

## INDEPENDENT AUDITOR'S REPORT ON AUDIT OF INTERIM FINANCIAL RESULTS TO THE BOARD OF DIRECTORS OF MINDTREE LIMITED

1. We have audited the accompanying Statement of Standalone Financial Results of **MINDTREE LIMITED** ("the Company") for the quarter and nine months ended December 31, 2016 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been compiled from the related interim standalone financial statements which has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such interim standalone financial statements.

2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

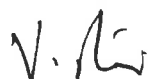


3. In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- (i) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016; and
- (ii) gives a true and fair view in conformity with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the net profit, total comprehensive income and other financial information of the Company for the quarter and nine months ended December 31, 2016.

For **DELOITTE HASKINS & SELLS**  
Chartered Accountants

(Firm's Registration No. 008072S)



**V. Balaji**

Partner

(Membership No. 203685)

**BENGALURU**, January 19, 2017  
VB/VMS/SMG/2017





Mindtree Limited

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AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2016

Rs in million, except per share data

Particulars	Quarter ended			Nine months ended		Year ended	
	December 31, 2016	September 30, 2016	December 31, 2015	December 31, 2016	December 31, 2015	March 31, 2016	2016
Income from software services	11,758	11,774	11,159	35,563	31,387		43,398
<b>Expenses</b>							
Employee benefits expense	7,548	7,567	6,644	22,533	18,495		25,732
Depreciation and amortisation expense	327	331	342	995	977		1,318
Other expenses	2,426	2,521	2,473	7,594	7,149		9,653
<b>Profit from operations before other income, foreign exchange gain/ (loss) and finance costs</b>	<b>1,457</b>	<b>1,355</b>	<b>1,700</b>	<b>4,441</b>	<b>4,766</b>		<b>6,695</b>
Other income	113	197	78	500	374		608
Foreign exchange gain/ (loss)	23	(33)	82	69	340		365
<b>Profit before finance costs</b>	<b>1,593</b>	<b>1,519</b>	<b>1,860</b>	<b>5,010</b>	<b>5,480</b>		<b>7,668</b>
Finance costs	46	47	43	144	97		159
<b>Profit before tax</b>	<b>1,547</b>	<b>1,472</b>	<b>1,817</b>	<b>4,866</b>	<b>5,383</b>		<b>7,509</b>
Tax expense	363	331	413	1,107	1,226		1,699
<b>Net profit for the period</b>	<b>1,184</b>	<b>1,141</b>	<b>1,404</b>	<b>3,759</b>	<b>4,157</b>		<b>5,810</b>
Other comprehensive income	5	(19)	(3)	(14)	(23)		(27)
<b>Total comprehensive income</b>	<b>1,189</b>	<b>1,122</b>	<b>1,401</b>	<b>3,745</b>	<b>4,134</b>		<b>5,783</b>
Paid up equity share capital (face value Rs. 10/- each)	1,680	1,680	839	1,680	839		1,678
Reserves	25,572	24,972	22,914	25,572	22,914		22,963
Basic EPS (Rs.)	7.05	6.80	8.37	22.39	24.80		34.66
Diluted EPS (Rs.)	7.04	6.79	8.35	22.35	24.73		34.56

AUDITED SEGMENT WISE REVENUE AND RESULTS

Primary segment information

Particulars	Quarter ended			Nine months ended		Year ended	
	December 31, 2016	September 30, 2016	December 31, 2015	December 31, 2016	December 31, 2015	March 31, 2016	2016
<b>Segment revenue</b>							
Retail, CPG and Manufacturing	2,414	2,436	2,426	7,312	6,952		9,345
Banking, Financial Services and Insurance	2,929	3,013	2,892	8,031	8,089		11,189
Technology, Media and Services	4,478	4,482	3,944	13,473	11,307		15,704
Travel and Hospitality	1,937	1,843	1,897	5,747	5,039		7,160
<b>Total</b>	<b>11,758</b>	<b>11,774</b>	<b>11,159</b>	<b>35,563</b>	<b>31,387</b>		<b>43,398</b>
<b>Segment results</b>							
Retail, CPG and Manufacturing	357	352	571	1,188	1,601		2,055
Banking, Financial Services and Insurance	186	283	335	614	1,100		1,545
Technology, Media and Services	988	946	748	2,855	2,205		3,151
Travel and Hospitality	253	105	388	579	837		1,262
<b>Total</b>	<b>1,784</b>	<b>1,686</b>	<b>2,042</b>	<b>5,436</b>	<b>5,743</b>		<b>6,013</b>
<b>Unallocable</b>							
Expenses	327	331	342	995	977		1,318
Finance costs	46	47	43	144	97		159
Other income	113	197	78	500	374		608
Foreign exchange gain/ (loss)	23	(33)	82	69	340		365
<b>Profit before tax</b>	<b>1,547</b>	<b>1,472</b>	<b>1,817</b>	<b>4,866</b>	<b>5,383</b>		<b>7,509</b>

Notes on segment information

Principal segments

The Company is structured into four industry verticals – Retail, CPG and Manufacturing (RCM), Banking, Financial Services and Insurance (BFSI), Technology, Media and Services (TMS) and Travel and Hospitality (TH). Accordingly, the Company has presented its segment results under these business segments. During the current year, the Company has restructured its verticals and accordingly, the previous period/ year figures have been restated and presented in line with the current segments.

Segment assets and liabilities

Segregation of assets, liabilities, depreciation and other non-cash expenses into various business segments has not been carried out as the assets are used interchangeably between segments. Accordingly, no disclosure relating to segment assets and liabilities has been made.



AUDITED STANDALONE STATEMENT OF ASSETS AND LIABILITIES

Particulars	Rs in million		
	As at		
	December 31, 2016	March 31, 2016	April 1, 2015
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3,879	4,109	4,319
Capital work in progress	214	232	354
Other intangible assets	42	92	120
<b>Financial assets</b>			
Investments	8,582	8,586	1,071
Loans	663	651	613
Other financial assets	204	189	-
Deferred tax assets (net)	793	734	545
Other non-current assets	1,337	1,292	1,158
	<b>15,714</b>	<b>15,885</b>	<b>8,180</b>
<b>Current assets</b>			
<b>Financial assets</b>			
Investments	5,056	2,266	5,490
Trade receivables	9,116	8,825	6,798
Cash and cash equivalents	719	1,924	3,669
Loans	12	37	136
Other financial assets	1,940	2,458	1,335
Other current assets	621	982	1,006
	<b>17,464</b>	<b>16,492</b>	<b>18,434</b>
<b>TOTAL ASSETS</b>	<b>33,178</b>	<b>32,377</b>	<b>26,614</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	1,680	1,678	837
Other equity	25,572	22,963	20,420
	<b>27,252</b>	<b>24,641</b>	<b>21,257</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	14	18	23
Other financial liabilities	498	747	227
Other non-current liabilities	75	92	127
	<b>587</b>	<b>857</b>	<b>377</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	-	400	-
Trade payables	1,165	1,432	1,379
Other financial liabilities	1,885	2,668	1,995
Other current liabilities	905	833	587
Provisions	1,141	1,276	792
Current tax liabilities (net)	243	270	227
	<b>5,339</b>	<b>6,879</b>	<b>4,980</b>
	<b>5,926</b>	<b>7,736</b>	<b>5,357</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>33,178</b>	<b>32,377</b>	<b>26,614</b>

Notes to audited standalone financial results for the quarter and nine months ended December 31, 2016

- The above results were reviewed by the Audit Committee and thereafter have been adopted by the Board at its meeting held on January 19, 2017.
- The Board of Directors at its meeting held on January 19, 2017 have declared an interim dividend of 20% (Rs 2 per equity share of par value Rs 10 each).
- The Company had filed an application before the Hon'ble High Court of Karnataka for a composite scheme of amalgamation ("the scheme") of Discoverture Solutions L.L.C. and Relational Solutions Inc., wholly owned subsidiaries of the Company, with the Company with an appointed date of April 1, 2015. Pursuant to the notification of certain sections of the Companies Act, 2013 on amalgamation, the application has been transferred to the National Company Law Tribunal (NCLT). Pending requisite approvals, no effect has been given for the scheme in the financial statements.  
  
The Board of Directors at its meeting held on January 19, 2017 have approved the proposal to transfer the business and net assets of its wholly owned subsidiary, Bluefin Solutions Limited ("Bluefin") to Mindtree against the cancellation and extinguishment of Mindtree's investment in Bluefin. This is subject to the approval of Reserve Bank of India (RBI) and other statutory authorities, as may be required.
- The Board of Directors at their meeting held on January 19, 2017 have approved the extension of Mr. Krishnakumar Natarajan's tenure as Executive Chairman to June 30, 2020.
- Transition to Indian Accounting Standards (Ind AS)  
  
The Company's interim financial statements for the quarter and nine months ended December 31, 2016 are prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015. The adoption of Ind AS was carried out in accordance with Ind AS 101, using April 1, 2015 as the transition date. Ind AS 101 requires that all Ind AS standards and interpretations that are effective for the interim Ind AS financial statements for the quarter and nine months ended December 31, 2016, be applied consistently and retrospectively for all fiscal years presented. All applicable Ind AS have been applied consistently and retrospectively wherever required. The resulting difference between the carrying amounts of the assets and liabilities in the financial statements under both Ind AS and Indian GAAP as at the transition date have been recognized directly in equity at the transition date.

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from Indian GAAP to Ind AS in accordance with Ind AS 101:

- equity as at April 1, 2015;
- equity as at December 31, 2015;
- equity as at March 31, 2016;
- total comprehensive income for the quarter and nine months ended December 31, 2015; and
- total comprehensive income for the year ended March 31, 2016

(i) Equity reconciliation:-

Particulars	Note	Rs. in million		
		As at March 31, 2016	As at December 31, 2015	As at April 1, 2015
Equity under previous GAAP		24,164	23,353	20,112
Proposed dividend and tax thereon	iii	606	404	1,009
Fair valuation of investments	ii	112	92	101
Effect of discounting of security deposit and reclassification of land as operating lease	vi	20	20	16
Discounting of consideration receivable	v	(81)	-	-
Business combination	i	(198)	(136)	(8)
Others		18	20	27
<b>Equity as per Ind AS</b>		<b>24,641</b>	<b>23,753</b>	<b>21,257</b>

(ii) Total comprehensive income reconciliation

Particulars	Note	Rs. in million		
		For the year ended March 31, 2016	For the quarter ended December 31, 2015	For the nine months ended December 31, 2015
Net income under previous GAAP		6,049	1,435	4,274
Fair valuation of investments	ii	10	9	(9)
Employee benefits	iv	27	3	23
Effect of discounting of security deposit and reclassification of land as operating lease	vi	4	2	4
Business combination	i	(190)	(43)	(128)
Discounting of consideration receivable	v	(81)	-	-
Others		(9)	(2)	(7)
<b>Profit for the period under Ind AS</b>		<b>5,810</b>	<b>1,404</b>	<b>4,157</b>
Other comprehensive income		(27)	(3)	(23)
<b>Total comprehensive income under Ind AS</b>		<b>5,783</b>	<b>1,401</b>	<b>4,134</b>



(iii) Explanations for reconciliation of equity and profit

i. Business combination:

Under Ind AS, contingent consideration payable on business combination is measured at fair value while under previous GAAP it is recognised at cost.

ii. Fair valuation of investments:

a) Under Ind AS, financial assets and financial liabilities designated at fair value through profit and loss (FVTPL) are fair valued at each reporting date with changes in fair value recognized in the statement of profit and loss. Under previous GAAP, they are measured at lower of cost or net realisable value. Mutual fund investments have been classified as FVTPL. Consequently, increase in fair value of such investments in quoted mutual funds has resulted in a gain.

b) Under Ind AS, financial assets designated at fair value through other comprehensive income (FVTOCI) are fair valued at each reporting date with changes in fair value (net of deferred taxes) recognized directly in other comprehensive income. Under previous GAAP, they are measured at cost with provision for diminution other than temporary. Investments in equity instruments have been classified as FVTOCI. Consequently, fair value of such equity instruments designated at FVTOCI has resulted in a gain in other comprehensive income.

iii. Under Ind AS, liability for dividend is recognized in the period in which the obligation to pay is established. Under previous GAAP, a liability is recognized in the period to which the dividend relates, even though the dividend may be approved by the shareholders subsequent to the reporting date. Consequently, dividend payable under Ind AS is lower and retained earning is higher.

iv. Under previous GAAP, actuarial gains and losses on defined benefit plans were recognised in the statement of profit and loss. Under Ind AS, the actuarial gains and losses form part of remeasurement of the net defined benefit liability/asset which is recognised in other comprehensive income. Consequently, the tax effect of the same has also been recognised in other comprehensive income under Ind AS instead of the statement of profit and loss.

v. Under Ind AS, the deferred consideration on sale of land is measured at fair value. Under previous GAAP, such consideration is carried at initial transaction value. The difference between initial transaction value and fair value on the date of sale is reduced from profit on sale of land and subsequent change in the fair value of such deferred consideration is recognised as notional interest income in the statement of profit and loss.

vi. Under Ind AS, leases of land are classified as operating leases unless the title to the leasehold land is expected to be transferred to the Company at the end of the lease term. Lease rentals paid in advance and lease deposits are recognized as other assets. Under previous GAAP, the lease rentals paid in advance and lease deposits are recognized in property, plant and equipment. The lease rentals paid in advance are charged to the statement of profit and loss over the lease term.

Under Ind AS, financial instruments other than those designated at FVTPL and FVTOCI are measured at amortised cost. Under previous GAAP, they are recognised at cost. Security deposits are carried at amortised cost using effective interest method.

6 EPS for the quarter and nine months ended December 31, 2016 is not annualized. EPS for comparable period is adjusted for bonus issue.

7 The statement of financial results have been audited by the Company's auditors. The Company's auditors have issued an unmodified audit opinion on the financial results. The audit report has been filed with the stock exchanges and is also available on the Company's website.

Bengaluru, India  
January 19, 2017

For and on behalf of the Board  
For Hindree Limited

  
Rostow Ravanan  
CEO & Managing Director

