeals) for the financial year 2004-05 and on the unfavorable grounds, the Group had filed an appeal with ITAT, Bengaluru. ITAT has issued a favorable order in connection with TP proceedings. Order giving effect to the ITAT order is yet to be received. The Group has received the order from ITAT for the financial year 2005-06 and ITAT has remanded the matter back to the Assessing Officer for re-assessment. The Group has filed an appeal with the Hon'ble High Court of Karnataka. The Hon'ble High Court has dismissed the appeal and this matter is pending with Assessing Officer. The Group has received the order from ITAT for the financial year 2007-08 and ITAT has quashed the order of the Assessing Officer. Order giving effect to the ITAT order is yet to be received.

The Group has received revised order for the financial year 2008-09 under section 263 from Assessing Officer raising an additional demand of ₹ 61, taking the total demand to ₹ 124. The Group had filed an appeal before ITAT. Subsequently, the group has received the order from ITAT for the financial year 2008-09 and ITAT has quashed the order of the Assessing Officer. Order giving effect to the ITAT order is yet to be received. During the year ended March 31, 2020, the Group has filed a writ petition with the Hon'ble High Court of Karnataka to stay the proceedings of the assessing officer for the financials years 2007-08 and 2008-09.

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 favorable order received by the Group for the financial year 2001-02 from the Commissioner of Income Tax (Appeals) and an evaluation of the facts and circumstances, no provision been made against the above orders in the financial statements.

c) 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 ₹ 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 ITAT. The final order giving effect by the Assessing Officer is completed and the demand is reduced to ₹ 33. The Group has deposited ₹ 5 with the department against this demand."

d) The Group has received the revised order under section 263 for financial year 2009-10 from Assessing Officer reducing the demand to ₹ 6. The Group has filed an appeal before ITAT. ITAT has dismissed the appeal. Order giving effect has been received. The Group has filed an appeal before Commissioner of Income Tax (Appeals).

e) The Group has received a final assessment order for financial year 2012-13 from the Deputy Commissioner of Income Tax with a demand amounting to ₹ 15 on account of certain disallowances. 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).

f) During the year ended March 31, 2018, the Group received an order passed under section 7A of the Employees Provident Fund & Miscellaneous Provisions Act, 1952 from Employees Provident Fund Organisation (EPFO) claiming provident fund contribution aggregating to ₹ 250 for dues up to June 2016, and excludes any additional interest that may be determined by the authorities from that date till resolution of the dispute, on (a) full salary paid to International Workers and (b) special allowance paid to employees. Based on a legal advice obtained, the Group has assessed that it has a legitimate ground for appeal, and has contested the order by filing an appeal with the Employees' Provident Funds Appellate Tribunal. The Group has, during the year, in view of the changes in the regulations with the new wage code and social security code, supported by legal advice, re-estimated the probability of any liability arising from this matter and has accordingly recognized a provision of ₹ 659 (March 31, 2020: ₹ Nil), including estimated interest, as on the date of the balance sheet.

35. Capital Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for as at March 31, 2021 is ₹ 431 (As at March 31, 2020: ₹ 511).

36. Segment information

The CEO & MD of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. The CODM evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by industry classes. Accordingly, segment information has been presented for industry classes.

The Group is structured into four reportable business segments – RCM, BFSI, CMT and TH. The reportable business segments are in line with the segment wise information which is being presented to the CODM.

Each segment item reported is measured at the measure used to report to the Chief Operating Decision Maker for the purposes of making decisions about allocating resources to the segment and assessing its performance.

Geographic information is based on business sources from that geographic region and delivered from both on-site and off-shore. The geographic regions comprise of North America, Continental Europe, UK and Ireland and Asia Pacific (includes Rest of the World). For prior years the geographic regions were classified as America comprising of United States of America and Canada, Europe including continental Europe and United Kingdom; Rest of the world comprising of all other geographies except those mentioned above and India. Accordingly, the comparative numbers have been restated to give effect to the change in geographic information.

Income and direct expenses in relation to segments are categorized 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 Management therefore believes that it is not practical to provide segment disclosures relating to such expenses and accordingly such expenses are separately disclosed as "unallocated" and directly charged against total income.

CODM does not review assets and liabilities at reportable segments level, hence segment disclosure relating to total assets and liabilities has not been provided. Geographical information on revenue and industry revenue information is collated based on individual customer invoices or in relation to which the revenue is otherwise recognized.

Industry Segments:

Statement of income	For the year ended	
	March 31, 2021	March 31, 2020
Segment revenue from external customers		
RCM	17,166	16,439
BFSI	15,632	16,479
CMT	39,835	31,793
TH	7,045	12,932
Total	**79,678**	**77,643**
Segment operating income (loss)		
RCM	3,684	2,844
BFSI	3,310	2,001
CMT	8,891	4,754
TH	682	1,299
Total	**16,567**	**10,898**
Depreciation and amortization expense	(2,596)	(2,754)
Profit for the year before finance expenses, other income and tax	**13,971**	**8,144**
Finance costs	(504)	(529)
Other income	1,065	567
Interest income	166	189
Foreign exchange gain/ (loss)	286	(83)
Net profit before taxes	**14,984**	**8,288**
Income taxes	(3,879)	(1,979)
Net profit after taxes	**11,105**	**6,309**

Other information	For the year ended	
	March 31, 2021	March 31, 2020
Other significant non-cash expense (Allocable)		
RCM	32	28
BFSI	(11)	32
CMT	11	45
TH	(18)	100

Geographical information

Revenues	For the year ended	
	March 31, 2021	March 31, 2020
North America	61,767	58,025
Continental Europe	5,702	6,590
UK and Ireland	6,164	6,545
Asia Pacific	6,045	6,483
Total	**79,678**	**77,643**

Note:

Management believes that it is currently not practicable to provide disclosure of assets by geographical location, as meaningful segregation of the available information is onerous.

Refer note 31 on Financial risk management for information on revenue from major customers.

37. Total expenditure incurred on Corporate Social Responsibility (CSR) activities during the year ended March 31, 2021 is ₹ 80 (during the year ended March 31, 2020 is ₹ 343).

38. Non-current assets held for sale

The Company, in an earlier year, had entered into a lease arrangement with a lessor for lease of a piece of land for a period of 30 years. Also, the Company had purchased two buildings constructed by the lessor on the above referred land vide a separate purchase agreement and capitalized in the books of account. During the previous year, the Company received a communication from the lessor wherein it is mentioned that the lessor would like to convert the existing lease into a regular commercial lease agreement and would like to refund the residual value of the deposits and the value of the buildings under the present agreements and enter into a fresh agreement. During the year, the Company has completed the sale of the said buildings and termination of lease for the said land for a price equivalent to their written down values. Accordingly, the said buildings and the land have been derecognised. On entering into a regular commercial lease agreement, right-of-use asset and lease liability has been accounted in accordance with Ind AS 116 'Leases'. Accordingly, the improvements made to buildings earlier has been reclassified to "leasehold improvements" (refer note 3 & 4).

39. The new Code on Social Security, 2020 (the Code) has been enacted, which would impact the contributions by the Group towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified. The Ministry of Labour and Employment (the Ministry) has released draft rules for the Code on November 13, 2020 and has invited suggestions from stake holders which are under active consideration by the Ministry. The Group will complete its evaluation and will give appropriate impact in its financial statements in the period in which the Code becomes effective and the related rules are published.

40. Dues to micro, small and medium enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2021 and March 31, 2020 has been made in the financial statements based on information received and available with the Group. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Group has not received any claim for interest from any supplier as at the balance sheet date.

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
The principal amount remaining unpaid to any supplier at the end of each accounting year;	43	8
The interest due thereon remaining unpaid to any supplier at the end of each accounting year;	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006;	-	-

41. Statement of Net assets and Profit or loss attributable to owners and minority interest

Name of the entity	Net assets, i.e. total assets minus total liabilities		Share in profit or loss for the year ended March 31, 2021		Share in other comprehensive income for the year ended March 31, 2021		Share in total comprehensive income for the year ended March 31, 2021	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent								
Mindtree Limited*	99.96%	43,173	99.98%	11,103	100.00%	3,298	99.99%	14,401
Foreign subsidiary								
Mindtree Software (Shanghai) Co. Ltd	0.04%	17	0.02%	2	0.00%	-	0.01%	2

**after adjusting inter company transactions and balances and includes goodwill and intangible assets arising on account of acquisition.*

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

Balance sheet items

Amount in ₹

Particulars	As at March 31, 2021	As at March 31, 2020
Share application money pending allotment (refer note 11)	52,000	-
Cash on hand (refer note 8.3)	32,432	32,432
12,640 (March 31, 2020: 12,640) equity shares in Worldcast Technologies Private Limited (refer note 6.1)	126,400	126,400

Related party transactions (refer note 33)

Amount in ₹

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Amitav Bagchi - Professional services received	-	450,000
Music Broadcast Limited - Sales & marketing services received	385,280	-
Larsen & Toubro Limited - Purchase of computer	150,526	-
Debashis Chatterjee - Dividend paid	150,000	-

As per our report of even date attached
For **Deloitte Haskins & Sells**
Chartered Accountants

For and on behalf of the Board of Directors of **Mindtree Limited**

Monisha Parikh
Partner

Ramamurthi Shankar Raman
Non-Executive Director
Place: Mumbai

Debashis Chatterjee
CEO & Managing Director
Place: Bengaluru

Vinit Ajit Teredesai
Chief Financial Officer
Place: Pune

Subhodh Shetty
Company Secretary
Place: Mumbai

Place: Bengaluru
Date: April 16, 2021

Date: April 16, 2021

INDEPENDENT AUDITOR'S REPORT TO THE BOARD OF DIRECTORS OF MINDTREE LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of MINDTREE LIMITED ('the Parent') and its subsidiaries (the Parent and its subsidiaries together referred to as 'the Group'), which comprise the Consolidated Statement of Financial Position as at March 31, 2021, the Consolidated Statement of Profit or Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give a true and fair view in conformity with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), of the consolidated state of affairs of the Group as at March 31, 2021, its consolidated profit, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) issued by the Institute of Chartered Accountants of India ("ICAI"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the ICAI and we have fulfilled our ethical responsibilities in accordance with ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	**Expected Credit Loss:** As described in Note 3 (viii) of the consolidated financial statements for the year ended March 31, 2021, the management has determined the allowance for credit losses based on historical loss experience adjusted to reflect the impact of the economic conditions. The allowance for credit loss model requires consideration of the effect of COVID-19 pandemic event on the customers' business operations/ability to pay dues. Based on such analysis the Group has recorded an allowance aggregating to ₹ 448 Million as at March 31, 2021, considered in Note 8 of the consolidated financial statements. We identified allowance for credit losses as a key audit matter because the Group exercises significant judgment in calculating the expected credit losses.	**Principal audit procedures performed** We have performed the following procedures: i. Evaluated the design and implementation including the operating effectiveness of the controls over: • Basis of consideration of the impact of the economic conditions • Completeness and accuracy of the data used in estimation of probability of default • Computation of the expected credit loss allowance ii. Carried out inquiries with the management to understand the impact of COVID-19 in terms of identification of distressed customers and evaluation of recoverability of dues, extension in contractual terms for collections. iii. Tested the completeness and accuracy of the ageing of accounts receivable data. iv. Selected a sample of the customers, and • Verified publicly available credit reports and other information relating to the Group's customers to test if the management had correctly considered the adjustments to credit risk. • Obtained and verified the details of credit period extension granted to the customers and developed an expectation of similar extensions across other customers of the Group. v. Recomputed the expected credit loss allowance considering the above determined input data and compared the amounts so recomputed with the amounts recorded by the management to determine if there were any material differences individually or in the aggregate.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Message from the Chairman, Message from the CEO & MD, Message from the CFO, Management Discussion and Analysis, Business Responsibility Report, Director's Report, Corporate Governance, Risk Management Report and Global Presence, but does not include the consolidated (including financial statements prepared in accordance with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS")) and standalone Ind AS financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and any other information which is expected to form part of the annual report, which is expected to be made available to us after that date.
- Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Board of Directors of the Parent, is responsible for the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with IFRS as issued by the IASB.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the entities included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the companies covered in the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management of the Parent.
- Conclude on the appropriateness of Parent's management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to

continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent regarding, among other matters, the planned scope and timing of the audit and significant audit findings that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 008072S)

Monisha Parikh
Partner
(Membership No. 47840)
UDIN-21047840AAAABJ5018

Bengaluru, April 16, 2021

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

₹ in million, except share data

Particulars	Note	As at March 31, 2021	As at March 31, 2020
ASSETS			
Goodwill	6b	4,732	4,732
Property, plant and equipment	4	3,263	3,536
Right-of-use assets	5	4,773	5,201
Intangible assets	6a	214	759
Investments	7	1,161	804
Derivative financial instruments		1,225	-
Deferred tax assets	19	351	1,835
Non-current tax assets		1,593	1,613
Other non-current assets	10	548	537
Total non-current assets		**17,860**	**19,017**
Trade receivables	8	12,742	14,389
Other current assets	10	1,687	1,737
Unbilled revenues		3,553	3,148
Investments	7	19,307	6,944
Derivative financial instruments		868	-
Cash and cash equivalents	9	7,597	3,909
Bank balances other than cash and cash equivalents	9.1	-	1,961
Non-current assets held for sale	32	-	461
Total current assets		**45,754**	**32,549**
TOTAL ASSETS		**63,614**	**51,566**
EQUITY			
Share capital	11	1,647	1,646
Share premium		399	299
Retained earnings		38,729	30,767
Other components of equity		2,419	(1,140)
Equity attributable to owners of the Company		43,194	31,572
Total equity		**43,194**	**31,572**
LIABILITIES			
Lease liabilities		4,492	4,964
Other non-current liabilities	17	6	54
Derivative financial instruments		-	1,744
Total non-current liabilities		**4,498**	**6,762**
Loans and borrowings	14	-	5
Lease liabilities		885	699
Trade payables and accrued expenses	15	2,676	2,554
Unearned revenue	16	322	341
Current tax liabilities		2,378	1,380
Derivative financial instruments		33	1,623
Employee benefit obligations	18	1,520	1,131
Other current liabilities	17	7,318	5,332
Provisions	17	790	167
Total current liabilities		**15,922**	**13,232**
Total liabilities		**20,420**	**19,994**
TOTAL EQUITY AND LIABILITIES		**63,614**	**51,566**

The accompanying notes form an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

₹ in million, except share data

Particulars	Note	Year ended March 31, 2021	Year ended March 31, 2020
Revenues	20	79,678	77,643
Cost of revenues	22	(55,544)	(56,163)
Gross profit		**24,134**	**21,480**
Selling, general and administrative expenses	22	(10,163)	(13,336)
Results from operating activities		**13,971**	**8,144**
Foreign exchange gain/(loss)		286	(83)
Finance expenses		(504)	(529)
Finance and other income	21	1,231	756
Profit before tax		**14,984**	**8,288**
Income tax expense	19	(3,879)	(1,979)
Profit for the year		**11,105**	**6,309**
Attributable to:			
Owners of the Company		11,105	6,309
Non-controlling interests		-	-
		11,105	**6,309**
Earnings per share:	24		
Equity shares of par value ₹ 10 each			
Basic (₹)		67.44	38.35
Diluted (₹)		67.41	38.33
Weighted average number of equity shares used in computing earnings per share:			
Basic		164,661,734	164,487,369
Diluted		164,742,573	164,567,714

The accompanying notes form an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

₹ in million, except share data

Particulars	Year ended	
	March 31, 2021	March 31, 2020
Profit for the year	11,105	6,309
Other comprehensive income, net of taxes		
Items that will not be reclassified to profit or loss		
- Defined benefit plan actuarial gains/ (losses)	(89)	(83)
Items that may be reclassified subsequently to profit or loss		
- Net change in fair value of cash flow hedges	3,387	(2,035)
Total other comprehensive income (loss), net of taxes	**3,298**	**(2,118)**
Total comprehensive income for the year	**14,403**	**4,191**
Attributable to:		
Owners of the Company	14,403	4,191
Non-controlling interests	-	-
	14,403	**4,191**

The accompanying notes form an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

₹ in million, except share data

Particulars	No. of shares	Share capital	Share premium	Retained earnings	Other components of equity (refer note 11)						Equity attributable to owners of the Company	Total equity
					Share based payment reserve	Special Economic Zone reinvestment reserve	Capital redemption reserve	Other reserves	Effective portion of Cash Flow Hedges	Foreign Currency Translation Reserve		
Balance as at April 1, 2019	**164,214,041**	**1,642**	**133**	**30,430**	**165**	**1,036**	**42**	**33**	**-**	**(416)**	**33,065**	**33,065**
Impact of adoption of IFRS 16		-	-	157	-	-	-	-	-	-	157	157
Issue of equity shares on exercise of options/ restricted shares	360,025	4	-	-	-	-	-	-	-	-	4	4
Profit for the year		-	-	6,309	-	-	-	-	-	-	6,309	6,309
Other comprehensive income		-	-	-	-	-	-	(83)	(2,035)	-	(2,118)	(2,118)
Created during the year		-	-	(1,022)	-	1,022	-	-	-	-	-	-
Utilised during the year		-	-	840	-	(840)	-	-	-	-	-	-
Transferred to share premium on allotment against stock options		-	166	-	(166)	-	-	-	-	-	-	-
Compensation cost related to employee share based payment (refer note 23)		-	-	-	102	-	-	-	-	-	102	102
Cash dividend paid (including dividend tax thereon)		-	-	(5,947)	-	-	-	-	-	-	(5,947)	(5,947)
As at March 31, 2020	**164,574,066**	**1,646**	**299**	**30,767**	**101**	**1,218**	**42**	**(50)**	**(2,035)**	**(416)**	**31,572**	**31,572**
Balance as at April 1, 2020	**164,574,066**	**1,646**	**299**	**30,767**	**101**	**1,218**	**42**	**(50)**	**(2,035)**	**(416)**	**31,572**	**31,572**
Issue of equity shares on exercise of options/ restricted shares	145,700	1	-	-	-	-	-	-	-	-	1	1
Profit for the year		-	-	11,105	-	-	-	-	-	-	11,105	11,105
Other comprehensive income		-	-	-	-	-	-	(89)	3,387	-	3,298	3,298
Created during the year		-	-	(848)	-	848	-	-	-	-	-	-
Utilised during the year		-	-	584	-	(584)	-	-	-	-	-	-
Transferred to share premium on allotment against stock options		-	100	-	(100)	-	-	-	-	-	-	-
Compensation cost related to employee share based payment (refer note 23)		-	-	-	99	-	-	-	-	-	99	99
Transfer on account of share options not exercised		-	-	2	(2)	-	-	-	-	-	-	-
Cash dividend paid (including dividend tax thereon) (refer note 11.a)		-	-	(2,881)	-	-	-	-	-	-	(2,881)	(2,881)
As at March 31, 2021	**164,719,766**	**1,647**	**399**	**38,729**	**98**	**1,482**	**42**	**(139)**	**1,352**	**(416)**	**43,194**	**43,194**

The accompanying notes form an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS

₹ in million

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Cash flow from operating activities		
Profit for the year	11,105	6,309
Adjustments for :		
Depreciation of property, plant and equipment	922	1,343
Amortization of intangible assets	593	452
Depreciation of right-of-use assets	1,081	959
Impairment loss recognized on non-current assets held for sale	2	39
Share based payments to employees	99	102
Allowance for expected credit losses	62	160
Finance expenses	504	529
Income tax expense	3,879	1,979
Interest / dividend income	(166)	(189)
Loss/ (gain) on sale of property, plant and equipment	(45)	(12)
Loss/ (gain) on disposal of Right-of-use assets	(33)	(8)
Net gain on financial assets designated at fair value through profit or loss	(909)	(509)
Unrealised exchange difference on lease liabilities	(59)	246
Unrealised exchange difference on fair value hedge	(213)	320
Effect of exchange differences on translation of foreign currency cash and cash equivalents	214	(288)
Changes in operating assets and liabilities		
Trade receivables	1,585	(1,193)
Unbilled revenues	(405)	(156)
Other assets	45	(1)
Bank balances other than cash and cash equivalents	1,961	(1,961)
Trade payables and accrued expenses	122	537
Unearned revenues	(19)	(326)
Other liabilities	2,803	1,559
Net cash provided by operating activities before taxes	**23,128**	**9,891**
Income taxes paid, net of refunds	(3,168)	(1,640)
Net cash provided by operating activities	**19,960**	**8,251**
Cash flow from investing activities		
Expenditure on property, plant and equipment	(673)	(1,241)
Proceeds from sale of property, plant and equipment	59	21
Payment towards initial direct cost of right-of-use assets	(5)	-
Interest income received from investments	168	133
Proceeds from sale of non-current assets held for sale	459	-
Purchase of Investments	(35,976)	(33,066)
Proceeds from sale of investments	24,135	33,924
Net cash (used in) investing activities	**(11,833)**	**(229)**
Cash flow from financing activities		
Issue of share capital (net of issue expenses paid)	1	4
Payment of lease liabilities	(837)	(490)
Finance expenses (including interest towards lease liabilities)	(504)	(529)
Repayment of long-term borrowings	(5)	(5)
Dividends paid (including distribution tax)	(2,880)	(5,940)
Net cash (used in) financing activities	**(4,225)**	**(6,960)**
Effect of exchange differences on translation of foreign currency cash and cash equivalents	(214)	288
Net increase in cash and cash equivalents	**3,688**	**1,350**
Cash and cash equivalents at the beginning of the year	3,909	2,559
Cash and cash equivalents at the end of the year (Note 9)	**7,597**	**3,909**

Reconciliation of liabilities from financing activities for the year ended March 31, 2021

₹ in million

Particulars	As at March 31, 2020	Proceeds/ Impact of IFRS 16	Repayment	Fair value changes	As at March 31, 2021
Long-term borrowings (including current portion)	5	-	(5)	-	-
Lease liabilities	5,663	610	(837)	(59)	5,377
Total liabilities from financing activities	**5,668**	**610**	**(842)**	**(59)**	**5,377**

Reconciliation of liabilities from financing activities for the year ended March 31, 2020

₹ in million

Particulars	As at March 31, 2019	Proceeds/ Impact of IFRS 16	Repayment	Fair value changes	As at March 31, 2020
Long-term borrowings (including current portion)	10	-	(5)	-	5
Short-term borrowings	-	5,907	(490)	246	5,663
Total liabilities from financing activities	**10**	**5,907**	**(495)**	**246**	**5,668**

The accompanying notes form an integral part of these consolidated financial statements

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

1. Company overview

Mindtree Limited ('Mindtree' or 'the Company') together with its subsidiaries Mindtree Software (Shanghai) Co. Ltd, and Bluefin Solutions Sdn Bhd., 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 four industry verticals – Retail, CPG and Manufacturing (RCM), Banking, Financial Services and Insurance (BFSI), Communications, Media and Technology (CMT) (erstwhile High Technology and Media - Hi-tech) and Travel and Hospitality (TH). 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 Company is a public limited company incorporated and domiciled in India and has its registered office at Bengaluru, Karnataka, India and has offices in India, United States of America (USA), United Kingdom (UK), Japan, Singapore, Malaysia, Australia, Germany, Switzerland, Sweden, UAE, Netherlands, Canada, Belgium, France, Ireland, Poland, Mexico, Republic of China, Norway, Finland, Denmark, Spain and New Zealand. The Company has its primary listings on the Bombay Stock Exchange and National Stock Exchange in India. The Company became a subsidiary of Larsen & Toubro Limited (L&T) with effect from July 2, 2019 (Refer note 28). The consolidated financial statements were authorized for issuance by the Company's Board of Directors on April 16, 2021.

2. Basis of preparation of financial statements

(a) Statement of compliance

The consolidated financial statements (the 'financial statements') as at and for the year ended March 31, 2021 have been prepared in accordance with International Financial Reporting Standards and its interpretations ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

(b) Basis of measurement

The financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant IFRS:

i. Derivative financial instruments;

ii. Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments);

iii. Share based payment transactions and

iv. Defined benefit and other long-term employee benefits

(c) Functional and presentation currency

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the entity operates. All financial information presented in Indian Rupees has been rounded to the nearest million except share and per share data.

(d) Use of estimates and judgment

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

(i) Revenue recognition:

(a) The Group uses the percentage of completion method using the input (cost expended) method to measure progress towards completion in respect of fixed price contracts. Percentage of completion method accounting relies on estimates of total expected contract revenue and costs. This method is followed when reasonably dependable estimates of the revenues and costs applicable to various elements of the contract can be made. Key factors that are reviewed in estimating the future costs to complete include estimates of future labour costs and productivity efficiencies. As the financial reporting of these contracts depends on estimates that are assessed continually during the term of these contracts, recognized revenue and profit are subject to revisions as the contract progresses to completion. When estimates indicate that a loss will be incurred, the loss is provided for in the period in which the loss becomes probable.

(b) Contracts with customers often include promises to transfer multiple products and services to a customer. Determining whether products and services are considered distinct performance obligations that should be accounted for separately or together requires significant judgment based on nature of the contract, transfer of control over the product or service, ability of the product or service to benefit the customer on its own or together with other readily available resources and the ability of the product or service to be separately identifiable from other promises in the contract.

(ii) Income taxes:

The Group's two major tax jurisdictions are India and USA, though the Group also files tax returns in other foreign jurisdictions. Significant judgments are involved in determining the provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions. Also refer Note 19.

(iii) Leases:

The Group considers all the extension-options under the commercial contract for determining the lease-term which forms the basis for the measurement of right-of-use asset and the corresponding lease-liability.

(iv) Other estimates:

The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Group estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required. The stock compensation expense is determined based on the Group's estimate of equity instruments that will eventually vest.

(v) Estimation uncertainty relating to COVID-19 outbreak:

The Group has considered internal and certain external sources of information including credit reports, economic forecasts and industry reports, up to the date of approval of the financial statements in determining the impact on various elements of its financial statements. The Group has used the principles of prudence in applying judgments, estimates and assumptions including sensitivity analysis and based on the current estimates, the Group has accrued its liabilities and also expects to fully recover the carrying amount of trade receivables including unbilled receivables, goodwill, intangible assets and investments and derivatives. The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements.

3. Significant accounting policies

(i) Basis of consolidation

Subsidiaries

The financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries).

Control exists when the Company has power over an investee, exposure or rights to variable returns from its involvement with the investee and ability to use its power to affect those returns. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statement of subsidiaries are consolidated on a line-by-line basis and intra-group balances and transactions including un-realized gain/ loss from such transactions are eliminated upon consolidation. The financial statements are prepared by applying uniform policies in use at the Group.

(ii) Functional and presentation currency

Items included in the financial statements of each of the Group's subsidiaries are measured using the currency of the primary economic environment in which these entities operate (i.e. the "functional currency"). The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

(iii) Foreign currency transactions and balances

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of profit or loss and reported within foreign exchange gains/ (losses).

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

For the purposes of presenting the consolidated financial statements assets and liabilities of Group's foreign operations with functional currency different from the Company are translated into Company's functional currency i.e. INR using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used.

Exchange differences arising, if any are recognised in other comprehensive income and accumulated in equity.

On the disposal of foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to the statement of profit or loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the exchange rate in effect at the balance sheet date.

Foreign currency gains and losses are reported on a net basis. This includes changes in the fair value of foreign exchange derivative instruments, which are accounted at fair value through profit or loss.

(iv) Financial instruments

All financial instruments are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trade) are recognised on trade date. Loans and borrowings and payable are recognised net of directly attributable transactions costs.

For the purpose of subsequent measurement, financial instruments of the Group are classified in the following categories: non-derivative financial assets comprising amortized cost, debt instruments at fair value through other comprehensive income (FVTOCI), equity instruments at FVTOCI or fair value through profit or loss account (FVTPL), non-derivative financial liabilities at amortized cost or FVTPL and derivative financial instruments (under the category of financial assets or financial liabilities) at FVTPL.

The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at initial recognition.

(a) Non-derivative financial assets

(i) *Financial assets at amortized cost*

A financial asset shall be measured at amortized cost if both of the following conditions are met:

(a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

(b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment loss.

Financial assets at amortized cost are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

Cash and cash equivalents comprise cash on hand and in banks and demand deposits with banks which can be withdrawn at any time without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Group's cash management system.

(ii) *Debt instruments at FVTOCI*

A debt instrument shall be measured at fair value through other comprehensive income if both of the following conditions are met:

(a) the objective of the business model is achieved by both collecting contractual cash flows and selling financial assets; and

(b) the asset's contractual cash flow represent SPPI

Debt instruments included within FVTOCI category are measured initially as well as at each reporting period at fair value plus transaction costs. Fair value movements are recognised in other comprehensive income (OCI). However, the Group recognises interest income, impairment losses & reversals and foreign exchange gain/(loss) in statement of profit or loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss. Interest earned is recognised under the effective interest rate (EIR) method.

(iii) *Equity instruments at FVTOCI*

All equity instruments are measured at fair value. Equity instruments held for trading is classified as FVTPL. For all other equity instruments, the Group may make an irrevocable election to present subsequent changes in the fair value in OCI. The Group makes such election on an instrument-by-instrument basis.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividend are recognised in OCI. There is no recycling of the amount from OCI to statement of profit or loss, even on sale of the instrument. However, the Group may transfer the cumulative gain or loss within the equity.

(iv) *Financial assets at FVTPL*

FVTPL is a residual category for financial assets. Any financial asset which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as FVTPL.

In addition, the Group may elect to designate the financial asset, which otherwise meets amortized cost or FVTOCI criteria, as FVTPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency.

Financial assets included within the FVTPL category are measured at fair values with all changes recorded in the statement of profit or loss.

(b) Non-derivative financial liabilities

(i) Financial liabilities at amortized cost:

Financial liabilities at amortized cost represented by borrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method.

(ii) Financial liabilities at FVTPL:

Financial liabilities at FVTPL represented by contingent consideration are measured at fair value with all changes recognised in the consolidated statement of profit or loss.

(c) Derivative financial instruments

The Group holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in foreign exchange rates on foreign currency assets or liabilities and forecasted cash flows denominated in foreign currencies. The counter party for these contracts is generally a bank.

Derivatives are recognized and measured at fair value. Attributable transaction costs are recognized in statement of profit or loss as cost.

(i) Cash flow hedges: Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognized in other comprehensive income and presented within equity in the cash flow hedging reserve to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognized in the statement of profit or loss. If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, then hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the consolidated statement of profit or loss upon the occurrence of the related forecasted transaction.

The Group separates the intrinsic value and time value of an option and designates as hedging instruments only the change in intrinsic value of the option. The change in fair value of the time value and intrinsic value of an option is recognised in other comprehensive income and accounted as a separate component of equity. Such amounts are reclassified into the statement of profit and loss when the related hedged items affect profit and loss.

(ii) Others: Changes in fair value of foreign currency derivative instruments not designated as cash flow hedges and the ineffective portion of cash flow hedges are recognized in the consolidated statement of profit or loss and reported within foreign exchange gains/ (losses).

(v) Property, plant and equipment

(a) Recognition and measurement:

Property, plant and equipment are measured at cost or its deemed cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset.

(b) Depreciation:

The Group depreciates property, plant and equipment over the estimated useful life on a straight-line basis from the date the assets are available for use. Assets acquired under finance lease and leasehold improvements are amortized over the shorter of estimated useful life or the related lease term. The estimated useful lives of assets for the current and comparative period of significant items of property, plant and equipment (also refer note 4) are as follows:

Category	Useful life
Buildings	5 to 30 years
Computer systems	2 to 4 years
Furniture, fixtures and equipment	3 to 5 years
Vehicles	4 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the consolidated statement of profit or loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the consolidated statement of profit or loss.

Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital advances and capital work-in-progress respectively.

(vi) Business combination, Goodwill and Intangible assets

Business combinations other than through common control transactions are accounted for using the purchase (acquisition) method. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Business combinations through common control transactions are accounted on a pooling of interests method. Transaction costs incurred in connection with a business combination are expensed as incurred.

(a) Goodwill

The excess of the cost of acquisition over the Group's share in the fair value of the acquiree's identifiable assets, liabilities and contingent liabilities is recognized as goodwill. If the excess is negative, a bargain purchase gain is recognized immediately in the statements of profit or loss.

(b) Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairments. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is 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.

The estimated useful lives of intangible assets for the current and comparative period (also refer note 6) are as follows:

Category	Useful life
Intellectual property	5 years
Computer software	2 years
Business alliance relationships	4 years
Customer relationships	3 to 5 years
Vendor relationships	6 years
Tradename	5.25 to 5.75 years
Technology	5.75 years
Non-compete agreement	5 years

IFRS 3 'Business Combinations' requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets. These valuations are conducted by independent valuation experts.

(vii) Leases

The Group's lease asset classes primarily consist of leases for land and buildings. The Group, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after April 1, 2019.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets (assets of less than USD 5,000). The Group recognises the lease payments associated with these leases as an expense over the lease term.

(viii) Impairment

(a) Financial assets

In accordance with IFRS 9, the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss. The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

(i) All contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument;

(ii) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedient, the Group uses a provision matrix to determine impairment loss on portfolio of its trade receivable. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward-looking estimates. At regular intervals, the historically observed default rates are updated and changes in forward-looking estimates are analysed. In addition to the historical pattern of credit loss, the Group has considered the likelihood of increased credit risk and consequential default by customers including revisions in the credit period provided to the customers. In making this assessment, the Group has considered current and anticipated future economic conditions relating to industries/ business verticals that the company deals with and the countries where it operates. In addition, the Group has also considered credit reports and other credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID-19. The Group believes that the carrying amount of allowance for expected credit loss with respect to trade receivables, unbilled revenue and other financial assets is adequate.

ECL impairment loss allowance (or reversal) is recognised as an income/expense in the statement of profit or loss during the period. This amount is reflected under the head other expenses in the statement of profit or loss. The balance sheet presentation for various financial instruments is described below:

Financial assets measured at amortized cost, contractual revenue receivable. ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the Balance Sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

(b) Non-financial assets

The Group assesses at each reporting date whether there is any objective evidence that a non financial asset or a Group of non financial assets is impaired. If any such indication exists, the Group estimates the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and the recoverable amount. Losses are recognised in statement of profit or loss and reflected in an allowance account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through statement of profit or loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value-in-use and its fair value less costs to sell. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

The goodwill acquired in a business combination is, for the purpose of impairment testing, allocated to cash-generating units that are expected to benefit from the synergies of the combination.

Goodwill is tested for impairment on an annual basis and whenever there is an indication that goodwill may be impaired, relying on a number of factors including operating results, business plans and future cash flows. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Group's cash generating units (CGU) or groups of CGU's expected to benefit from the synergies arising from the business combination. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. Impairment occurs when the carrying amount of a CGU including the goodwill, exceeds the estimated recoverable amount of the CGU. The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. Value-in-use is the present value of future cash flows expected to be derived from the CGU.

Total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU prorata on the basis of the carrying amount of each asset in the CGU. An impairment loss on goodwill is recognised in consolidated statement of profit or loss and is not reversed in the subsequent period.

(ix) Employee benefits

The Group participates in various employee benefit plans. Post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Group's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as expense during the period when the employee provides service. Under a defined benefit plan, it is the Group's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Group. The present value of the defined benefit obligations is calculated using the projected unit credit method.

The Group has the following employee benefit plans:

(a) Social security plans

Employer contributions payable to the social security plans, which are a defined contribution scheme, are charged to the consolidated statement of profit or loss in the period in which the employee renders services.

(b) Gratuity

In accordance with the Payment of Gratuity Act, 1972, the Group provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company. The gratuity fund is managed by the Life Insurance Corporation of India (LIC), ICICI Prudential Life Insurance Company and SBI Life Insurance Company. The Group's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation using the projected unit credit method.

The Group has applied IAS 19 (as revised in June 2011) Employee Benefits ('IAS 19R') and the related consequential amendments effective April 1, 2013. As a result, all actuarial gains or losses are immediately recognized in other comprehensive income and permanently excluded from profit or loss. Further, the profit or loss does not include an expected return on plan assets. Instead net interest recognized in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset.

The actual return on the plan assets above or below the discount rate is recognized as part of re-measurement of net defined liability or asset through other comprehensive income.

(c) Compensated absences

The employees of the Group are entitled to compensated absences. The employees can carry forward a portion of the unutilised accumulating compensated absences and utilise it in future periods or receive cash at retirement or termination of employment. The Group records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Group measures the expected cost of compensated absences as the additional amount that the Group expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Group recognizes accumulated compensated absences based on actuarial valuation. Non-accumulating compensated absences are recognized in the period in which the absences occur. The Group recognizes actuarial gains and losses immediately in the statement of profit or loss.

(x) Share based payment transactions

Employees of the Group receive remuneration in the form of equity settled instruments, for rendering services over a defined vesting period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant.

The expense is recognized in the statement of profit or loss with a corresponding increase to the share based payment reserve, a component of equity.

The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortization). The stock compensation expense is determined based on the Group's estimate of equity instruments that will eventually vest.

The fair value of the amount payable to the employees in respect of phantom stock, which are settled in cash, is recognized as an expense with a corresponding increase in liabilities, over the period during which the employees become unconditionally entitled to payment. The liability is remeasured at each reporting date and at settlement date based on the fair value of the Phantom stock options plan. Any changes in the liability are recognized in statement of profit or loss.

(xi) Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

(xii) Revenue

The Group derives revenue primarily from software development and related services. Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognizes revenue when it transfers control over a product or a service to a customer. The method for recognizing revenues and costs depends on the nature of the services rendered:

(a) Time and materials contracts

Revenues and costs relating to time and materials contracts are recognized as the related services are rendered.

(b) Fixed-price contracts

Revenues from fixed-price contracts are recognized using the "percentage-of-completion" method. Percentage of completion is determined based on project costs incurred to date as a percentage of total estimated project costs required to complete the project. The cost expended (or input) method has been used to measure progress towards completion as there is a direct relationship between input and productivity.

If the Group does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of profit or loss in the period in which such losses become probable based on the current contract estimates.

(c) Maintenance contracts

Revenue from maintenance contracts is recognized ratably over the period of the contract. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognized on a straight line basis over the specified period or under some other method that better represents the stage of completion.

In arrangements for software development and related services and maintenance services, the Group has applied the guidance in IFRS 15, 'Revenue from Contracts with Customers', by applying the revenue recognition criteria for each of the distinct performance obligation. The arrangements generally meet the criteria for considering software development and related services as distinct performance obligation. For allocating the consideration, the Group has measured the revenue in respect of distinct performance obligation at its standalone selling price, in accordance with principles given in IFRS 15.

The Group accounts for volume discounts and pricing incentives to customers by reducing the amount of revenue recognized at the time of sale.

Revenues are shown net of sales tax, value added tax, service tax, goods and services tax and applicable discounts and allowances.

The Group accrues the estimated cost of post contract support services at the time when the revenue is recognized. The accruals are based on the Group's historical experience of material usage and service delivery costs.

'Unbilled revenues' represent cost and earnings in excess of billings as at the end of the reporting period.

'Unearned revenues' represent billing in excess of revenue recognized. Advance payments received from customers for which no services are rendered are presented as 'Advance from customers'.

(xiii) Warranty provisions

The Group provides warranty provisions on all its products sold. A provision is recognised at the time the product is sold. The Group does not provide extended warranties or maintenance contracts to its customers.

(xiv) Finance income and expense

Finance income consists of interest income on funds invested, dividend income and gains on the disposal of FVTPL financial assets. Interest income is recognized as it accrues in the statement of profit or loss, using the effective interest method.

Dividend income is recognized in the statement of profit or loss on the date that the Group's right to receive payment is established.

Finance expenses consist of interest expense on loans and borrowings and impairment losses recognized on financial assets (other than trade receivables). Borrowing costs are recognized in the statement of profit or loss using the effective interest method.

(xv) Income taxes

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit or loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

(a) Current income tax

Current income tax liability/(asset) for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

(b) Deferred income tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax asset is recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred income tax liabilities are recognized for all taxable temporary differences.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

(xvi) Earnings per share (EPS)

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period, adjusted for bonus elements in equity shares issued during the period.

Diluted EPS is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. Dilutive potential equity shares are determined independently for each year presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

(xvii) Research and development (R&D) costs

Research costs are expensed as incurred. Development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Group has an intention and ability to complete and use or sell the software and the costs can be measured reliably. During the period of development, the asset is tested for impairment annually.

(xviii)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 consolidated statement of profit or 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 fair value.

A repayment of government grant is accounted for as a change in accounting estimate. The repayment of asset-related grant increases the carrying amount of the asset. The cumulative depreciation which would have been charged had the grant not been received is charged to statement of profit or loss.

(xix) Dividend and dividend distribution tax

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors. The Company declares and pays dividends in Indian rupees and are subject to applicable distribution taxes. The applicable distribution taxes are linked more directly to past transactions or events that generated distributable profits than to distribution to owners and accordingly, recognized in profit or loss or other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

The Finance Act 2020 has abolished the Dividend Distribution Tax (DDT) and has shifted the tax liability on dividends to the shareholders. Accordingly, the Company distributes the dividend after deducting the taxes at applicable rates.

(xx) Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

New standards and interpretations not yet adopted

IFRS 17 Insurance contracts: On May 18, 2017, the International Accounting Standards Board issued IFRS 17, "Insurance Contracts" that replaces IFRS 4, "Insurance Contracts". IFRS 17 establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts. The effective date of adoption of IFRS 17 is annual reporting periods beginning on or after January 1, 2023. The Group is yet to evaluate the requirements of IFRS 17 and the impact on the financial statements.

4. Property, plant and equipment

Particulars	Land	Buildings	Computer systems*	Furniture, fixtures and equipment	Vehicles	Total
Gross carrying value:						
As at April 1, 2019	**84**	**2,944**	**3,709**	**4,996**	**27**	**11,760**
Additions	-	71	658	616	6	1,351
Disposal/Adjustments	-	2	359	64	24	449
Transfer to non-current assets held for sale (refer note 32)	-	543	-	-	-	543
Impact of adoption of IFRS 16	51	-	-	-	-	51
As at March 31, 2020	**33**	**2,470**	**4,008**	**5,548**	**9**	**12,068**
Accumulated depreciation/impairment:						
As at April 1, 2019	**10**	**1,023**	**2,972**	**3,971**	**27**	**8,003**
Depreciation	-	257	655	430	1	1,343
Disposal/Adjustments	-	2	359	55	24	440
Transfer to non-current assets held for sale (refer note 32)	-	231	-	-	-	231
Impact of adoption of IFRS 16	10	-	-	(3)	-	7
As at March 31, 2020	**-**	**1,047**	**3,268**	**4,349**	**4**	**8,668**
Capital work-in-progress						136
Net carrying value as at March 31, 2020	**33**	**1,423**	**740**	**1,199**	**5**	**3,536**
Gross carrying value:						
As at April 1, 2020	**33**	**2,470**	**4,008**	**5,548**	**9**	**12,068**
Additions	-	22	511	42	-	575
Disposal/Adjustments	-	-	120	150	-	270
Reclassification (refer note 32)	-	(434)	-	434	-	-
As at March 31, 2021	**33**	**2,058**	**4,399**	**5,874**	**9**	**12,373**
Accumulated depreciation/impairment:						
As at April 1, 2020	**-**	**1,047**	**3,268**	**4,349**	**4**	**8,668**
Depreciation	-	162	379	379	2	922
Disposal/Adjustments	-	-	119	137	-	256
Reclassification (refer note 32)	-	(396)	-	396	-	-
As at March 31, 2021	**-**	**813**	**3,528**	**4,987**	**6**	**9,334**
Capital work-in-progress						224
Net carrying value as at March 31, 2021	**33**	**1,245**	**871**	**887**	**3**	**3,263**

**During the year, the Group has revised the useful life of computers from 2-3 years to 2-4 years. Had the Group continued with the erstwhile useful life of computers, the charge to the depreciation and amortization expense would have been higher by ₹ 234 for the year ended March 31, 2021.*

The depreciation expense for the year ended March 31, 2021 and March 31, 2020 is included in the following line items in the statement of profit or loss.

Particulars	Year ended	
	March 31, 2021	March 31, 2020
Cost of revenues	876	1,249
Selling, general and administrative expenses	46	94
Total	**922**	**1,343**

5. Right-of-use assets

Particulars	Land	Buildings	Total
Gross carrying value:			
As at April 1, 2019	**-**	**-**	**-**
Impact of adoption of IFRS 16	380	5,989	6,369
Additions	-	219	219
Transfer to non-current assets held for sale (refer note 32)	327	-	327
Disposal/adjustments	-	131	131
As at March 31, 2020	**53**	**6,077**	**6,130**
Accumulated depreciation/impairment:			
As at April 1, 2019	**-**	**-**	**-**
Impact of adoption of IFRS 16	138	-	138
Depreciation	9	950	959
Transfer to non-current assets held for sale (refer note 32)	139	-	139
Disposal/adjustments	-	29	29
As at March 31, 2020	**8**	**921**	**929**
Net carrying value as at March 31, 2020	**45**	**5,156**	**5,201**
Gross carrying value:			
As at April 1, 2020	**53**	**6,077**	**6,130**
Additions	-	932	932
Disposal/adjustments	-	355	355
As at March 31, 2021	**53**	**6,654**	**6,707**
Accumulated depreciation/impairment:			
As at April 1, 2020	**8**	**921**	**929**
Depreciation	1	1,080	1,081
Disposal/adjustments	-	76	76
As at March 31, 2021	**9**	**1,925**	**1,934**
Net carrying value as at March 31, 2021	**44**	**4,729**	**4,773**

The depreciation expense for the year ended March 31, 2021 and March 31, 2020 is included in the following line items in the statement of profit or loss.

Particulars	Year ended	
	March 31, 2021	March 31, 2020
Cost of revenues	1,027	892
Selling, general and administrative expenses	54	67
Total	**1,081**	**959**

6. Intangible assets and Goodwill

a. Intangible assets

Particulars	Intellectual property	Computer software	Business Alliance Relationships	Customer Relationships	Non compete agreement	Vendor Relationship*	Tradename*	Technology*	Total Intangible Assets
Gross carrying value:									
As at April 1, 2019	**67**	**1,152**	**71**	**1,329**	**56**	**745**	**306**	**262**	**3,988**
Additions	-	31	-	-	-	-	-	-	31
Disposal/Adjustments	-	-	-	-	-	-	-	-	-
As at March 31, 2020	**67**	**1,183**	**71**	**1,329**	**56**	**745**	**306**	**262**	**4,019**
Accumulated amortization/ impairment:									
As at April 1, 2019	**67**	**1,102**	**71**	**987**	**42**	**332**	**109**	**98**	**2,808**
Amortization	-	46	-	244	10	95	31	26	452
Disposal/Adjustments	-	-	-	-	-	-	-	-	-
As at March 31, 2020	**67**	**1,148**	**71**	**1,231**	**52**	**427**	**140**	**124**	**3,260**
Net carrying value as at March 31, 2020	**-**	**35**	**-**	**98**	**4**	**318**	**166**	**138**	**759**
Gross carrying value:									
As at April 1, 2020	**67**	**1,183**	**71**	**1,329**	**56**	**745**	**306**	**262**	**4,019**
Additions	-	48	-	-	-	-	-	-	48
Disposal/Adjustments	-	-	-	-	-	-	-	-	-
As at March 31, 2021	**67**	**1,231**	**71**	**1,329**	**56**	**745**	**306**	**262**	**4,067**
Accumulated amortization/ impairment:									
As at April 1, 2020	**67**	**1,148**	**71**	**1,231**	**52**	**427**	**140**	**124**	**3,260**
Amortization	-	37	-	98	4	150	166	138	593
Disposal/Adjustments	-	-	-	-	-	-	-	-	-
As at March 31, 2021	**67**	**1,185**	**71**	**1,329**	**56**	**577**	**306**	**262**	**3,853**
Net carrying value as at March 31, 2021	**-**	**46**	**-**	**-**	**-**	**168**	**-**	**-**	**214**
Estimated useful life (in years)	5	2	4	3 - 5	5	6	5.25 - 5.75	5.75	
Estimated remaining useful life (in years)	-	0.13 - 1.89	-	-	-	0.75	-	-	-

The aggregate amount of research and development expense recognized in the consolidated statement of profit or loss for the year ended March 31, 2021 is ₹ 338 (for the year ended March 31, 2020 is ₹ 373).

** During the year, the Group has revised the useful lives of vendor relationships from 5-10 years to 6 years, tradename from 10 years to 5.25 - 5.75 years and technology from 10 years to 5.75 years. Had the Group continued with the erstwhile useful lives, the charge to amortization expense would have been lower by ₹ 334 for the year ended March 31, 2021.*

The amortization expense for the year ended March 31, 2021 and March 31, 2020 is included in the following line items in the statement of profit or loss.

Particulars	Year ended	
	March 31, 2021	March 31, 2020
Cost of revenues	563	420
Selling, general and administrative expenses	30	32
Total	**593**	**452**

b. Goodwill

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	4,732	4,732
Balance at the end of the year	**4,732**	**4,732**

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Cash Generating Units (CGU) or groups of CGUs, which benefit from the synergies of the acquisition. The Chief Operating Decision Maker reviews the goodwill for any impairment at the operating segment level, which is represented through groups of CGUs.

The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. The fair value of a CGU is determined based on the market capitalization. The value-in-use is determined based on specific calculations. These calculations use pre-tax cash flow projections over a period of five years, based on financial budgets approved by management and an average of the range of each assumption mentioned below.

The Group does its impairment evaluation on an annual basis and as of March 31, 2021, the estimated recoverable amount of the CGU exceeded its carrying amount, hence impairment is not triggered. The Group has performed sensitivity analysis for all key assumptions, including the cash flow projections, consequent to the change in estimated future economic conditions arising from the possible effects due to COVID-19 and is unlikely to cause the carrying amount of the CGU exceed its estimated recoverable amount. The key assumptions used for the calculations were as follows:

Particulars	As at March 31, 2021	As at March 31, 2020
Discount rate	14.2% - 18.5%	13.7% - 20.1%

The above discount rate is based on the Weighted Average Cost of Capital (WACC) of the Group. These estimates are likely to differ from future actual results of operations and cash flows.

The goodwill on acquisition of subsidiaries, which have since merged with the Company, has been allocated as follows:

Particulars	March 31, 2021	March 31, 2020
RCM	2,442	2,442
BFSI	1,179	1,179
CMT	1,037	1,037
TH	74	74
Total	**4,732**	**4,732**

7. Investments

Investments in mutual fund units, non-convertible bonds/ debentures, perpetual bonds, term deposits, commercial paper, unlisted equity securities and preference shares are classified as Investments.

Cost and fair value of the above as at March 31, 2021 and March 31, 2020 are as follows:

Investments - non current and current

Particulars	As at March 31, 2021	As at March 31, 2020
Non-current		
Investment in non-convertible bonds/ debentures, perpetual bonds, unlisted equity securities, unlisted preference shares and mutual funds		
Cost	1,147	692
Gross unrealised holding gains/(losses)	14	112
Fair value	1,161	804
Current		
Investment in non-convertible bonds, term deposits, commercial paper and short-term mutual funds		
Cost	18,404	6,695
Gross unrealised holding gains/(losses)	903	249
Fair value	19,307	6,944
Total Investments	**20,468**	**7,748**

8. Trade receivables

Particulars	As at March 31, 2021	As at March 31, 2020
Trade receivables	13,190	14,775
Allowance for expected credit losses	(448)	(386)
Total	**12,742**	**14,389**

The Group uses a provision matrix to determine impairment loss on portfolio of its trade receivable. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward- looking estimates. At regular intervals, the historically observed default rates are updated and changes in forward-looking estimates are analysed. The Group estimates the following matrix at the reporting date.

Particulars	Ageing			
	1-90 days	91-180 days	181-360 days	More than 360 days*
Default rate as at March 31, 2021	0.2%	4.3%	21.8%	56%
Default rate as at March 31, 2020	0.3%	3.6%	21.6%	52%

**In case of probability of non-collection, default rate is 100%*

Movement in the expected credit loss allowance:

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Balance at the beginning of the year	386	226
Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	62	160
Balance at the end of the year	**448**	**386**

9. Cash and cash equivalents

Cash and cash equivalents consist of the following:

Particulars	As at March 31, 2021	As at March 31, 2020
Current and time deposits with banks #	7,597	3,909
Cash and cash equivalents in the statement of financial position	**7,597**	**3,909**
Book overdrafts used for cash management purposes (Refer note 17)	-	-
Cash and cash equivalents in the statement of cash flows	**7,597**	**3,909**

#Balance with banks amounting to ₹ 25 and ₹ 23 as of March 31, 2021 and March 31, 2020 respectively includes unpaid dividends and dividend payable.

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.

9.1 Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2021	As at March 31, 2020
Margin-money deposit	-	1,961
Total	**-**	**1,961**

10. Other assets

Particulars	As at March 31, 2021	As at March 31, 2020
Non-current		
Capital advances	39	48
Security deposits	476	457
Prepaid expenses	14	7
Service tax credit receivable	11	11
Others	8	14
	548	**537**
Current		
Prepaid expenses	1,070	987
Advance to employees (net of provision for doubtful advances to employees)*	196	300
Advance to suppliers	42	35
Interest accrued and not due	-	2
Security deposits	41	99
Others	338	314
	1,687	**1,737**
Total	**2,235**	**2,274**

**Provision for doubtful advances to employees as at March 31, 2021 ₹ 20 (As at March 31, 2020: ₹ 19)*

11. Equity

a) Share capital and share premium

The Company has only one class of equity shares. The authorized share capital of the Company is 800,000,000 equity shares of ₹ 10 each. Par value of the equity shares is recorded as share capital and the amount received in excess of the par value is classified as share premium. The issued, subscribed and paid-up capital of the Company as at March 31, 2021 is 164,719,766 (As at March 31, 2020: 164,574,066) equity shares of ₹ 10 each amounting to ₹ 1,647 (As at March 31, 2020: ₹ 1,646).

The Company has only one class of shares referred to as equity shares having a par value of ₹ 10.

Each holder of the equity share, as reflected in the records of the Company 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 Company declares and pays dividends in Indian Rupees and foreign currency. A final dividend, including tax thereon, on common stock is recorded as a liability on the date of approval by the shareholders. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of amounts payable to preference shareholders. However, no such preference shares exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

An interim dividend, including tax thereon, is recorded as a liability on the date of declaration by the board of directors.

Indian law mandates that any dividend be declared out of distributable profits only. The remittance of dividends outside India is governed by Indian law on foreign exchange and is subject to applicable taxes.

The amount of per share dividend recognized as distributions to equity shareholders for the year ended March 31, 2021 and March 31, 2020 was ₹ 17.5 and ₹ 30 respectively.

The Board of Directors at its meeting held on April 24, 2020 had recommended a final dividend of 100% (₹ 10 per equity share of par value ₹ 10 each) for the financial year ended March 31, 2020 which was approved by the shareholders at the Annual General Meeting held on July 14, 2020. The aforesaid dividend was paid during the year.

The Board of Directors have recommended a final dividend of 175% (₹ 17.5 per equity share of par value ₹ 10 each) for the financial year ended March 31, 2021 which is subject to the approval of shareholders at the Annual General Meeting.

b) Retained earnings

Retained earnings comprises of undistributed earnings. A portion of these earnings as at March 31, 2021 amounting to ₹ 87 (As at March 31, 2020: ₹ 87) is not freely available for distribution.

c) Share based payment reserve

The share based payment reserve is used to record the value of equity-settled share based payment transactions with employees. The amounts recorded in share based payment reserve are transferred to share premium upon exercise of stock options by employees.

d) Special Economic Zone reinvestment reserve

This Special Economic Zone reinvestment reserve has been created out of the profit of eligible SEZ units in terms of the provisions of section 10AA(1)(II) of the Income Tax Act, 1961. The reserve should be utilized by the Company for acquiring new plant and machinery for the purpose of its business in terms of the section 10AA(2) of the Income Tax Act, 1961.

e) Capital redemption reserve

A statutory reserve created to the extent of sum equal to the nominal value of the share capital extinguished on buyback of Company's own shares pursuant to Section 69 of the Companies Act, 2013.

f) Other reserves

Changes in the fair value of equity instruments is recognized in other comprehensive income (net of taxes) and presented within equity in other reserve.

g) Foreign currency translation reserve

Exchange difference relating to the translation of the results and net assets of the company's foreign operations from their functional currencies to the Group's presentation currency are recognized directly in other comprehensive income and accumulated in the foreign currency translation reserve.

h) *Effective portion of Cash Flow Hedges*

Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognized in other comprehensive income and presented within equity in the cash flow hedging reserve (net of taxes) to the extent that the hedge is effective.

12. In the period of five years immediately preceding March 31, 2021:

a) The Company has allotted 83,893,088 and 41,765,661 fully paid up equity shares during the quarter ended March 31, 2016 and June 30, 2014 respectively, pursuant to 1:1 bonus share issue approved by shareholders. Consequently, options/ units granted under the various employee share based plans are adjusted for bonus share issue.

b) Pursuant to the approval of the Board and the Administrative Committee at its meetings held on June 28, 2017 and July 20, 2017 respectively, the Company bought back 4,224,000 equity shares of ₹ 10 each on a proportionate basis, at a price of ₹ 625 per equity share for an aggregate consideration of ₹ 2,640 (Rupees Two thousand six hundred and forty million only), and completed the extinguishment of the equity shares bought back. Capital redemption reserve has been created to the extent of nominal value of share capital extinguished amounting to ₹ 42. The buyback and creation of capital redemption reserve was effected by utilizing the share premium and free reserves.

c) The Company has not allotted any other equity shares as fully paid up without payment being received in cash.

13. Employee stock incentive plans

The Company instituted the Employees Stock Option Plan ('ESOP') in fiscal year 2000, which was approved by the Board of Directors (Board). The Company administers below mentioned restricted stock purchase plan and phantom stock options plan.

Employee Restricted Stock Purchase Plan 2012 ('ERSP 2012')

ERSP 2012 was instituted with effect from July 16, 2012 to issue equity shares of nominal value of ₹ 10 each. Shares under this program are granted to employees at an exercise price of not less than ₹ 10 per equity share or such higher price as determined by the Nomination and Remuneration Committee. Shares shall vest over such term as determined by the Nomination and Remuneration Committee 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, 2021		Year ended March 31, 2020	
	No. of share options	Weighted average Exercise price	No. of share options	Weighted average Exercise price
Outstanding shares, beginning of the year	-	-	-	-
Granted during the year	154,155	10.00	360,025	10.00
Exercised during the year	145,700	10.00	360,025	10.00
Lapsed during the year	3,255	10.00	-	-
Outstanding shares, end of the year	5,200	10.00	-	-
Shares vested and exercisable, end of the year	5,200	10.00	-	-

Other stock based compensation arrangements

The Company has also granted letter of intent to issue shares under ERSP 2012 plan to certain employees which is subject to certain vesting conditions. Details of the outstanding options/units as at March 31, 2021 are given below:

Particulars	ERSP 2012 plan**
Outstanding units/shares as at the beginning of the year	240,450
Number of units/shares granted during the year under letters of intent issued	144,466
Vested units/ shares	154,155
Lapsed units/ shares	5,000
Cancelled units/ shares	33,595
Outstanding units/shares as at the end of the year	192,166
Contractual life	1-2 years
Date of grant*	24-Jul-19, 2-Aug-19, 24-Oct-19, 28-Jan-20, 12 May-20, 18-Jun-20, 30-Oct-20, 8-Feb-21
Price per share/ unit*	Exercise price of ₹ 10

**Based on Letter of Intent*

***Excludes direct allotment of shares*

The weighted average fair value of each unit under the above mentioned ERSP 2012 plan, granted during the year ended March 31, 2021 was ₹ 873.36 using the Black-Scholes model with the following assumptions:

Particulars	As at March 31, 2021
Weighted average grant date share price	873.36
Weighted average exercise price	₹ 10
Dividend yield %	0.42%
Expected life	1-2 years
Risk free interest rate	4.31%
Volatility	48.33%

14. Loans and borrowings

A summary of loans and borrowings is as follows:

Particulars	As at March 31, 2021	As at March 31, 2020
Current		
Current portion of unsecured long-term loan and borrowings*	-	5
Total	**-**	**5**

**Current portion of Unsecured long-term loan 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 was an unsecured loan carrying a simple interest of 3% p.a on the outstanding amount of loan. Repayment of loan was in 10 equal annual installments commencing from June 2011. Any delay in repayment entails a liability of 12% p.a. compounded monthly for the period of delay. The loan was repaid in full during the year.

15. Trade payables and accrued expenses

Trade payables and accrued expenses consist of the following:

Particulars	As at March 31, 2021	As at March 31, 2020
Trade payables	824	613
Accrued expenses	1,852	1,941
Total	**2,676**	**2,554**

16. Unearned revenue

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Balance at the beginning of the year	341	667
Invoiced during the year	5,151	6,761
Revenue recognized during the year	(5,170)	(7,087)
Balance at the end of the year	**322**	**341**

17. Other liabilities and provisions

Particulars	As at March 31, 2021	As at March 31, 2020
Non-current		
Employee releted liabilities	4	51
Others (Security deposits for sub-lease)	2	3
	6	**54**
Current		
Book overdraft	-	-
Advances from customers	732	169
Employee related liabilities[1]	4,673	3,599
Statutory dues payable[1]	812	804
Liability for discount[2]	557	708
Capital creditors[3]	61	33
Margin money	386	-
Other liabilities[1]	97	19
	7,318	**5,332**
Total	**7,324**	**5,386**
Current		
Provisions		
Provision for disputed dues[4]	759	95
Provision for post contract support services	15	10
Provision for forseeable losses on contracts	16	62
Total	**790**	**167**

Note:

[1] Reclassified ₹ 379 from other liabilities to employee related liabilities and ₹ 43 from employee related liabilities to statutory dues payable to conform to better presentation.

[2] Reclassified from provisions to conform to better presentation.

[3] Reclassified from trade payables to conform to better presentation.

[4] 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 IAS 37 'Provisions, Contingent Liabilities and Contingent Assets', the disclosures required have not been provided pursuant to the limited exemption provided under paragraph 92 of IAS 37. Also, refer note 29 (f).

Provision for post contract support services

Provision for post contract support services represents cost associated with providing sales support services which are accrued at the time of recognition of revenue and are expected to be utilized within a period of one year.

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Balance at the beginning of the year	10	9
Provisions made during the year	7	2
Released during the year	(2)	(1)
Provision at the end of the year	**15**	**10**

Provision for disputed dues

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Balance at the beginning of the year	95	90
Provisions made during the year (refer note 29 f)	664	5
Provision at the end of the year	**759**	**95**

Provision for foreseeable losses on contracts

Provision for foreseeable losses on contracts represents excess of estimated cost over the future revenues to be recognised and expected to be utilized within a period of one year.

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Balance at the beginning of the year	62	18
Provisions made during the year	23	84
Released during the year	(69)	(40)
Provision at the end of the year	**16**	**62**

18. Employee benefit obligations

Particulars	As at March 31, 2021	As at March 31, 2020
Gratuity (net)*	83	282
Compensated absences	1,437	849
Total	**1,520**	**1,131**

** Refer note 23 for details of gratuity plan.*

19. Income tax expense

Income tax expense in the consolidated statement of profit or loss consists of:

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Current taxes		
In respect of the current year	4,214	2,333
Deferred taxes		
In respect of the current year	(335)	(354)
Grand total	**3,879**	**1,979**

Total Income tax expense has been allocated as follows:

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Income tax expense as per the consolidated statement of profit or loss	3,879	1,979
Income tax included in other comprehensive income on:		
- Net change in fair value of cash flow hedges	(1,819)	1,093
- Net loss/ (gain) on remeasurement of defined benefit plan	28	26

The reconciliation between the provision of income tax of the Group and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Profit before tax	14,984	8,288
Enacted income tax rate in India	34.94%	34.94%
Computed expected tax expense	5,235	2,896
Effect of:		
Income exempt from tax	(1,771)	(1,055)
Temporary differences reversing during the tax holiday period	(4)	38
Expenses (net) that are not deductible in determining taxable profit	106	62
Diffferent tax rates of branches/subsidiaries operating in other jurisdictions	157	157
True up of tax provisions related to previous years	155	(119)
Others	1	-
Income tax expense recognised in the statement of profit or loss	**3,879**	**1,979**

The tax rates under Indian Income Tax Act, for the year ended March 31, 2021 and March 31, 2020 is 34.94%.

The Group has not created deferred tax assets on the following:

Particulars	As at March 31, 2021	As at March 31, 2020
Unused tax losses (long term capital loss) which expire in		
- FY 2019-20	-	34
- FY 2021-22	48	48
- FY 2022-23	28	28
- FY 2023-24	22	22
Unused tax losses of foreign jurisdiction	94	306

The components of deferred tax assets are as follows:

Deferred tax assets/(liabilities) as at March 31, 2021 in relation to:

Particulars	As at April 1, 2020	Recognised in profit or loss	Recognised in Other Comprehensive Income	Others	As at March 31, 2021
Property, plant and equipment	513	144	-	-	657
Lease assets net of lease liabilties	98	69	-	-	167
Allowance for expected credit losses	84	21	-	-	105
Provision for compensated absences	288	1	-	-	289
Intangible assets	(354)	306	-	-	(48)
Others	239	(10)	-	-	229
Net gain on fair value of mutual funds	(126)	(196)	-	-	(322)
Cash flow hedges	1,093	-	(1,819)	-	(726)
Total	**1,835**	**335**	**(1,819)**	**-**	**351**

Deferred tax assets/(liabilities) as at March 31, 2020 in relation to:

Particulars	As at April 1, 2019	Recognised in profit or loss	Recognised in Other Comprehensive Income	Others	As at March 31, 2020
Property, plant and equipment	463	50	-	-	513
Lease assets net of lease liabilties	-	98	-	-	98
Allowance for expected credit losses	48	36	-	-	84
Provision for compensated absences	287	1	-	-	288
Intangible assets	(398)	44	-	-	(354)
Others	89	150	-	-	239
Net gain on fair value of mutual funds	(101)	(25)	-	-	(126)
Cash flow hedges	-	-	1,093	-	1,093
Total	**388**	**354**	**1,093**	**-**	**1,835**

The Group has units at Bengaluru, Hyderabad, Chennai and Bhubaneshwar 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 Bengaluru and Pune which are registered as 100 percent Export Oriented Units, which were earlier entitled to a tax holiday under Section 10B and Section 10A of the Income Tax Act, 1961.

A portion of the profits of the Group's India operations are exempt from Indian income taxes being profits attributable to export operations from undertakings situated in Special Economic Zone (SEZ). Under the Special Economic Zone Act, 2005 scheme, units in designated Special Economic Zones providing service on or after April 1, 2005 will be eligible for a deduction of 100 percent of profits or gains derived from the export of services for the first five years from commencement of provision of services and 50 percent of such profits and gains for a further five years. Certain tax benefits are also available for a further five years subject to the unit meeting defined conditions.

Dividend income from certain category of investments is exempt from tax. The difference between the reported income tax expense and income tax computed at statutory tax rate is primarily attributable to income exempt from tax.

Pursuant to the changes in the Indian income tax laws in fiscal year 2007, Minimum Alternate Tax (MAT) has been extended to income in respect of which deduction is claimed under the tax holiday schemes discussed above; consequently, the Company has calculated its tax liability for current domestic taxes after considering MAT, as applicable. The excess tax paid under MAT provisions over and above normal tax liability can be carried forward and set-off against future tax liabilities computed under normal tax provisions.

The Group is also subject to tax on income attributable to its permanent establishments in the foreign jurisdictions due to operation of its foreign branches and subsidiaries.

20. Revenues

The nature of contract impacts the method of revenue recognition and the contracts are classified as Fixed-price contracts, Maintenance contracts and Time and materials contracts.

Revenue by contract type

Revenues	For the year ended March 31, 2021	For the year ended March 31, 2020
Fixed-price and Maintenance	69%	57%
Time and materials	31%	43%
Total	**100%**	**100%**

Refer note 31 for disaggregation of revenue by industry and geographical segments.

Transaction price allocated to the remaining performance obligations

Particulars	As at March 31, 2021	As at March 31, 2020
Within 1 year	23,149	24,519
1-3 years	17,707	8,332
More than 3 years	3,213	729

The Group has applied practical expedient and has not disclosed information about remaining performance obligations in contracts where the original contract duration is one year or less or where the entity has the right to consideration that corresponds directly with the value of entity's performance completed to date. The above revenue is subject to change in transaction price, if any.

The Group has evaluated the impact of COVID–19 resulting from (i) the possibility of constraints to render services which may require revision of estimations of costs to complete the contract because of additional efforts (ii) onerous obligations (iii) penalties relating to breaches of service level agreements and (iv) termination or deferment of contracts by customers. The Group has concluded that the impact of COVID–19 is not material based on such evaluation. Due to the nature of the pandemic, the Group will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.

21. Finance and other income

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest income on financial assets at amortized cost	166	189
Gain on sale of property, plant and equipment	45	12
Net gain on financial assets designated at fair value through profit or loss	909	509
Net gain on termination of Right-of-use assets	33	8
Others	78	38
Total	**1,231**	**756**

22. Expenses by nature

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Employee benefits (refer note 23)	51,132	50,647
Travel expenses	762	3,265
Communication expenses	583	691
Sub-contractor charges	5,730	6,208
Computer consumables	1,514	1,166
Legal and Professional charges	526	599
Power and fuel	168	313
Rent*	115	170
Repairs to buildings	282	383
Repairs to machinery	43	59
Insurance	105	95
Rates and taxes	534	344
Other expenses	1,617	2,805
Depreciation of Right-of-use assets	1,081	959
Depreciation of property, plant and equipment	922	1,343
Amortization of intangible assets	593	452
Total cost of revenues, selling, general and administrative expenses	**65,707**	**69,499**

**Represents lease rentals for short term leases and leases of low value assets*

23. Employee benefits

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Salaries and wages (refer note 25 (b))	46,719	46,962
Contribution to provident and other funds*	4,084	3,205
Share based payments to employees (refer note 13)	99	102
Staff welfare expenses	230	378
Total	**51,132**	**50,647**

**includes contribution to defined contribution plans for the year ended March 31, 2021: ₹ 3,832 (For the year ended March 31, 2020: ₹ 3,023). Also, refer note 29 (f).*

The employee benefit cost is recognized in the following line items in the consolidated statement of profit or loss:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Cost of revenues	44,442	42,965
Selling, general and administrative expenses	6,690	7,682
Total	**51,132**	**50,647**

Defined benefit plans

Amount recognized in the statement of profit or loss in respect of gratuity cost (defined benefit plan) is as follows:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Gratuity Cost		
Service cost	234	174
Net interest on net defined liability/(asset)	18	8
Re-measurement - actuarial gain/(loss) recognised in OCI	116	109
Net gratuity cost	**368**	**291**
Assumptions		
Discount rate	5.85%	6.30%
Salary increase	0%-7.5%	0%-6%
Withdrawal rate	16.28%	14.54%

Assumptions regarding future mortality experience are set in accordance with the published statistics by the Indian Assured Lives Mortality (2012-14) Ult.

The estimates of future salary increase, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. The expected return on plan assets is based on expectation of the average long-term rate of return expected on investments of the fund during the estimated term of the obligations.

The following table sets out the status of the gratuity plan.

Particulars	As at March 31, 2021	As at March 31, 2020
Change in defined benefit obligations		
Obligations at the beginning of the year	1,071	874
Service cost	234	174
Interest cost	67	59
Benefits settled	(124)	(141)
Actuarial (gain)/loss - Experience	2	40
Actuarial (gain)/loss - demographic assumptions	(23)	8
Actuarial (gain)/loss - financial assumptions	181	57
Obligations at the end of the year	**1,408**	**1,071**
Change in plan assets		
Plan assets at the beginning of the year, at fair value	789	644
Interest income on plan assets	50	51
Re-measurement - actuarial gain/(loss)	-	-
Return on plan assets greater/(lesser) than discount rate	44	(4)
Contributions	561	226
Benefits settled	(119)	(128)
Plan assets at the end of the year, at fair value	**1,325**	**789**

Historical information :

Particulars	As at March 31, 2021	2020	2019	2018	2017
Present value of defined benefit obligation	(1,408)	(1,071)	(874)	(705)	(591)
Fair value of plan assets	1,325	789	644	564	500
Asset/ (liability) recognized	**(83)**	**(282)**	**(230)**	**(141)**	**(91)**

The experience adjustments, meaning difference between changes in plan assets and obligations expected on the basis of actuarial assumption and actual changes in those assets and obligations are as follows:

Particulars	As at March 31, 2021	As at March 31, 2020
Experience adjustment on plan liabilities	2	40
Experience adjustment on plan assets	44	(4)

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	As at March 31, 2021		As at March 31, 2020	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(82)	92	(59)	66
Future salary growth (1% movement)	91	(83)	65	(54)

Maturity profile of defined benefit obligation:

Particulars	As at March 31, 2021	As at March 31, 2020
Within 1 year	193	146
1-2 years	182	158
2-3 years	180	172
3-4 years	173	199
4-5 years	160	240
5-10 years	588	1,273
More than 10 years	667	-

The Group expects to contribute ₹ 368 to its defined benefit plans during the next fiscal year.

As at March 31, 2021 and March 31, 2020, 100% of the plan assets were invested in insurer managed funds.

The Group has established an income tax approved irrevocable trust fund to which it regularly contributes to finance liabilities of the plan. The fund's investments are managed by certain insurance companies as per the mandate provided to them by the trustees and the asset allocation is within the permissible limits prescribed in the insurance regulations.

24. Earnings per share

Particulars	For the year ended March 31, 2021	March 31, 2020
Profit for the year (A)	11,105	6,309
Weighted average number of equity shares for calculation of basic earnings per share (B)	164,661,734	164,487,369
Weighted average number of equity shares for calculation of diluted earnings per share (C)	164,742,573	164,567,714
Earnings per share:		
Equity shares of par value ₹ 10 each		
(1) Basic (₹) (A/B)	67.44	38.35
(2) Diluted (₹) (A/C)	67.41	38.33

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

Particulars	Year ended March 31, 2021		2020	
	Basic EPS	Diluted EPS	Basic EPS	Diluted EPS
Weighted average number of equity shares outstanding during the year	164,661,734	164,661,734	164,487,369	164,487,369
Weighted average number of equity shares resulting from assumed exercise of employee stock options	-	80,839	-	80,345
Weighted average number of equity shares for calculation of earnings per share	164,661,734	164,742,573	164,487,369	164,567,714

25. Government grants

a) The Group has claimed R&D tax relief under UK corporation tax rules. The Group undertakes R&D activities and incurs qualifying revenue expenditure which is entitled to an additional deduction under UK corporation tax rules, details of which are given below.

Nature of expenses	For the year ended	
	March 31, 2021	March 31, 2020
Grant towards R & D credit	51	18
Total	**51**	**18**

As at March 31, 2021, the grant recognized in the balance sheet is ₹ 79 (As at March 31, 2020: ₹ 46).

b) During the year ended March 31, 2021, the Group received Government grants amounting to ₹ 69, from governments of various countries on compliance of several employment-related conditions consequent to the outbreak of COVID-19 pandemic and accordingly, accounted as a credit to employee benefits expense (refer note 23). For the year ended March 31, 2020 ₹ Nil.

26. Leases

a) **Company as a lessee**

Leases not yet commenced to which the Company is committed, amounts to ₹ 839 for a lease term of 10 years.

b) **Company as a lessor**

The Group has sublet one of the leased premises. Lease rental income under such non-cancellable operating lease during the year ended March 31, 2021 amounted to ₹ 39 (For the year ended March 31, 2020 amounted to ₹ 15).

Minimum lease payments	As at March 31, 2021	As at March 31, 2020
Receivable – Not later than one year	26	27
Receivable – Later than one year and not later than five years	38	4

27. Financial instruments

Financial instruments by category

The carrying value and fair value of financial instruments by categories as at March 31, 2021 and March 31, 2020 is as follows:

As at March 31, 2021

Particulars	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities measured at amortized cost	Financial assets at fair value through OCI	Total Carrying amount	Fair value
Assets					
Trade receivables	-	12,742	-	12,742	12,742
Unbilled revenue	-	1,859	-	1,859	1,859
Investments	17,350	3,110	8	20,468	20,468
Cash and cash equivalents	-	7,597	-	7,597	7,597
Bank balances other than cash and cash equivalents	-	-	-	-	-
Derivative financial instruments	5	-	2,088	2,093	2,093
Other assets	-	713	-	713	713
Total assets	**17,355**	**26,021**	**2,096**	**45,472**	**45,472**
Liabilities					
Loans and borrowings	-	-	-	-	-
Lease liabilities	-	5,377	-	5,377	5,377
Trade payables and accrued expenses	-	2,676	-	2,676	2,676
Derivative financial instruments	31	-	2	33	33
Other liabilities	-	5,223	-	5,223	5,223
Total liabilities	**31**	**13,276**	**2**	**13,309**	**13,309**

As at March 31, 2020

Particulars	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities measured at amortized cost	Financial assets at fair value through OCI	Total Carrying amount	Fair value
Assets					
Trade receivables	-	14,389	-	14,389	14,389
Unbilled revenue	-	2,503	-	2,503	2,503
Investments	6,078	1,662	8	7,748	7,748
Cash and cash equivalents	-	3,909	-	3,909	3,909
Bank balances other than cash and cash equivalents	-	1,961	-	1,961	1,961
Other assets	-	858	-	858	858
Total assets	**6,078**	**25,282**	**8**	**31,368**	**31,368**
Liabilities					
Loans and borrowings	-	5	-	5	5
Lease liabilities	-	5,663	-	5,663	5,663
Trade payables and accrued expenses	-	2,554	-	2,554	2,554
Derivative financial instruments	239	-	3,128	3,367	3,367
Other liabilities	-	3,709	-	3,709	3,709
Total liabilities	**239**	**11,931**	**3,128**	**15,298**	**15,298**

The Management assessed that fair value of cash and short-term deposits, trade receivables, other current assets, trade payables, book overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The fair-value of the financial instruments factor the uncertainties arising out of COVID-19, where applicable.

The following methods and assumptions were used to estimate the fair values:

i) Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Group based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected losses of these receivables.

ii) The fair value of the quoted bonds and mutual funds are based on price quotations at reporting date. The fair value of unquoted instruments, loans from banks and other financial liabilities, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. The valuation requires management to use unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.

iii) Fair values of the Group's interest-bearing borrowings and loans are determined by using Discounted Cash Flow (DCF) method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non- performance risk as at March 31, 2021 was assessed to be insignificant.

iv) The fair values of the unquoted equity and preference shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility/ the probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.

v) The Group enters into derivative financial instruments with various counterparties, principally banks with investment grade credit ratings. Interest rate swaps, foreign exchange forward contracts and option contracts are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves etc. As at March 31, 2021 the marked-to-market value of derivative asset positions is net of a credit valuation adjustment attributable to derivative counterparty default risk, as applicable. The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships and other financial instruments recognised at fair value.

Fair Value

The fair value of cash and cash equivalent, trade receivables, unbilled revenue, trade payables, current financial liabilities and borrowings approximate their carrying amount largely due to short term nature of these instruments.

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as at March 31, 2021 and March 31, 2020:

As at March 31, 2021

Particulars	As at March 31, 2021	Fair value measurement at end of the reporting year using		
		Level 1	Level 2	Level 3
Assets				
Investments in mutual fund units and perpetual bonds	17,350	17,350	-	-
Investments in unlisted equity securities and preference shares	8	-	-	8
Derivative financial instruments-gain on outstanding foreign exchange forward and option contracts	2,093	-	2,093	-
Liabilities				
Derivative financial instruments-loss on outstanding foreign exchange forward and option contracts	33	-	33	-

As at March 31, 2020

Particulars	As at March 31, 2020	Fair value measurement at end of the reporting year using		
		Level 1	Level 2	Level 3
Assets				
Investments in mutual fund units	6,078	6,078	-	-
Investments in unlisted equity securities and preference shares	8	-	-	8
Liabilities				
Derivative financial instruments-loss on outstanding foreign exchange forward and option contracts	3,367	-	3,367	-

There have been no transfers between level 1, level 2 and level 3 for the year ended March 31, 2021 and March 31, 2020.

A reconciliation of changes in the fair value measurement of investments in unlisted securities in level 3 of the fair value hierarchy is given below:

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	8	8
Remeasurement recognised in OCI	-	-
Balance at the end of the year	8	8

Details of Income and interest expense are as follows:

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Net gain on financial assets designated at fair value through profit or loss	909	509
Interest income on financial asset at amortized cost	166	189
Interest expense	(504)	(529)

Derivative financial instruments

The Group is exposed to foreign currency fluctuations on foreign currency assets/ liabilities and certain Highly Probable Forecast Exposures (HPFE) denominated in foreign currency. The Group follows established risk management policies, including the use of derivatives to hedge foreign currency assets/ liabilities and HPFE. The Group regularly reviews its foreign exchange forward and option positions both on a standalone basis and in conjunction with its underlying foreign currency related exposures. Hence, the movement in Mark to Market (MTM) of the hedge contracts undertaken for such exposures is likely to be offset by contra movements in the underlying exposures values. However, till the point of time that the HPFE becomes an on-balance sheet exposure, the changes in MTM of the hedge contracts will impact the Balance Sheet of the Group. The Group monitors the potential risk arising out of the market factors like exchange rates on a regular basis. The counter party in these derivative instruments is a bank and the Group considers the risks of non-performance by the counterparty as non-material. For on balance sheet exposures, the Group monitors the risks on net unhedged exposures.

The Group has evaluated the impact of the COVID-19 event on its highly probable forecasted transactions and concluded that there was no impact on the probability of occurrence of the hedged transaction. The Group has considered the effect of changes, if any, in both counterparty credit risk and its own credit risk in assessing hedge effectiveness and measuring hedge ineffectiveness.

The following table presents the aggregate contracted principal amounts of the Group's derivative contracts outstanding:

Particulars	As at March 31, 2021	As at March 31, 2020
Non-designated derivative instruments:		
in USD millions	1,146	1,118

The foreign exchange forward and option contracts mature anywhere between 1-36 months. The table below analyzes the derivative financial instruments into relevant maturity groupings based on the remaining period as at the reporting date:

Particulars	As at March 31, 2021		As at March 31, 2020	
	Not later than 12 months	Later than 12 months	Not later than 12 months	Later than 12 months
Non-designated derivative instruments (Sell)				
Cash Flow Hedge:				
in USD millions	409	587	452	527
Average rate	77.18	81.94	73.87	78.35
in INR millions	31,565	48,100	33,387	41,288
Fair Value Hedge:				
in USD millions	132	-	138.70	-
Average rate	73.30	-	74.36	-
in INR millions	9,675	-	10,314	-
Option contracts (three legged option contracts)				
Non-designated derivative instruments				
Number of contracts	12	6	-	-
Notional amount (in USD millions)	12	6	-	-
Fair value (in INR millions)	24	10	-	-

The reconciliation of cash flow hedges:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Balance at the beginning of the year	(2,035)	-
Gain/ (loss) recognized in the other comprehensive income during the year	4,948	(3,256)
Amount reclassified to profit and loss during the year	258	128
Tax impact on the above	(1,819)	1,093
Balance at the end of the year	**1,352**	**(2,035)**

Financial risk management

The Group's activities expose it to a variety of financial risks: Credit risk, liquidity risk, foreign currency risk and interest rate risk. The Group's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Group is foreign exchange risk. The Group uses derivative financial instruments to mitigate foreign exchange related risk exposures. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Ratings of customers are periodically monitored. The Group has considered the latest available credit-ratings of customers in view of COVID-19 to ensure the adequacy of allowance for expected credit loss towards trade and other receivables.

The following table gives details in respect of revenues generated from top customer and top 5 customers:

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Revenue from top customer	22,984	17,196
Revenue from top 5 customers	32,193	27,344

One customer accounted for more than 10% of the revenue for the year ended March 31, 2021 and March 31, 2020. Further, one customer accounted for more than 10% of the receivables as at March 31, 2021 and as at March 31, 2020.

Investments

The Group limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Group does not expect any losses from non-performance by these counterparties and does not have any significant concentration of exposures to specific industry sectors.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. Also, the Group has unutilized credit limits with banks.

The Group's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

The working capital position of the Group is given below:

Particulars	As at March 31, 2021	As at March 31, 2020
Cash and cash equivalents	7,597	3,909
Bank balances other than cash and cash equivalents	-	1,961
Investments in mutual funds (quoted)	16,975	5,334
Investments in non-convertible bonds/debentures (quoted)	171	544
Interest bearing deposits with corporates	1,821	1,066
Investment in commercial paper (unquoted)	340	-
Total	**26,904**	**12,814**

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2021 and March 31, 2020:

Particulars	As at March 31, 2021		
	Less than 1 year	1-2 years	2 years and above
Lease liabilities	1,320	1,129	4,851
Trade payables and accrued expenses	2,676	-	-
Other liabilities	5,217	6	-
Derivative financial instruments - fair value hedge	31	-	-
Derivative financial instruments - cash flow hedge	2	-	-

Particulars	As at March 31, 2020		
	Less than 1 year	1-2 years	2 years and above
Loans and borrowings	5	-	-
Lease liabilities	1,180	1,126	5,720
Trade payables and accrued expenses	2,554	-	-
Other liabilities	3,655	54	-
Derivative financial instruments - fair value hedge	239	-	-
Derivative financial instruments - cash flow hedge	1,384	1,167	577

Foreign Currency risk

The Group's exchange risk arises from its foreign operations, foreign currency revenues and expenses, (primarily in U.S. Dollars, British Pound Sterling and Euros) and foreign currency borrowings (in U.S. dollars). A significant portion of the Group's revenues are in these foreign currencies, while a significant portion of its costs are in Indian Rupees. As a result, if the value of the Indian Rupee appreciates relative to these foreign currencies, the Group's revenues measured in Rupees may decrease. The exchange rate between the Indian Rupee and these foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future. The Group has a foreign exchange hedging committee which meets on a periodic basis to formulate the strategy for foreign currency risk management.

Consequently, the Group uses derivative financial instruments, such as foreign exchange forward and option contracts, to mitigate the risk of changes in foreign currency exchange rates in respect of its forecasted cash flows and trade receivables.

The details in respect of the outstanding foreign exchange forward and option contracts are given under the derivative financial instruments section.

In respect of the Group's forward contracts and option contracts, a 1% decrease/increase in the respective exchange rates of each of the currencies underlying such contracts would have resulted in:

a) an approximately ₹ 97 increase and ₹ 97 decrease in the Group's net profit in respect of its fair value hedges and ₹ 741 increase and ₹ 741 decrease in the Group's effective portion of cash flow hedges as at March 31, 2021;

b) an approximately ₹ 105 increase and ₹ 105 decrease in the Group's net profit in respect of its fair value hedges and ₹ 741 increase and ₹ 741 decrease in the Group's effective portion of cash flow hedges as at March 31, 2020.

The following table presents foreign currency risk from non-derivative financial instruments as at March 31, 2021 and March 31, 2020.

As at March 31, 2021

₹ in million

Particulars	US$	Euro	Pound Sterling	Other currencies*	Total
Assets					
Trade receivables	8,991	1,491	930	644	12,056
Unbilled revenue	1,206	296	114	118	1,734
Cash and cash equivalents	6,214	228	278	422	7,142
Other assets	35	13	12	6	66
Liabilities					
Trade payables and accrued expenses	1,273	112	262	67	1,714
Lease liabilities	2,370	15	192	34	2,611
Other liabilities	2,676	96	285	75	3,132
Net assets/liabilities	**10,127**	**1,805**	**595**	**1,014**	**13,541**

** Others include currencies such as Singapore $, Australian $, Canadian $, Japanese Yen, Malaysian Ringgit, etc.*

As at March 31, 2020

₹ in million

Particulars	US$	Euro	Pound Sterling	Other currencies*	Total
Assets					
Trade receivables	10,119	1,572	1,258	750	13,699
Unbilled revenue	1,963	110	144	166	2,383
Cash and cash equivalents	2,548	304	279	395	3,526
Other assets	113	26	38	18	195
Liabilities					
Trade payables and accrued expenses	1,535	65	140	38	1,778
Lease liabilities	2,753	24	210	51	3,038
Other liabilities	2,222	90	303	96	2,711
Net assets/liabilities	**8,233**	**1,833**	**1,066**	**1,144**	**12,276**

** Others include currencies such as Singapore $, Australian $, Canadian $, Japanese Yen, Malaysian Ringgit, etc.*

For the year ended March 31, 2021, every 1% increase/decrease of the respective foreign currencies compared to functional currency of the Group would impact operating margins by 0.3% /(0.3)% . For the year ended March 31, 2020, every 1% increase/decrease of the respective foreign currencies compared to functional currency of the Group would impact operating margins by 0.2% /(0.2)%.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with fixed interest rates and investments. The Group's borrowings and investments are primarily short-term, which do not expose it to significant interest rate risk.

For details of the Group's borrowings and investments, refer to note 14, note 26 and note 7.

Capital management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Group monitors the return on capital as well as the level of dividends on its equity shares. The Group's objective when managing capital is to maintain an optimal structure so as to maximize shareholder value.

The capital structure is as follows:

Particulars	As at March 31, 2021	As at March 31, 2020
Total equity attributable to the equity share holders of the Group	43,194	31,572
As percentage of total capital	89%	85%
Total loans and borrowings	-	5
Total lease liabilities	5,377	5,663
Total loans, borrowings and lease liabilities	5,377	5,668
As a percentage of total capital	11%	15%
Total capital (loans, borrowings, lease liabilities and equity)	**48,571**	**37,240**

The Group is predominantly equity financed which is evident from the capital structure table. Further, the Group has always been a net cash Group with cash and bank balances along with investment, which is predominantly investment in liquid and short-term mutual funds being far in excess of debt.

28. Related party relationships and transactions

Name of related party	Nature of relationship
Larsen & Toubro Limited*	Parent Company
L&T Investment Management Ltd**	Fellow subsidiary
L&T Technology Services Limited	Fellow subsidiary
Larsen & Toubro Infotech Limited	Fellow subsidiary
L&T Thales Technology Services Private Limited	Fellow subsidiary
Mindtree Foundation	Entity with common key managerial person
Bridgeweave Limited	Entity with common key managerial person
Music Broadcast Limited	Entity with common key managerial person
NuvePro Technologies Private Limited	Entity in which a key managerial person was a member till July 17, 2019
Mindtree Limited Employees Gratuity Fund Trust	Gratuity Trust

**With effect from July 2, 2019, the Company has become a subsidiary of L&T. Accordingly, L&T has become the Promoter / Parent Company of the Company.*

***Investment Manager for L&T Mutual Fund*

Transactions with the above related parties during the year were:

Name of related party	Nature of transaction	For the year ended March 31, 2021	For the year ended March 31, 2020
Mindtree Foundation	Donation paid	17	47
Bridgeweave Limited	Software services rendered	44	38
NuvePro Technologies Private Limited	Software services received	-	1
Mindtree Limited Employees Gratuity Fund Trust	Contribution for Gratuity	561	226
L&T Mutual Fund	Purchase of investments	730	100
	Proceeds from sale of investments	546	100
Larsen & Toubro Infotech Limited	Software services rendered	98	21
	Reimbursement of personnel cost	15	-
	Software services received	10	-
L&T Technology Services Limited	Software services rendered	20	-
	Software services received	9	-
Larsen & Toubro Limited	Dividend paid	1,759	2,789
	Software services rendered	39	3
	Professional services received	3	-
	Reimbursement of personnel cost	89	-
	Reimbursement of travel and other expenses	3	20
	Guarantee charges	6	-
L&T Thales Technology Services Private Limited	Software services rendered	57	-

Balances payable to related parties are as follows:

Name of related party	Nature of balance	As at March 31, 2021	As at March 31, 2020
Larsen & Toubro Limited	Trade Payables	6	20
Larsen & Toubro Infotech Limited	Trade Payables	10	-
L&T Technology Services Limited	Trade Payables	3	-
Mindtree Limited Employees Gratuity Fund Trust	Gratuity contribution payable	76	272

Balances receivable from related parties are as follows:

Name of related party	Nature of balance	As at March 31, 2021	As at March 31, 2020
Bridgeweave Limited	Trade receivables	28	26
	Unbilled revenue	15	7
Larsen & Toubro Infotech Limited	Trade receivables	13	13
	Unbilled revenue	5	8
Larsen & Toubro Limited	Trade receivables	8	2
	Unbilled revenue	-	1
L&T Technology Services Limited	Trade receivables	6	-
	Unbilled revenue	1	-
L&T Thales Technology Services Private Limited	Unbilled revenue	13	-

The amounts outstanding are unsecured and will be settled in cash. No guarantee has been given or received.

Guarantees from related parties are as follows:

Name of related party	Nature of balance	As at March 31, 2021	As at March 31, 2020
Larsen & Toubro Limited	Guarantee*	5,147	

** Performance guarantee given on behalf of the Company*

Key Managerial Personnel (KMP):

Anilkumar Manibhai Naik*	Non-Executive Chairman
Debashis Chatterjee*	CEO and Managing Director
Sekharipuram Narayanan Subrahmanyan*	Non-Executive Vice Chairman
Jayant Damodar Patil*[10]	Non-Executive Director
Ramamurthi Shankar Raman*	Non-Executive Director
Prasanna Rangacharya Mysore*	Independent Director
Deepa Gopalan Wadhwa*	Independent Director
Apurva Purohit	Independent Director
Milind Sarwate[1]	Independent Director
Akshaya Bhargava	Independent Director
Bijou Kurien	Independent Director
Senthil Kumar[2]	Chief Financial Officer
Vedavalli Sridharan[11]	Company Secretary
Vinit Ajit Teredesai[3]	Chief Financial Officer
Krishnakumar Natarajan[4]	Executive Chairman (KMP till July 17, 2019)
Rostow Ravanan[4]	CEO and Managing Director (KMP till July 17, 2019)
N.S. Parthasarathy[4]	Executive Vice Chairman, President and Chief Operating Officer (KMP till July 17, 2019)
Subroto Bagchi[5]	Non-Executive Director (KMP till July 16, 2019)
Pradip Menon[6]	Chief Financial Officer (KMP till November 15, 2019)
Chandrasekaran Ramakrishnan[7]	Independent Director
Dayapatra Nevatia[8]	Executive Director and Chief Operating Officer
Venugopal Lambu[9]	Executive Director and President - Global Markets
Subhodh Shetty[11]	Company Secretary

**KMP subsequent to July 2, 2019, when the Company has become a subsidiary of L&T.*

[1]Mr. Milind Sarwate, Independent Director resigned from the Board with effect from April 24, 2020.

[2] Mr. Senthil Kumar resigned as Chief Financial Officer and Key Managerial Personnel with effect from June 15, 2020 and continues as AVP & Finance Controller with effect from June 15, 2020.

[3] Mr. Vinit Ajit Teredesai was appointed as Chief Financial Officer and Key Managerial Personnel with effect from June 15, 2020.

[4]Mr. Krishnakumar Natarajan, Executive Chairman, Mr. N S Parthasarathy, Executive Vice Chairman and Chief Operating Officer and Mr. Rostow Ravanan, CEO and Managing Director of the Company have resigned from the Board on July 17, 2019.

[5]Mr. Subroto Bagchi, Non-Executive Director of the Company, retired from the Board on July 16, 2019.

[6]Resigned on November 15, 2019

[7]The Nomination and Remuneration Committee and the Board of Directors have approved the appointment of Mr. Chandrasekaran Ramakrishnan as Independent Director with effect from July 15, 2020 for a term of five years upto July 14, 2025, and the same was approved by shareholders through Postal Ballot on December 09, 2020.

[8]The Nomination and Remuneration Committee and the Board of Directors have approved the appointment of Mr. Dayapatra Nevatia, Chief Operating Officer as Executive Director of the Company with effect from October 15, 2020 for a term of five years upto October 14, 2025, and the same was approved by shareholders through Postal Ballot on December 09, 2020

[9]The Nomination and Remuneration Committee and the Board of Directors have approved the appointment of Mr. Venugopal Lambu, President - Global Markets as Executive Director of the Company with effect from October 15, 2020 for a term of five years upto October 14, 2025, and the same was approved by shareholders through Postal Ballot on December 09, 2020.

[10]Mr. Jayant Damodar Patil, Non-Executive Director has resigned from the Board of Directors of the Company with effect from the close of business hours on October 15, 2020, due to other commitments and the Board of Directors have accepted the same.

[11]Ms. Vedavalli Sridharan has resigned as the Company Secretary of the Company and Compliance Officer and her resignation is effective from the close of business hours on October 31, 2020 . The Nomination and Remuneration Committee and the Board of Directors have appointed Mr. Subhodh Shetty as Company Secretary and Compliance Officer effective November 01, 2020.

Transactions with key managerial personnel are as given below:

Key managerial personnel comprise directors and members of the executive council. Particulars of remuneration and other benefits paid to key managerial personnel during the year ended March 31, 2021 and March 31, 2020 have been detailed below:

Particulars	For the year ended March 31, 2021*	March 31, 2020*
Whole-time directors and executive officers		
Salaries	133	82
Contribution to Provident fund	9	3
Bonus and Incentives	72	60
Reimbursement of expenses	-	1
Share based payments as per IFRS 2	35	16
Total Remuneration	**249**	**162**
Non-whole-time directors		
Commission	34	21
Total Remuneration	**34**	**21**
Total	**283**	**183**

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

Dividends paid to directors during the year ended March 31, 2021 and March 31, 2020 amounts to ₹ 0 and ₹ 397 respectively. Further, during the year ended March 31, 2021, 23,255 (March 31, 2020: 7,875) shares were allotted to the key managerial personnel.

29. Contingent liabilities

Particulars	March 31, 2021	March 31, 2020
Claims against the Group not acknowledged as debts	824	1,074

a) The Group has received income tax assessment order for financial years 2006-07 and 2007-08 for the erstwhile subsidiary Mindtree Technologies Private Limited (MTPL) with demands amounting to ₹ 11 and ₹ 10 respectively 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 with Commissioner of Income Tax (Appeals) against the demand received. The Group has not deposited the amount of demand with the department. The department has adjusted pending refunds amounting to ₹ 18 against these demands.

b) The Group has received income tax assessment order 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, 2007-08 and 2008-09 wherein demand of ₹ 215, ₹ 49, ₹ 61, ₹ 28, ₹ 58, ₹ 214 and ₹ 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 Income Tax Appellate Tribunal (ITAT). The Group has deposited ₹ 15 with the department against these demands. The department has adjusted pending refunds amounting to ₹ 556 against these demands.

The Group received a favorable order from the Commissioner of Income Tax (Appeals) for the financial 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 Deputy Commissioner of Income Tax has completed the reassessment and has issued a Final assessment order with a revised demand amounting to ₹ 202 due to 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 has filed an appeal with Commissioner of Income Tax (Appeals).

The Group has received the order from the Commissioner of Income Tax (Appeals) for the financial year 2004-05 and on the unfavorable grounds, the Group had filed an appeal with ITAT, Bengaluru. ITAT has issued a favorable order in connection with TP proceedings. Order giving effect to the ITAT order is yet to be received.

The Group has received the order from ITAT for the financial year 2005-06 and ITAT has remanded the matter back to the Assessing Officer for re-assessment. The Group has filed an appeal with the Hon'ble High Court of Karnataka. The Hon'ble High Court has dismissed the appeal and this matter is pending with Assessing Officer.

The Group has received the order from ITAT for the financial year 2007-08 and ITAT has quashed the order of the Assessing Officer. Order giving effect to the ITAT order is yet to be received.

The Group has received revised order for the financial year 2008-09 under section 263 from Assessing Officer raising an additional demand of ₹ 61, taking the total demand to ₹ 124. The Group had filed an appeal before ITAT. Subsequently, the group has received the order from ITAT for the financial year 2008-09 and ITAT has quashed the order of the Assessing Officer. Order giving effect to the ITAT order is yet to be received. During the year ended March 31, 2020, the Group has filed a writ petition with the Hon'ble High Court of Karnataka to stay the proceedings of the assessing officer for the financial years 2007-08 and 2008-09.

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 favorable order received by the Group for the financial year 2001-02 from the Commissioner of Income Tax (Appeals) and an evaluation of the facts and circumstances, no provision been made against the above orders in the financial statements.

c) 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 ₹ 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 ITAT. The final order giving effect by the Assessing Officer is completed and the demand is reduced to ₹ 33. The Group has deposited ₹ 5 with the department against this demand.

d) The Group has received the revised order under section 263 for financial year 2009-10 from Assessing Officer reducing the demand to ₹ 6. The Group has filed an appeal before ITAT. ITAT has dismissed the appeal. Order giving effect has been received. The Group has filed an appeal before Commissioner of Income Tax (Appeals).

e) The Group has received a final assessment order for financial year 2012-13 from the Deputy Commissioner of Income Tax with a demand amounting to ₹ 15 on account of certain disallowances. 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).

f) During the year ended March 31, 2018, the Group received an order passed under section 7A of the Employees Provident Fund & Miscellaneous Provisions Act, 1952 from Employees Provident Fund Organisation (EPFO) claiming provident fund contribution aggregating to ₹ 250 for dues up to June 2016, and excludes any additional interest that may be determined by the authorities from that date till resolution of the dispute, on (a) full salary paid to International Workers and (b) special allowance paid to employees. Based on a legal advice obtained, the Group has assessed that it has a legitimate ground for appeal, and has contested the order by filing an appeal with the Employees' Provident Funds Appellate Tribunal. The Group has, during the year, in view of the changes in the regulations with the new wage code and social security code, supported by legal advice, re-estimated the probability of any liability arising from this matter and has accordingly recognized a provision of ₹ 659 (March 31, 2020: ₹ Nil), including estimated interest, as on the date of the balance sheet.

30. Estimated amount of contracts remaining to be executed on capital account and not provided for as at March 31, 2021 is ₹ 431 (March 31, 2020: ₹ 511).

31. Segment information

The CEO & MD of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by IFRS 8 Operating Segments. The CODM evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by industry classes. Accordingly, segment information has been presented for industry classes.

The Group is structured into four reportable business segments – RCM, BFSI, CMT (erstwhile Hi-tech) and TH. The reportable business segments are in line with the segment wise information which is being presented to the CODM.

Each segment item reported is measured at the measure, used to report to the Chief Operating Decision Maker for the purposes of making decisions about allocating resources to the segment and assessing its performance. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the significant policies.

Geographic information is based on business sources from that geographic region and delivered from both on-site and off-shore. The geographic regions comprise of North America, Continental Europe, UK and Ireland and Asia Pacific (includes Rest of World). During the year ended March 31, 2021, geographic regions were classified as America comprising of United States of America and Canada, Europe including continental Europe and United Kingdom; the Rest of the world comprising of all other geographies except those mentioned above and India. Accordingly, the comparative numbers have been restated to give effect to the change in geographic information.

Income and direct expenses in relation to segments are categorized 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 management therefore believes that it is not practical to provide segment disclosures relating to such expenses and accordingly such expenses are separately disclosed as "unallocated" and directly charged against total income.

CODM does not review assets and liabilities at reportable segments level, hence segment disclosure relating to total assets and liabilities has not been provided. 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.

Geographical information on revenue and industry revenue information is collated based on individual customer invoices or in relation to which the revenue is otherwise recognized.

Statement of income	For the year ended	
	March 31, 2021	March 31, 2020
Segment revenue		
RCM	17,166	16,439
BFSI	15,632	16,479
CMT	39,835	31,793
TH	7,045	12,932
Total	**79,678**	**77,643**
Segment operating income		
RCM	3,684	2,844
BFSI	3,310	2,001
CMT	8,891	4,754
TH	682	1,299
Total	**16,567**	**10,898**
Depreciation and amortization expense	(2,596)	(2,754)
Profit for the year before finance expenses, other income and tax	**13,971**	**8,144**
Finance expenses	(504)	(529)
Other income	1,065	567
Interest income	166	189
Foreign exchange gain/ (loss)	286	(83)
Net profit before taxes	**14,984**	**8,288**
Income taxes	(3,879)	(1,979)
Net profit after taxes	**11,105**	**6,309**

Other information	For the year ended	
	March 31, 2021	March 31, 2020
Other significant non-cash expense (Allocable)		
RCM	32	28
BFSI	(11)	32
CMT	11	45
TH	(18)	100

Geographical information

Revenues	For the year ended	
	March 31, 2021	March 31, 2020
North America	61,767	58,025
Continental Europe	5,702	6,590
UK and Ireland	6,164	6,545
Asia Pacific	6,045	6,483
Total	**79,678**	**77,643**

Refer note 27 on Financial Instruments for information on revenue from major customers

32. Non-current assets held for sale

The Company, in an earlier year, had entered into a lease arrangement with a lessor for lease of a piece of land for a period of 30 years. Also, the Company had purchased two buildings constructed by the lessor on the above referred land vide a separate purchase agreement and capitalized in the books of account. During the previous year, the Company received a communication from the lessor wherein it is mentioned that the lessor would like to convert the existing lease into a regular commercial lease agreement and would like to refund the residual value of the deposits and the value of the buildings under the present agreements and enter into a fresh agreement. During the year, the Company has completed the sale of the said buildings and termination of lease for the said land for a price equivalent to their written down values. Accordingly, the said buildings and the land have been derecognised. On entering into a regular commercial lease agreement, right-of-use asset and lease liability has been accounted in accordance with IFRS 16 'Leases'. Accordingly, the improvements made to buildings earlier has been reclassified to "Furniture, fixtures and equipment" (refer note 4 and 5).

33. The new Code on Social Security, 2020 (the Code) has been enacted, which would impact the contributions by the Group towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified. The Ministry of Labour and Employment (the Ministry) has released draft rules for the Code on November 13, 2020 and has invited suggestions from stake holders which are under active consideration by the Ministry. The Group will complete its evaluation and will give appropriate impact in its financial statements in the period in which the Code becomes effective and the related rules are published.

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Mindtree Limited
Fifth Floor, 12 Arthur Street
London, EC4R 9AB
United Kingdom
Ph: +44 (0)870 233 0404

2
IRELAND
Mindtree Limited
3rd Floor, Kilmore House, Park Lane,
Spencer Dock,
Dublin, Ireland
Ph: +353 1 614 6240

CONTINENTAL EUROPE

1
BELGIUM
Mindtree Limited
Pegasuslaan 5, 1831, Diegem, Belgium
Ph: +32 2709 2055

2
DENMARK
Mindtree Limited
c/o TMF Denmark A/S
Købmagergade 60, 1. Tv
1150 København K, Denmark
Ph: +45 58 59 59 18

3
FRANCE
Mindtree Limited
La Grande Arche, Paroi Nord,
92044, Paris, France
Ph: +33 (0)1 7329 4524

4
FINLAND
Mindtree Limited
c/o RSM Finland Oy
Ratamestarinkatu 7B
00520 Helsinki
Finland
Ph: +358 29 3700 788

5
GERMANY
Mindtree Limited
3rd Floor, Hopfenstraße 6
80335-Munich
Germany

6
NORWAY
Mindtree Limited
c/o BDO Advokater AS,
Munkedamsveien 45,
Postboks 1704 Vika,
0121 Oslo, Norway
Ph: +47 926 66 777

7
POLAND
Mindtree Limited
Wspólna 70
00-687, Warszawa, Poland

8
POLAND
Mindtree Limited
Regus Equal park, Wielicka Street
3 floor Krakow
30-552, Poland
Ph: +48 665 05 74 75

9
SPAIN
Mindtree Limited
Sucursal En Españac
Santalo 10 Planta 1
08021 Barcelona, Spain
Ph: +34 93 444 13 60

10
SWEDEN
Mindtree Limited
Svetsarvägen 15 2tr, 17141,
Solna (Stockholm)
Sweden
Ph: +46 8 5787 7020

11
SWITZERLAND
Mindtree Limited
c/o Paramis AG,
Habshagstrasse 34,
CH-4153, Reinach BL, Switzerland
Ph: +41 61 921 78 00

12
THE NETHERLANDS
Mindtree Limited
Lange Dreef 11, Vianen,
4131 NJ, The Netherlands
Ph: +31 34 771 5021

INDIA

1

BENGALURU
Mindtree Limited **(West Campus)**
Global Village, RVCE Post, Mysore Road
Bengaluru - 560 059, Karnataka, India
Ph: +91 80 6706 4000
Fax: +91 80 6706 4100

2

BENGALURU
Mindtree Limited **(East Campus)**
Plot No. 150, EPIP Second Phase, KIADB
Industrial Area, Hoodi Village, Whitefield,
Bengaluru - 560 066
Karnataka, India
Ph: +91 80 6747 0000
Fax: +91 80 6747 3562

3

BENGALURU
Mindtree Limited
Manyata Promoters Private Limited SEZ
B Wing , 4th Floor, Elm (C4) Building
Embassy Manyata Business Park
Rachenahalli , Nagavara
Bengaluru – 560045
Karnataka, India

4

BHUBANESWAR
Mindtree Limited
Plot No-1, Chandaka Industrial Estate,
Chandrasekharpur Post Office,
Khurda - 751024
Bhubaneswar, India
Ph: 0674 664 3111 / 0674 664 3199

5

CHENNAI
Mindtree Limited
10th, 11th and 12th Floor, Neville Block,
5th and 6th Floor, Hardy Block,
TRIL Infopark Limited,
Ramanujan IT City SEZ, Taramani,
Chennai - 600 113, Tamil Nadu, India
Ph: +91 44 66711100

6

HYDERABAD
Mindtree Limited
Divyasree Orion SEZ, 12th Floor, Block
#6, 14th Floor, Block #4 & Block #7
North Tower, Survey #66/1, Raidurga
Ranga Reddy District, Gachibowli,
Hyderabad - 500 032, Telangana, India
Ph: +91 40 672 30000

7

HYDERABAD
Mindtree Limited
Sundew Properties Limited - SEZ
Unit No.801, 8th Floor, Building No.12D,
Mindspace, Survey No.64,
TSIIC Software Layout, Hi Tech City,
Madhapur Village, Serilingampally Mandal,
Ranga Reddy District
Hyderabad - 500081, Telangana, India

8

NOIDA
Mindtree Limited
Floor 19, C-001/A2, Sector 16B
WeWork Berger One, Noida,
Gautam Buddha Nagar - 201301
Uttar Pradesh, India

9

PUNE
Mindtree Limited
Rajiv Gandhi Infotech and Biotech Park
Plot No. 37, Phase 1 MIDC, Hinjewadi,
Pune - 411 057
Maharashtra, India
Ph: +91 20 679 24000

ASIA PACIFIC AND MIDDLE EAST

1

AUSTRALIA
Mindtree Limited
Suite 10.03,
31, Market Street
Sydney NSW 2000
Australia

2

AUSTRALIA
Mindtree Limited
One Melbourne Quarter
Level 8 - 699 Collins Street
Docklands, Victoria 3008
Australia

3

JAPAN
Mindtree Limited
2-21-7-703 Kiba, Koto-ku,
Tokyo 135-0042, Japan
Ph: +81 3 5809 8444

4

MALAYSIA
Mindtree Limited
Level 16, 1 Sentral Jalan Stesan, 5,
KL Sentral 50470, Kuala Lumpur,
Malaysia

5

NEW ZEALAND
Mindtree Limited
c/o BDO Auckland,
Level 4, 4 Graham Street,
Auckland, 1010, New Zealand

6

SINGAPORE
Mindtree Limited
1 Fullerton Road #02-01,
One Fullerton,
Singapore 049213

7

UAE
Mindtree Limited
248, Block B,
5W DAFZA PO Box 293858,
Dubai, UAE
Ph: +971 4260 2400

8

UAE
Mindtree Limited
Office number 503,
Business Venue Building
Oud Metha, Dubai – UAE
Ph: +971 4885 4147

MINDTREE SUBSIDIARIES

1

BLUEFIN SOLUTIONS SDN. BHD.
Level 16, 1 Sentral Jalan Stesan, 5,
KL Sentral 50470
Kuala Lumpur
Malaysia

2

MINDTREE SOFTWARE (SHANGHAI) Co., LTD
No. 501 Middle Yin Cheng Road
Pudong District, Shanghai
China 200120
Ph: +86 21 38932543

Mindtree Limited

Registered Office: Global Village, RVCE Post, Mysore Road, Bengaluru 560 059, Karnataka, India.
Corporate Identity Number (CIN): L72200KA1999PLC025564
Ph: + 91 80 6706 4000 Fax: + 91 80 6706 4100 E-mail: investors@mindtree.com Website: www.mindtree.com

Notice of the Twenty Second Annual General Meeting

NOTICE is hereby given that the Twenty Second Annual General Meeting (AGM) of the Members of Mindtree Limited will be held on Tuesday, July 13, 2021 at 4.00 PM IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

Ordinary business:

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 together with Reports of the Directors and Auditors thereon.
2. To confirm the payment of Interim dividend of ₹ 7.50/- per equity share, and to declare a Final dividend of ₹ 17.50/- per equity share of ₹ 10/- each for the Financial Year 2020-21.
3. To appoint a Director in place of Mr. Sekharipuram Narayanan Subrahmanyan (DIN: 02255382), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Ramamurthi Shankar Raman (DIN: 00019798), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

Special business:

5. To re-appoint Mr. Bijou Kurien (DIN:01802995) as an Independent Director

To consider and if thought fit, to pass the following resolution,with or without modification, as a SPECIAL RESOLUTION:

"**RESOLVED THAT**, pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as may be applicable, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable regulations, Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee and the Board, Mr. Bijou Kurien (DIN 01802995), Independent Director of the Company, who holds office of Independent Director upto July 16, 2021, who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereof and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation, for a second term of five years commencing from July 17, 2021 to July 16, 2026.

RESOLVED FURTHER THAT, the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

6. To re-appoint Mr. Akshaya Bhargava (DIN:01874792) as an Independent Director

To consider and if thought fit, to pass the following resolution with or without modification as a SPECIAL RESOLUTION:

"**RESOLVED THAT**, pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force),Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as may be applicable, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable regulations, Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee and the Board, Mr. Akshaya Bhargava (DIN 01874792), Independent Director of the Company, who holds office of Independent Director upto September 30, 2021, who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereof and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation, for a second term of five years commencing from October 1, 2021 to September 30, 2026.

RESOLVED FURTHER THAT, the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

Place: Bengaluru
Date: April 16, 2021

By the order of the Board of Directors
for **Mindtree Limited**
Sd/-
Subhodh Shetty
Company Secretary
ACS-13722

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its Circular No. 2/2021 dated January 13, 2021 (in continuation of Circular number 20/2020 dated May 5, 2020 read with circulars number 14/2020, 17/2020 dated April 8, 2020 and April 13, 2020 respectively) (collectively referred to as "MCA Circulars") and the SEBI vide its circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (in continuation of SEBI circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020) ("SEBI circulars"), have extended permission for holding the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the above MCA Circulars and SEBI Circulars, the provisions of the Companies Act, 2013 ("hereinafter referred as "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("hereinafter referred to as "LODR Regulations"), the AGM of the Company is being held through VC / OAVM.

2. The AGM is being held through VC / OAVM in compliance with the requirements of MCA Circulars and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the route map, proxy form and attendance slip are not annexed to this Notice.

3. The Board of Directors at its meeting held on April 16, 2021 has recommended a final dividend of ₹ 17.50/- per share for the financial year ended March 31, 2021. Further, the Board of Directors at its meeting held on October 15, 2020 had declared an Interim Dividend of ₹ 7.50/- per equity share of the face value of ₹ 10/- each. The same was paid to the Shareholders, holding shares as on October 27, 2020, being the record date.

4. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The e-voting commences on Saturday, July 10, 2021 at 9 AM IST and ends on Monday, July 12, 2021 at 5 PM IST. The voting rights of the Shareholders shall be in proportion to their shares held in the Company as on the cut-off date, i.e.,Tuesday, July 6, 2021.

5. Any person who is not a member on the cut-off date should treat this notice for information purposes only.

6. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

7. Any person, who acquires shares and becomes a Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, July 6, 2021, may obtain the login ID and password by sending a request to evoting@nsdl.co.in or to the Registrar and Share Transfer Agent (RTA) at rnt.helpdesk@linkintime.co.in. However, if he/she is already registered with National Securities Depository Limited (NSDL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

   Mr. Nagendra D Rao, Practicing Company Secretary (Membership No. FCS 5553, COP 7731) has been appointed by the Board of Directors as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. The scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting and count the votes and submit not later than two days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorized in writing, who shall countersign the same. The Chairman/Authorised person shall declare the results of the voting on or before Thursday, July 15, 2021. The results declared, along with the Scrutinizer's Report shall be placed on the Company's website www.mindtree.com/investors and on the website of NSDL after the results are declared by the Chairman/Authorised person and also be communicated to the Stock Exchanges where the shares of the Company are listed.

8. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participant (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

9. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.mindtree.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL https://www.evoting.nsdl.com. The Company will also be publishing an advertisement in newspaper containing the details about the AGM i.e., the conduct of AGM through VC/OAVM, date and time of AGM,

availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/RTA, manner of providing mandate for dividends, and other matters as may be required.

10. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

11. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM, but shall not be entitled to cast their vote again.

12. Pursuant to Section 91 of the Act, the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, July 7, 2021 to Tuesday, July 13, 2021 (both the days inclusive).

13. Subject to provision of Section 123 of the Act, the final dividend, as recommended by the Board of Directors, if declared and approved at the Twenty Second Annual General Meeting, will be paid on or before Saturday, July 31, 2021, as under:

    (a) To those Members whose names appear on the Register of Members of the Company on Tuesday, July 6, 2021.

    (b) In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of the shares as on closing hours of business on Tuesday, July 6, 2021 as per the list of beneficiaries furnished by NSDL and Central Depository Services (India) Ltd. (CDSL), the Depositories, for this purpose.

    The final dividend, once approved by the shareholders in the ensuing AGM will be paid electronically through various online transfer modes to those shareholders who have updated their bank account details. For shareholders who have not updated their bank account details, dividend warrants/ demand drafts/ cheques will be sent to their registered address. To avoid delay in receiving the dividend, shareholders are requested to update their bank details with their depositories (shares are held in dematerialized mode) and with the Company's Registrar and Share Transfer Agent (shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

14. Pursuant to the changes introduced by the Finance Act 2020, w.e.f. April 1, 2020, the Company would be required to deduct tax at source (TDS) at the prescribed rates on the dividend paid to its shareholders. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Accordingly, the above referred Final Dividend will be paid after deducting TDS. The Company will be sending out individual communication to the shareholders who have registered their email IDs with the Company/RTA. The Company will also be publishing an advertisement regarding tax on dividend. Kindly refer to https://www.mindtree.com/about/investors/faqs-tax-deducted-source-tds-dividend for further information. The shareholders are requested to update their PAN with the RTA (shares held in physical mode) and with depositories (shares held in demat mode).

15. Mr. Sekharipuram Narayanan Subrahmanyan (DIN: 02255382), was appointed as Non-Executive Director from July 16, 2019 and is subject to retirement by rotation based on the terms of his appointment. Mr. Sekharipuram Narayanan Subrahmanyan (DIN: 02255382), retires by rotation at this AGM, being eligible, offers himself for re-appointment.

    Pursuant to Regulation 36 and 26 (4) of LODR Regulations, brief resume/details of Mr. Sekharipuram Narayanan Subrahmanyan (DIN: 02255382) is annexed hereto and forms part of the Explanatory Statement.

16. Mr. Ramamurthi Shankar Raman (DIN: 00019798), was appointed as Non-Executive Director from July 16, 2019 and is subject to retirement by rotation based on the terms of his appointment. Mr.Ramamurthi Shankar Raman (DIN: 00019798), retires by rotation at this AGM, being eligible, offers himself for re-appointment.

    Pursuant to Regulation 36 and 26 (4) of LODR Regulations, brief resume/details of Mr.Ramamurthi Shankar Raman (DIN: 00019798) is annexed hereto and forms part of the Explanatory Statement.

17. The Company is obliged to print such bank's details on the dividend warrants/ demand drafts as furnished by the DPs and the Company cannot entertain any request for deletion/ change of bank details already printed on the dividend warrant(s) / demand draft(s) based on the information received from the concerned DPs, without confirmation from them. In this regard, Members are advised to contact their DPs and furnish them the particulars of any change desired, if not already provided.

18. Member(s) must quote their Folio Number/DP ID & Client ID and contact details such as email address, contact number etc., in all correspondences with the Company/ RTA.

19. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.

20. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

21. Pursuant to the provisions of Section 72 of the Act, the Member(s) holding shares in physical form may nominate in the prescribed manner any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.

22. Member(s) holding shares in physical form is/are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.

23. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/ Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to Directors' Report which is a part of this Annual Report.

24. The Certificate from Auditors of the Company as required under SEBI (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto, with regard to Company's Employee Stock Option Plans (ESOPs) and Mindtree Employee Restricted Stock Purchase Scheme (ESPS/ERSP 2012) will be uploaded on the website of the Company at www.mindtree.com.

25. **The details of the process and manner for remote e-voting are explained herein below:**

    The remote e-voting commences on Saturday, July 10, 2021 at 9 AM IST and ends on Monday, July 12, 2021 at 5 PM IST. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Upon successful registration, please follow the steps given above.
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
	2. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider (ESP) i.e. NSDL portal. Click on NSDL to cast your vote.
	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile number & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e.NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
	2. Once logged in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
	3. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) **Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e.Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nagendradrao@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such

an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free nos. 1800 1020 990 and 1800 224 430 or send a request to evoting@nsdl.co.in

Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate for receipt of dividend:

A. **Process for registration of email id**

Physical Holding	Please get your email ID registered with Link Intime India Pvt Ltd, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided therein. You are requested to provide details such as Name, Folio Number, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card), mobile number and e mail id.
For Permanent Registration for Demat shareholders	Please contact your Depository Participant (DP) and register your email address details in your demat account, as per the process advised by your DP.
For Temporary Registration for Demat shareholders	Please get your email addresses registered with Link Intime India Pvt Ltd by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided therein. You are requested to provide details such as Name, DPID, Client ID (16 digit DPID + CLID or 16 digit beneficiary ID) PAN (self attested scanned copy of PAN card), mobile number and e-mail id. (The data will be only used as referral data and will not be updated in the system). Kindly update your details with the respective DP for having the record permanently.

Note: Shareholders whose e-mail IDs are not registered may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned above, alternatively.

B. **Process for registration of Bank Account Details**

Physical Holding	Please get the same registered with Link Intime India Pvt Ltd, by clicking the link: https://linkintime.co.in/emailreg/email_register.html on their website www.linkintime.co.in and follow the registration process as guided therein. You are requested to provide details such as Name, Folio Number, Certificate number, PAN, e – mail id along with the copy of the cheque leaf with the first named shareholders name imprinted on the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. You should also submit the request letter duly signed.
Demat holding	Please contact your Depository Participant (DP) and register your bank account details in your demat account, as per the process advised by your DP.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

Access the VC portal by clicking this link	System requirements for best VC experience
https://www.evoting.nsdl.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders/members login where the EVEN of Company will be displayed Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL	Internet connection – broadband, wired or wireless (3G or 4G/LTE), with a speed of 5 Mbps or more Browser : Google Chrome : Version 72 or latest Mozilla Firefox : Version 72 or latest Microsoft Edge Chromium : Version 72 or latest Safari : Version 11 or latest Internet Explorer : Not Supported Contact details + Ms Sarita Mote | Assistant Manager | National Securities Depository Ltd. + 1800 1020 990 | 1800 224 430 | e mail id: evoting@nsdl.co.in

General guidelines for VC/ OAVM participation

1. Members who have not cast their vote on the resolutions through remote e-voting shall be eligible to vote through the e-voting system during the AGM by clicking the link, https://www.evoting.nsdl.com/
2. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer by e-mail to nagendradrao@gmail.com with a copy marked to evoting@nsdl.co.in for authorizing its representatives to attend the AGM through VC/OAVM.
3. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to investors@mindtree.com on or before Thursday July 8, 2021. Those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
4. Facility of joining the AGM through VC / other Audio Visual Means (OAVM) shall open 30 minutes before the time scheduled for the members to join the AGM. The Shareholders can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the necessary procedure mentioned in the Notice of this AGM.
5. Members can participate in the AGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity.
6. Please note that participants connecting from mobile devices or tablets, or through laptops via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the aforementioned glitches.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Sections 102 (1) of the Companies Act, 2013)

Item Number 5: To re-appoint Mr. Bijou Kurien (DIN: 01802995) as an Independent Director

Mr. Bijou Kurien (DIN: 01802995) was appointed as an Independent Director of the Company with effect from July 17, 2018. As per the provisions of the Companies Act, 2013, the Shareholders at their meeting held on July 17, 2018, approved the appointment of Mr. Bijou Kurien (DIN: 01802995) as an Independent Director until July 16, 2021. He is due for retirement from the first term as an Independent Director on July 16, 2021.

The Nomination and Remuneration Committee (NRC) at its meeting held on April 16, 2021, based on the performance evaluation of Mr. Bijou Kurien (DIN 01802995), his contributions during his first term of office to the Company, background and experience, recommended to the Board his re-appointment for a second term of five years.

Based on the recommendation of the NRC, the Board, has recommended the re-appointment of Mr. Bijou Kurien, for a second term of five years commencing from July 17, 2021 to July 16, 2026. Further, the Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Bijou Kurien (DIN 01802995) for the office of Director, to be re-appointed as Independent Director under the provisions of Section 149 of the Companies Act, 2013.

The Company has received the following documents from Mr. Bijou Kurien (DIN: 01802995) (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, (iii) Notice of Interest in Companies in Form MBP-1 pursuant to Section 184 (1) read with Rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and (iv) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, approval of Shareholders with special resolution is required for the re-appointment of Independent Directors. Hence, the Company seeks your approval for the re-appointment of Mr. Bijou Kurien (DIN: 01802995) as an Independent Director of the Company for a second term of five years commencing from July 17, 2021 to July 16,2026. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Bijou Kurien (DIN: 01802995), Independent Director proposed to be re-appointed, fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the Management.

A copy of the draft letter for the re-appointment of Mr.Bijou Kurien (DIN: 01802995) as Independent Director setting out the terms and conditions is available for electronic inspection by the members without any fee from the date of circulation of this Notice up to the date of AGM, i.e. July 13, 2021. Members seeking to inspect such documents can send an email to investors@mindtree.com.

Memorandum of Concern or Interest

None of the Promoters/ Directors/KMP of the Company and their relatives, other than Mr. Bijou Kurien (DIN: 01802995) are in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item Number 5 of this Notice.

Accordingly, your Directors recommend the passing of the Special Resolution as specified in Item Number 5 of this Notice of Annual General Meeting.

Item Number 6: To re-appoint Mr. Akshaya Bhargava (DIN: 01874792) as an Independent Director

Mr. Akshaya Bhargava (DIN: 01874792) was appointed as an Independent Director of the Company for a period starting from December 12, 2016 to September 30, 2021. The Shareholders had approved the same on December 8, 2016 through Postal Ballot. He is due for retirement from the first term as an Independent Director on September 30, 2021.

The Nomination and Remuneration Committee (NRC) at its meeting held on April 16, 2021, based on the performance evaluation of Mr. Akshaya Bhargava (DIN 01874792), his contributions during his first term of office to the Company, background and experience, recommended to the Board his re-appointment for a second term of five years.

Based on the recommendation of the NRC, the Board, has recommended the re-appointment of Mr. Akshaya Bhargava (DIN: 01874792) as an Independent Director for a second term of five years commencing from October 1, 2021 to September 30, 2026. Further, the Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Akshaya Bhargava (DIN 01874792) for the office of Director, to be re-appointed as Independent Director under the provisions of Section 149 of the Companies Act, 2013.

The Company has received the following documents from Mr. Akshaya Bhargava (DIN: 01874792) (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, (iii) Notice of Interest in Companies in Form MBP-1 pursuant to Section 184 (1) read with Rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and (iv) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, approval of Shareholders with special resolution is required for the re-appointment of Independent Directors. Hence, the Company seeks your approval for the re-appointment of Mr. Akshaya Bhargava (DIN: 01874792) as an Independent Director of the Company for a second term of five years commencing from October 1, 2021 to September 30, 2026. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Akshaya Bhargava (DIN: 01874792), Independent Director proposed to be re-appointed, fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the Management.

A copy of the draft letter for the re-appointment of Mr. Akshaya Bhargava (DIN: 01874792) as Independent Director setting out the terms and conditions is available for electronic inspection by the members without any fee from the date of circulation of this Notice up to the date of AGM, i.e. July 13, 2021. Members seeking to inspect such documents can send an email to investors@mindtree.com.

Memorandum of Concern or Interest

None of the Promoters/ Directors/KMP of the Company and their relatives, other than Mr.Akshaya Bhargava (DIN: 01874792) are in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item Number 6 of this Notice.

Accordingly, your Directors recommend the passing of the Special Resolution as specified in Item Number 6 of this Notice of Annual General Meeting.

Place: Bengaluru
Date: April 16, 2021

By the order of the Board of Directors
for **Mindtree Limited**

Sd/-

Subhodh Shetty
Company Secretary
ACS-13722

Information pursuant to Regulation 36 and 26(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards.

Item Number 3: Mr. Sekharipuram Narayanan Subrahmanyan –Non-Executive Vice Chairman

A. Brief Resume and Expertise:

Mr. S N Subrahmanyan is the CEO & MD of Larsen & Toubro and serves on the Board of Directors of this multi-billion dollar conglomerate. He is also Vice Chairman on the Boards of LTI, L&T Technology Services and Chairman of L&T Metro Rail (Hyderabad) Limited.

Prior to taking over the reins as CEO & MD in July 2017, Mr. Subrahmanyan in his capacity as Deputy MD and President, led L&T's infrastructure business to its position as the country's largest construction organization and the 14th largest in the world. He is now responsible for leading L&T's considerable business interests to new growth levels, riding on the enormous benefits of digitalization, big data, and predictive analysis that he drives internally with exceptional zeal. He places a premium on innovation, project management and talent development, particularly in leadership roles.

Hailing from Chennai, Mr. Subrahmanyan commenced his professional journey with L&T in 1984 as a project planning engineer armed with a degree in civil engineering and a post-graduation in business management. Mentored by stalwarts, he took on roles of increasing responsibility across business verticals. With an entrepreneurial mindset, drive, and foresight, he began to rewrite the rules of the game.

Awards and recognition

- Ranked the Top CEO (Sell Side) and the 3rd best CEO (Overall) in the All-Asia Executive Team Survey conducted by Institutional Investor in 2020.
- Recognized as the CEO of the Year by the leading Indian news channel, CNBC-Awaaz
- Conferred the Emergent CEO Award at the CEO Awards in 2019
- Earned the 13th position in the Construction Week Power 100 Ranking for 2019
- Conferred the Leading Engineering Personality award by the Institution of Engineers (India) in 2014
- Recognized as Infrastructure Person of the Year for 2012 by Construction Week Power 100 Ranking

Mr. Subrahmanyan holds positions of pre-eminence on various industry bodies, construction institutions and councils.

In February 2021, he was appointed Chairman of the National Safety Council (NSC) for three years by the Union Ministry of Labour & Employment. In this role he will guide the NSC, which has a major part to play in ensuring safety in workplaces under the new Occupational Safety, Health and Working Conditions Code, 2020 (OSH Code, 2020).

B. Date of Birth :

March 16, 1960

C. Terms and conditions of re-appointment:

Mr. Sekharipuram Narayanan Subrahmanyan (DIN: 02255382), was appointed as Non-Executive Director from July 16, 2019 and is subject to retirement by rotation based on the terms of his appointment. Mr. Sekharipuram Narayanan Subrahmanyan (DIN: 02255382), retires by rotation at this AGM, being eligible, offers himself for re-appointment.

D. Details of remuneration sought to be paid:

Not Applicable

E. Disclosure of relationship between Directors Inter se, Manager and Key Managerial Personnel (KMP):

None

F. Date of first appointment on the Board:

July 16, 2019

G. Name/s of Listed Companies (other than Mindtree) in which Mr. Sekharipuram Narayanan Subrahmanyan holds the Directorship and the Membership of Committees of the Board:

Name of the Company	Directorship	Name of the Committee	Whether Chairman or Member	
			Chairman	Member
Larsen & Toubro Limited	Director	-	NA	NA
Larsen & Toubro Infotech Limited	Director	-	NA	NA
L&T Technology Services Limited	Director	-	NA	NA

H. Details of shareholding in the Company as on March 31, 2021:

Nil

I. Number of Board Meetings attended during the year (April 1, 2020 to March 31, 2021):

Total number of Board meetings held: 6

Total number of Board meetings attended: 6

J. Committee Details in Mindtree Limited as on March 31, 2021 (Audit Committee and Stakeholders' Relationship Committee):

As a Chairman – None.

As a Member –None.

K. Last drawn Remuneration (As on March 31, 2021):

Not applicable

Item Number 4 : Mr. Ramamurthi Shankar Raman – Non-Executive Director

A. Brief Resume and Expertise:

Over the past 37 years, Mr. Ramamurthi Shankar Raman has worked for leading listed corporates in varied capacities in the field of finance. He joined the L&T Group in November 1994 to set up L&T Finance Limited.

Over the years, he has assumed various responsibilities to oversee the entire finance function at the Group level, including functions like Risk Management and Investor Relations. He was appointed the Chief Financial Officer of Larsen & Toubro Limited in September 2011 and was subsequently elevated to the Board on October 1, 2011.

Mr. Ramamurthi Shankar Raman is also on the Board of several companies within the L&T Group. He has been a recipient of several awards such as the Best CFO of Asia in the Industrial Sector in a survey conducted by the prestigious New York based Institutional Investor Magazine, winner of Best CFO Awards from CNBC TV18, Financial Express and Business Today. He was the past Chairman of CII's National Committee of CFOs.

He was also a member of the Uday Kotak Committee on Corporate Governance constituted by SEBI. He is a qualified Chartered Accountant and a Cost Accountant.

B. Date of Birth:

December 20, 1958

C. Terms and conditions of re-appointment:

Mr. Ramamurthi Shankar Raman (DIN: 00019798), was appointed as Non-Executive Director from July 16, 2019 and is subject to retirement by rotation based on the terms of his appointment. Mr. Ramamurthi Shankar Raman (DIN: 00019798), retires by rotation at this AGM, being eligible, offers himself for re-appointment.

D. Details of remuneration sought to be paid:

Not Applicable

E. Disclosure of relationship between Directors Inter se, Manager and Key Managerial Personnel (KMP):

None

F. Date of first appointment on the Board:

July 16, 2019

G. Name/s of Listed Companies (other than Mindtree) in which Mr. Ramamurthi Shankar Raman holds the Directorship and the Membership of Committees of the Board:

Name of the Company	Directorship	Name of the Committee	Whether Chairman or Member	
			Chairman	Member
Larsen & Toubro Limited	Director	Corporate Social Responsibility Committee	NA	Member
Larsen & Toubro Infotech Limited	Director	Audit Committee	NA	Member
L&T Finance Holdings Limited	Director	Audit Committee	NA	Member
		Stakeholders' Relationship Committee	NA	Member
		Nomination and remuneration Committee	NA	Member
		Corporate Social Responsibility Committee	NA	Member
		Risk Management Committee	NA	Member

H. Details of shareholding in the Company as on March 31, 2021:

Nil.

I. Number of Board Meetings attended during the year (April 1, 2020 to March 31, 2021):

Total number of Board meetings held: 6

Total number of Board meetings attended: 6

J. Committee Details in Mindtree Limited as on March 31, 2021 (Audit Committee and Stakeholders' Relationship Committee):

As a Chairman – None.

As a Member –Audit Committee

K. Last drawn Remuneration (As on March 31, 2021):

Not applicable

Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards.

Item Number 5 : Mr. Bijou Kurien - Independent Director

A. Brief Resume and Expertise:

Mr. Bijou Kurien has over 35 years of experience with marquee brands in India's fast-moving consumer goods (FMCG), consumer durables, and retail industries. He was among the founding members of Titan Industries and Reliance Retail and helped build the foundations, lead and grow multi-billion dollar businesses. Currently, he advises two leading Private Equity Funds and an Entrepreneurship Incubation Centre.

He also serves as an Independent Director on the Boards of several listed and unlisted companies, and is Chairman of the Retailers Association of India (RAI), Advisory Board member of the World Retail Congress and Governing Boards of two academic Institutions. He has a Postgraduate Diploma in Business Management from XLRI, Jamshedpur.

B. Date of Birth:

January 17, 1959

C. Terms and conditions of re-appointment:

Re-appointment of Mr. Bijou Kurien (DIN: 01802995) as an Independent Director of this Company for a second term of five years commencing from July 17, 2021 to July 16,2026. He is not liable to retire by rotation.

D. Details of remuneration sought to be paid:

The criteria for making payment to Independent Directors is provided in Corporate Governance Report of the Annual Report 2020-21.

E. Disclosure of relationship between Directors Inter se, Manager and Key Managerial Personnel (KMP):

None

F. Date of first appointment on the Board:

July 17, 2018

G. Name/s of Listed Companies (other than Mindtree) in which Mr. Bijou Kurien holds the Directorship and the Membership of Committees of the Board:

Name of the Company	Directorship	Name of the Committee	Whether Chairman or Member	
			Chairman	Member
Timex Group India Limited	Independent Director	Stakeholders' Relationship Committee	Chairman	NA
		Audit Committee	NA	Member
Brigade Enterprises Limited	Independent Director	Audit Committee	NA	Member
		Nomination and Remuneration Committee	NA	Member
Future Lifestyle Fashions Limited	Independent Director	-	NA	NA

H. Details of shareholding in the Company as on March 31, 2021:

Nil.

I. Number of Board Meetings attended during the year (April 01, 2020 to March 31, 2021):

Total number of Board meetings held: 6

Total number of Board meetings attended: 6

J. Committee Details in Mindtree Limited as on March 31, 2021 (Audit Committee and Stakeholders' Relationship Committee):

As a Chairman – Stakeholders' Relationship Committee

As a Member –None

K. Last drawn Remuneration (As on March 31, 2021):

Refer to Corporate Governance Report of the Annual Report 2020-21.

Item Number 6 : Mr. Akshaya Bhargava - Independent Director

A. Brief Resume and Expertise:

Mr. Akshaya Bhargava is the founder of Bridgeweave, a UK based Fintech firm that creates AI-powered next generation products for Wealth and Asset Management industries.

He has been the global CEO of Wealth and Investment Management, Barclays plc. Prior to that, he founded InfraHedge, a hedge fund managed account platform, which was acquired by State Street Corporation in 2013. He has been the CEO of Butterfield Fulcrum Group (acquired by MUFJ Group), and the founding CEO of Progeon (acquired by Infosys and renamed Infosys BPO in 2006). He started his career at Citibank, where he spent 22 years in a variety of senior roles, including as Country Manager, Citibank Czech Republic, Global Product Head for Citi's ELC Business, Regional GTS Head for Central and Eastern Europe Middle East and Africa (CEEMEA) region and other senior roles in product management and corporate banking.

He is an alumnus of Indian Institute of Management, Calcutta and lives in London.

B. Date of Birth:

November 11, 1956

C. Terms and conditions of re-appointment:

Re-appointment of Mr. Akshaya Bhargava (DIN: 01874792) as an Independent Director of the Company for a second term of five years commencing from October 1, 2021 to September 30, 2026. He is not liable to retire by rotation.

D. Details of remuneration sought to be paid:

The criteria for making payment to Independent Directors is provided in Corporate Governance Report of the Annual Report 2020-21.

E. Disclosure of relationship between Directors Inter se, Manager and Key Managerial Personnel (KMP):

None

F. Date of first appointment on the Board:

December 12, 2016

G. Name/s of Listed Companies (other than Mindtree) in which Mr. Akshaya Bhargava holds the Directorship and the Membership of Committees of the Board:

Name of the Company	Directorship	Name of the Committee	Whether Chairman or Member	
			Chairman	Member
Nil				

H. Details of shareholding in the Company as on March 31, 2021:

Nil.

I. Number of Board Meetings attended during the year (April 01, 2020 to March 31, 2021):

Total number of Board meetings held: 6

Total number of Board meetings attended: 6

J. Committee Details in Mindtree Limited as on March 31, 2021 (Audit Committee and Stakeholders' Relationship Committee):

As a Chairman – None

As a Member – Audit Committee

K. Last drawn Remuneration (As on March 31, 2021):

Refer to Corporate Governance Report of the Annual Report 2020-21.

Information at a glance

Particulars	Details
Time, day and date of AGM	4:00 PM IST, Tuesday, July 13, 2021
Mode	Video conferencing (VC) and Other Audio Visual Means(OAVM)
Participation through VC/OAVM	https://www.evoting.nsdl.com/
Helpline number for VC/ OAVM participation	1800-222-990
Book closure date	Wednesday, July 7, 2021 to Tuesday, July 13, 2021
Final dividend payment date	On or before Saturday, July 31, 2021
Information of tax on final dividend 2020-21	https://www.mindtree.com/about/investors/faqs-tax-deducted-source-tds-dividend
Cut-off date for e-voting	Tuesday, July 6, 2021
E-voting start time and date	9:00 a.m. IST, Saturday, July 10, 2021
E-voting end time and date	5:00 p.m. IST, Monday, July 12, 2021
E-voting website of NSDL	https://www.evoting.nsdl.com/
Name, address and contact details of e-voting service provider	Ms. Sarita Mote, Assistant Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in Toll free Nos: 1800 1020 990/ 1800 224 430
Name, address and contact details of Registrar and Share Transfer Agent.	Link Intime India Pvt. Limited C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai- 400 083, India. Tel: +91 22 49186000 |e-mail: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in

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