



**Mindtree**

A Larsen & Toubro Group Company

Registered Office Address: Mindtree Limited  
Global Village, RVCE Post, Mysore Road,  
Bengaluru – 560059, Karnataka, India.  
Corporate identity Number (CIN): L72200KA1999PLC025564  
E-mail : info@mindtree.com

To,  
Manager - Listing Compliance  
**National Stock Exchange of India Limited**  
'Exchange Plaza'. C-1, Block G, Bandra  
Kurla Complex, Bandra (E), Mumbai -  
400 051  
*Symbol: MINDTREE*

**May 9, 2022**

Dear Sir/ Madam,

**Sub: Confirmation from Mindtree Limited (“Transferor Company”)**

**Reference:** Application Letter dated May 9, 2022 to National Stock Exchange of India Limited, seeking no-objection certificate for the proposed Scheme of Amalgamation and Arrangement amongst Mindtree Limited (Transferor Company) and Larsen & Toubro Infotech Limited (“LTI”) (Transferee Company) and their respective shareholders and creditors. All capitalised terms not defined in this Annexure 3 shall have the meanings ascribed to them in the application letter dated May 9, 2022.

Mindtree Limited (Transferor Company) hereby confirms the following:

- The Company, its Promoters or Directors have never been declared as wilful defaulter as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 by the Banks.
- The Company, its Promoters or Directors have not been directly or indirectly, debarred from accessing the capital market or have not been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- The Company, its Promoters or Directors do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognised stock exchange.

Thanking you,  
Yours Sincerely  
For Mindtree Limited

Name: Subhodh Shetty  
Designation: Company Secretary  
A13722

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Mindtree Limited  
Global Village                      T    + 91 80 6706 4000  
RVCE Post, Mysore Road        F    +91 80 6706 4100  
Bengaluru – 560059            W    www.mindtree.com





Let's Solve

**National Stock Exchange of India Limited,**  
Exchange Plaza, Bandra-Kurla Complex  
Bandra (E),  
Mumbai- 400 051

Dear Sir/Madam,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation and Arrangement amongst Mindtree Limited (Transferor Company) and Larsen & Toubro Infotech Limited (Transferee Company) and their respective shareholders and creditors ('the Scheme')**

In connection with the above, we hereby confirm that:

- The Company, its promoter or Directors have never been declared as wilful defaulter as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 by the Banks.
- The Company, its promoter or Directors have not been directly or indirectly, debarred from accessing the capital market or have not been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- The Company, its promoter or Directors do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognised stock exchange.

**For Larsen & Toubro Infotech Limited**



**(Tridib Barat)**  
**Company Secretary and Compliance Officer**

**Larsen & Toubro Infotech Ltd.**

Technology Tower 1, Gate No.5, Saki Vihar Road, Powai, Mumbai-400072, India  
T +91 22 6776 6776 | F +91 22 2858 1130

**Registered Office:** L&T House, Ballard Estate, Mumbai 400 001, India  
www.Lntinfotech.com | E-mail: info@Lntinfotech.com | CIN: L72900MH1996PLC104693



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Group Company



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E-mail : info@mindtree.com

**AUDITORS' CERTIFICATE CONFIRMING ABOUT NO OUTSTANDING DUES FROM  
SECURED LENDERS**

**BSE Limited,**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001.

**Scrip Code: 532819**

Dear Sir/Madam,

**Subject: Auditors' certificate confirming about no outstanding dues**

Reference: Application Letter dated May 9, 2022 to BSE Limited, seeking no-objection certificate for the proposed Scheme of Amalgamation and Arrangement amongst Mindtree Limited (Transferor Company) and Larsen & Toubro Infotech Limited ("LTI") (Transferee Company) and their respective shareholders and creditors. All capitalised terms not defined in this Annexure 3 shall have the meanings ascribed to them in the application letter dated May 9, 2022.

We hereby attach the certificate from Deloitte Haskins & Sells (Firms Registration Number:008072S) confirming about no outstanding dues.

Thanking you,

Yours Sincerely  
For Mindtree Limited

Name: Subhodh Shetty  
Designation: Company Secretary  
A13722

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Mindtree Limited  
Global Village T + 91 80 6706 4000  
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Bengaluru – 560059 W www.mindtree.com

page no.647



The Board of Directors,  
Mindtree Limited,  
Global Village,  
RVCE Post, Mysore Road,  
Bengaluru\_560059

**Subject: Independent auditor's certificate on the Statement of outstanding loans & borrowings from banks and / or financial institutions as on March 31, 2022 of Mindtree Limited ("the Company")**

1. This report is issued in accordance with the terms of our engagement letter dated May 2, 2022.
2. We, Deloitte Haskins and Sells, Chartered Accountants (Firm's Registration No. 008072S) (hereinafter referred to as "we" or "us"), the statutory auditors of **Mindtree Limited** ("the Company") have verified the audited books of account and other records and documents for the year ended March 31, 2022 for the purpose of providing a reasonable assurance if the particulars included in the accompanying "Statement of outstanding loans & borrowings from banks and / or financial institutions as on March 31, 2022 of Mindtree Limited ("the Company") (hereinafter referred to as "the Statement") is in agreement with the audited standalone financial statements of the Company as at March 31, 2022 and other relevant records maintained by the Company for the purpose of issuing this certificate. The accompanying statement has been stamped and initialed by us for identification purposes only.

**Management's Responsibility for the Statement**

3. The preparation of the Statement is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

**Auditor's Responsibility**

4. Our responsibility is to provide a reasonable assurance whether the particulars in the Statement are in agreement with the audited standalone financial statements and other relevant records and documents maintained by the Company.
5. The audited standalone financial statements of the Company referred to in paragraph 4 above have been audited by us, on which we issued an unmodified audit opinion vide our report dated April 18, 2022. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI) and the Standards on Auditing specified under Section 143(10) of the Companies Act 2013. This Guidance Note 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, as referred in paragraph 4 above and according to the information and explanations provided to us by the Management of the Company, we are of the opinion that the particulars in the Statement attached, read with and subject to the notes thereon, are in agreement with the audited standalone financial statements and other relevant records and documents maintained by the Company.

**Restriction on Use**

9. This Certificate is issued at the request of the 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 No. 47840  
UDIN: 22047840AINNBJ2743

Place: Bengaluru  
Date: May 06, 2022  
Ref: MP/JT/UM/HG/13/2022

certified true copy  
For Mindtree Limited



**Subhodh Shetty**  
Company Secretary

**Statement of outstanding loans & borrowings from banks and / or financial institutions as on March 31, 2022 of Mindtree Limited (“the Company”)**

<b>Particulars</b>	<b>Amount (in INR)</b>
Loans / borrowings from:	
- Banks	Nil
- Financial institutions	Nil
<b>Total</b>	<b>Nil</b>

**Notes:**

1. The above table has been compiled based on the audited standalone financial statements of the Company for the year ended March 31, 2022.

For **Mindtree Limited**



(Authorized Signatory)  
Name: Subhodh Shetty  
Designation: Company Secretary