

To,
The Board of Directors,
Mindtree Limited,
Global Village,
RVCE Post, Mysore Road,
Bengaluru_560059

Subject: Independent auditor's certificate certifying the proposed accounting treatment contained in the draft scheme of arrangement amongst Larsen & Toubro Infotech Limited and Mindtree Limited and their respective shareholders under sections 230-232 and other applicable provisions of the Companies Act, 2013.

We, Deloitte Haskins & Sells (FRN: 008072S), the statutory auditors of **Mindtree Limited** (hereinafter referred to as "Amalgamating Company"), have examined the proposed accounting treatment specified in Clause 18 of the Draft Scheme of amalgamation between the Amalgamating Company and **Larsen & Toubro Infotech Limited** ("Amalgamated Company") and their respective shareholders in terms of the provisions of sections 230 to 232 of the Companies Act, 2013 ("the Act") with reference to its compliance with the applicable Indian Accounting Standards ("Ind AS") notified under the Companies Act, 2013 and other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved.

Our responsibility is to examine and report whether Clause 18 of the Draft Scheme complies with the applicable Accounting Standards and other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Amalgamating Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination of the Draft Scheme and in terms of Clause 18 of the Draft Scheme and according to the information and explanations given to us, upon the Scheme becoming effective, the Amalgamating Company shall stand dissolved without being wound-up and without any further act or deed. Accordingly, no accounting is required in the books of Amalgamating Company to give effect to the Scheme.



This certificate read with notes attached in **Appendix I** is issued at the request of the Amalgamating Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE). This Certificate should not be used for any other purpose without our prior written consent.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 008072S)



Monisha Parikh
Partner
(Membership Number: 47840)
UDIN: 22047840AINNBH3957

Date: May 6, 2022
Place: Bengaluru
Ref: MP/JT/UM/HG/11/2022

Encl.:

1. Appendix I - Notes to Independent Auditor's Certificate
2. Appendix II - Relevant extracts of Clause 18 to the Draft Scheme of Arrangement amongst Larsen & Toubro Infotech Limited (Amalgamated Company) and Mindtree Limited (Amalgamating Company) and their respective shareholders under section 230 to 232 and other applicable provisions of the Companies Act, 2013

certified true copy
For Mindtree Limited



Subhodh Shetty
Company Secretary

Appendix I – Notes to Independent Auditor’s Certificate

1. This certificate is issued in accordance with the terms of our engagement letter dated May 2, 2022.
2. For ease of reference, Clause 18 of the Draft Scheme relating to the proposed accounting treatment in the books of account of Larsen & Toubro Infotech Limited (“Amalgamated Company”) and Mindtree Limited (“Amalgamating Company”), duly authenticated by the Amalgamating Company’s Management, is reproduced in Appendix II to this certificate and is initialed by us only for the purposes of identification.
3. The Scheme has been approved by the Board of Directors of the Amalgamating Company in its meeting held on May 06, 2022. The appointed date for the purpose of this scheme is April 01, 2022.

Management’s responsibility:

4. The Board of Directors of the Companies involved are responsible for the design, implementation and maintenance of internal controls relevant to the preparation and presentation of Draft Scheme; ensuring compliance with the relevant laws and regulations, including the Companies (Indian Accounting Standard) Rules, 2015 notified under Section 133 of the Act as amended, read with the rules made thereunder and other generally accepted accounting principles, as aforesaid; applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances, with other relevant provisions of the Act and applicable laws and regulations.

Auditor’s responsibilities:

5. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified u/s 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. 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 Service Engagements. Further, our examination did not extend to any other parts and aspects of a legal or proprietary nature in Draft Scheme.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm’s Registration No. 008072S)



Monisha Parikh
Partner
(Membership Number: 47840)
UDIN: 22047840AINNBH3957

Date: May 3, 2022
Place: Bengaluru
Ref: MP/JT/UM/HG/11/2022