3i Infotech®
LIMITLESS EXCELLENCE

November 28, 2020

BSE Limited
Sir Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai - 400001
Security Code: 532628

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, Block G
Bandra Kurla Complex,
Mumbai - 400051
Scrip code: 3IINFOTECH

Dear Sir,

Sub: Annual General Meeting and Book Closure

The 27th Annual General Meeting ("**AGM**") of the Members of the Company will be held on Wednesday, December 23, 2020 at 2:00 p.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"). Please find enclosed the copy of Annual Report 2019-20 which includes Notice of the 27th Annual General Meeting of the Company which will be circulated to the shareholders through electronic mode. The same will be made available on the website of the Company www.3i-infotech.com.

Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, December 16, 2020 to Wednesday, December 23, 2020 (both days inclusive). The proposed book closure is with regard to the AGM of the Company.

The Company shall provide to its Members facility of a) remote e-voting; or (b) voting through e-voting system during the meeting through VC/ OAVM.

The Cut-off date for determining the eligibility to vote is Wednesday, December 16, 2020.

The remote e-voting period commences from 9:00 a.m. (IST) on Sunday, December 20, 2020 and ends at 5:00 p.m. (IST) on Tuesday, December 22, 2020.

Kindly take the above on record and acknowledge receipt.

Thanking you,

Yours faithfully,
For 3i Infotech Limited

3I INFOTECH LIMITED

Padmanabhan Iyer
Managing Director and Global CEO

3i Infotech®
LIMITLESS EXCELLENCE

Annual Report
2019-20

OUR OFFERINGS

PRODUCTS

AMLOCK®
Financial Crime Management Solution

Kastle®
Universal Banking Solution
Lending, Core Banking, Trade Finance, Treasury & Risk

MFund Plus™
Investment Management
Front Office, Mid Office
& Back Office

PREMIA ASTRA®
Core Insurance Suite
Life, General
& Health

ORION®
Enterprise Resource Planning
Manufacturing, Retail, Distribution, Financials,
Automotive, Contracting & Services

SERVICES

ALTIRAY®
Actioning Tomorrow

BLOCKCHAIN

CRUX
CUSTOMER REACH
USER EXPERIENCE

Flexib
SWIFT TEST AUTOMATION

CONVERSATIONAL SERVICES

MAGDIE®
AUTOMATION SOLUTION FOR IT OPERATIONS

MOMENTA
LEVERAGE INSIGHTS | DRIVE GROWTH

HybridNxt
CLOUD LIFE CYCLE SUPPORT SERVICES

Datascan Online
DOCUMENT MANAGEMENT SYSTEM

AES
ACCELERATE ENABLE & SCALE

Universo

3i AIRES®

Banking | Insurance | Financial Services | Government | Healthcare | Manufacturing | Retail | Distribution

Annual Report 2019-20

Board of Directors

Mr. Ashok Shah – Non-Executive Independent Chairman

Ms. Zohra Chatterji – Non Executive Independent Director

Mr. Pravir Kumar Vohra – Non Executive Director

Mr. Sandeep Kumar Gupta – Nominee Director (Indian Bank)

Mr. Rajeev Kumar Sinha – Nominee Director (IDBI Bank Limited)

Mr. Padmanabhan Iyer- Managing Director & Global CEO

Principal Bankers

IDBI Bank Limited

ICICI Bank Limited

Standard Chartered Bank

Auditors

GMJ & Co

Legal Counsel

Khaitan & Co

Registered Office

Tower #5, 3rd to 6th Floors

International Infotech Park

Vashi, Navi Mumbai - 400703, India

Tel: +91 22 71238000

Email: investors@3i-Infotech.com

KEY MANAGEMENT TEAM

Corporate Office

Padmanabhan Iyer, Managing Director & Global CEO, CFO

Rajeev Limaye, Company Secretary & Head - Legal

Human Resource

Sreerupa Sengupta, Global Head - HR

Business Heads

Krish Narayanaswami, President & Global Head – Banking Vertical

Rakesh Doshi, President & Global Head – Financial Services & Insurance Verticals

Suryanarayan Kasichainula, President & Global Head – ERP Vertical and Global Sales & Solutions Head – IT Services Business

CORPORATE FAST FACTS

- 3i Infotech is a Global Information Technology Company with a revenue of USD 161 million
- The Company's quality certifications include ISO 9001:2015 for Business Process Outsourcing, Application Development & Maintenance Services, e-Governance, Business Intelligence & Infrastructure Management Services, ISO/IEC 27001:2013 for Data Centre Operations for Mumbai, Chennai, Bengaluru & Hyderabad locations & ISO 20000:2018 for our IT Services management process. We have initiated our process of upgrading our CMMi certification from version 1.3 to 2.0 at maturity level 3 and the recertification for Development and Services across Mumbai, Chennai, Bengaluru & Hyderabad will be completed by January 2021.
- More than 5600 employees in over 32 offices
- Over 1200 customers in more than 50 countries across 4 continents
- Offices across 15 countries
- Operational Geographies are: Asia Pacific, South Asia, Middle East & Africa, Kingdom of Saudi Arabia, Europe and North America

OUR GLOBAL PRESENCE

The details of Regional Offices and Delivery Centres are mentioned below:

Regions	Offices	Delivery Centres
Asia Pacific	• Singapore: Singapore • Malaysia: Kuala Lumpur • Thailand: Bangkok	Bangkok, Kuala Lumpur
India	• Mumbai, Bengaluru, Chennai, Hyderabad, New Delhi, Noida, Gurugram, Faridabad, Patna, Kolkata, Lucknow	Bengaluru, Chennai, Hyderabad, Mumbai, New Delhi
Middle East & Africa	• UAE: Dubai, Abu Dhabi, Sharjah • Kenya: Nairobi • Lagos: Nigeria • South Africa: Johannesburg • Ghana: Accra	Sharjah
Kingdom of Saudi Arabia	• Saudi Arabia: Al Khobar, Riyadh • Bahrain: Manama	Riyadh
Europe	• UK: London • Netherlands: Rotterdam	
North America	• USA: New Jersey • Canada: Vancouver	

NEW INITIATIVES & UPGRADES

New Initiatives and Upgrades for MFund Plus®

Solutions in this category

- MFund Plus® - Investment/Fund Management solution
- MFund/ISS™ - Investor Services System
- MFund Plus WMS™ - Wealth Management Platform

New Features Added

- Embedded Robotic Process Automation (RPA) framework to improve business agility and optimize business processes
- Machine Learning (ML) and Artificial Intelligence (AI) powered digital tools like Hybrid Robo Advisors, Remote RMs and Chatbots
- APIs with market data providers, global banking/ insurance systems and payment technology providers, among others – enabling faster time-to-market
- Ready configurable interfaces to manage operational and regulatory risks effectively
- In-built Business Intelligence (BI) and advanced analytics to enhance decision making

New Initiatives & Upgrades for Premia™

WhatsApp Integration with Premia™ Digital – Key Features

- Get WhatsApp Chat started with scanning a QR code, phone number or mobile number
- Quick links on websites, E-Portals and Apps
- Official WhatsApp Business accounts of companies
- Send policy documents to the customer
- Receive documents / proofs from the customer
- Exchange free calling, text, video, audio, image, location facilities

Chatbot Integration with Premia™ Digital – Key Features

Powered with technologies, such as Artificial Intelligence (AI), Business Analytics and Natural Language Processing (NLP) to handle customer queries, run campaigns, product promotion or lead generation

- Customers Support (Tech support with facilities such as task automation and multimedia uploads, Auto routing and live chat)
- Sales & Marketing (Omni-channel and CRM support, contact and customer analytics, run personalized marketing programs and handle sales queries through AI supported chatbots, social media campaigns)
- Transaction Queries (Manage statement and subscription related requests, omni-channel support, tracking expenditure claims and account statements)
- E-Commerce (Manage post-sales services and vendors, automated premium payment intimation,

payments and campaign management, customer onboarding processes)

- IT Infrastructure Support (Manage IT issues, including ticket creation / tracking; automate asset management, alerts on system downtime and updates)
- Human Resources (Staff onboarding, hiring, surveys and others; 24x7 HR support; staff appraisal and satisfaction surveys; query and document management)

New Initiatives and Upgrades in Orion™

Modelled and engineered with customer-centric design philosophies, Orion™ is a fully integrated multi-user, enterprise solution that delivers powerful functionalities to help organizations gain a sustainable and competitive advantage.

FY2020 marked a year of overall development in Enterprise Resource Planning (ERP) segment and opened pathways for product developments as well as enhancements in existing products.

Product enhancements include Finance, WMS, Fleet, Manufacturing, Fleet and Supply Chain Management (SCM) along with advancements in technology and framework to ensure enriched support to the industry verticals from Orion™11j.

The key features added to the specific modules are listed below:

Finance

- Tax block in fixed asset purchases
- GRN to fixed asset
- Bank statement custom format definition
- Consolidation posting based on transaction parameter
- Contra JV – posting methodology
- TDS deposit & remittance
- Fixed asset WDV method
- Fixed Asset - Asset capitalization in future date Transaction
- Sorting criteria on sorting basis in matching screen
- Tax, TDS in supplier bill registration
- Sales tax environment – SAG

Statutory points – APAC Specific

- Supplier Bill Registration
- Customer Bill Registration
- Supplier Bill Registration Dashboards
- Customer Bill Registration Dashboards

Operations

- Adjustment & PO upload defaults
- GRN cum GRN costing – single screen
- Cost revision & sales revision in estimation

Warehouse Management System

- Maintain one item code at selected position levels in warehouse

- Enable Item level reservation at Material Request / Sales Order
- Nullify positionwise reservation at warehouse
- Wave for supplier return based on Available Stock
- Wave for Parent and FOC together
- Cycle count upload
- Validate stock and other items related attributes during record count
- Warehouse and Inventory stock visibility
- Provision to create Invoice only to the extent of reserved quantity
- Enabling Bundling and Unbundling
- Supplierwise barcode maintenance

Fleet

- Fleet transaction type integration

Manufacturing

- MRP & MPS
- Norm-based costing considering RM cost from PWO or PS

Common Master

- Enabling of Document Attachment in Common master
- Enabling of Custom Flex (i.e.,50 Flex fields) in Common Master
- Enabling of Excel Upload option
- Third Level in Common Master screen
- Common Processing – Fields Defaulting through Procedure OUT and Barcode Print Feature

Supply Chain Management

- Sales commission and incentive
- Price bulk upload
- Easy price update
- Loyalty point calculation without VAT
- POS manual price entry for specific items
- POS tax control
- Stock & price check with multiple UOM
- Volume based promotion – POS
- Group promotion – POS
- Stock control – POS
- Loyalty point exception based on item
- End Of Service (EOS) – enabling gratuity
- GOSI calculation based on the slab and join Dt / EOS Dt
- Leave salary posting
- Half-day management in calendar, pension, leave accrual, gratuity

- Barcode management

Human Resource Management System

- IT Module (India) in HRMS

Mobility

- M-Distributor – Version 2

Process Pack Enhancements

- Sub Process mapping
- Hardlink & Softlink options
- Excel Upload

Version Management

- Multilingual enablement across all modules

Technology upgrade-Orion™ 11j & Payroll

- Securing Orion™ Backend with Orion™ Workbench
- Two factor authentication
- Multilingual Released
- Standard environment with Multilingual Pack
- DMS for Masters and Enhancements
- Orion™11j Deployment toolkit
- SDK Registration and Enhancements
- Process Pack with easy product configuration
- Content Search in DMS
- EPiCS enhancements
- Data Security and Data Filter Enhancements
- Long Value support for Quantity
- Functional flow testing suite for Orion™11j standard environment
- Functional flow testing suite for Orion™11s standard environment
- Performance flow testing for fore transactions
- Wildfly17 and EAP7 Compliance Update
- Java EE 7 Compliance Update
- OpenJDK11 Compliance Update
- OpenJDK11 and JDK 11 Upgrade with Latest Patches
- OWASP Standards based Libraries Upgrade
- WildFly17 Upgrade
- JSF 2.3
- Spring 5 and JDBC upgrade
- Primefaces UI 7 Upgrade

- VAPT Security Testing
- Performance testing
- Migrating application to WildFly Compatible
- Report Service and Publisher Libraries Upgrade
- Solr, DMS, XAMPP upgrade

Technology upgrade – Drone

- Migrating the Customization repository to WildFly Compatible
- Additional Logging feature for all critical events
- Implementing Additional Security Guidelines and Policies
- Upgrading other services and components
- Addressing WildFly upgrade issues
- LDAP group based authentication
- Deployment in AWS environment

New Initiatives & Upgrades in Kastle® and AMLOCK™

Kastle® Integrated Risk Management (IRM)

This module underwent a significant scope increase, especially in the area of Credit Risk Management and Asset & Liability Management (ALM)

The year started with the release of Version 5.2.0 with the induction of Liquidity Coverage (LCR) and Net Stable Funding Ratios (NSFR) to augment the regulatory reporting domain of the ALM module to cover short term and long term liquidity positions. While the LCR looks at the coverage of short term expected outflows with the amount of High Quality Liquid Assets (HQLAs), the NSFR reports on the available stable long term funding vis-a-vis required stable funding to cover the horizon of a year.

The second quarter saw the release of version 6.1.0 with the technology transition of erstwhile dotnet based "Credit Rating Module (CRx)" into a newly christened Java based "Internal Credit Assessment and Rating Engine (iCARE)". iCARE is a comprehensive financial analysis and risk rating tool that allows financial institutions to accurately assess and monitor a borrower's credit worthiness. Its configurable framework captures, analyzes, projects and models financial and non-financial details of borrowers, allowing for speed and consistency of analysis across the organization and thereby bringing tremendous business benefits. The module has been since enhanced to cover financial analytics to cover rating and ratio trends and peer comparisons.

The year also saw the release of a major development in terms of introduction of IFRS 9 based Expected Credit Loss module to compute impairment provision on loan accounts through version 6.2.0. The module brings in statistical tools to regress from past default data vis-a-vis macro-economic factors and thus brings in the flair of Internal Rating Based (IRB) models as advocated by Basel norms. This module has also been making quick inroads into ULS prospects and it has already seen two implementations by the close of calendar year 2020. The module has also since evolved to cover aspects of wholesale segment loans and absence of past data.

Kastle® Factoring and Supply Chain Version 6.0.1 & 6.0.2 Releases

The year was significant in terms of enhancing the Supply Chain Finance (SCF) product with more functionalities and offerings to market in the journey of building a fully Integrated Factoring and Supply Chain Finance Product.

New versions released:

- Version 6.0.1.:

  In this release, enhancements related to supply chain finance have been made and integrated with the iKastle Portal for SCF.

- Version 6.0.2:

  This release successfully carried out integration of both the Factoring and Supply Chain Finance product into one single platform on the latest technology stack with integration supported for iKastle portal.

Kastle® Trade Finance

Last year three modules of Trade Finance were released as part of the Trade Finance product development initiative.

1) LC Issuance: Under Letter of Credit (LC), the compliance of the terms of the agreement related to the trading activity is of primary importance. This requires capturing of data and verifying the compliance of the terms. Kastle® Trade Finance supports capturing details of the LC with respect to Commodity, Shipment & Payment term. It also provides template creation under each account for easy retrieval during the data entry process for a new LC. This enables the bank to standardize the LC information and thus eases the task of data capture where multiple LCs are required to be issued under the same account, thereby improving turnaround time (TAT) and convenience to user. The system supports SWIFT message generation in the prescribed format to the counterparty bank and sends advices to different parties. The system is also able to send emails and notifications to the maker, customer and beneficiary.

2) LC Amendment: When a customer requests for changes in the terms of the LC, the details can be amended accordingly and an amendment instrument is generated. The amendment of the following details of an LC, results in the generation of an amended instrument:

   - An amendment in the LC amount
   - An amendment in the expiry date
   - A change in the latest shipment date
   - Any change to the free format instructions for the LC

   Kastle® Trade Finance supports amendment of issued LC as stipulated in SWIFT. On authorization, it generates and sends SWIFT messages. System maintains the version of amendment and updates the original LC details as and when it is amended.

3) Guarantee Module: On account of prevalent uncertainties in fulfillment of the commitment, the parties prefer to be backed by a third party in the eventuality of the parties not being able to keep up with their individual commitments. The banks undertake or guarantee performance or delivery on behalf of one party and / or guarantee payments on behalf of the party who is receiving the services or goods from the other. Such undertakings are called guarantees.

   Following modules within guarantee were developed this year:

   - Guarantee Issuance: The system allows the bank user to manually capture or upload from portal the guarantee details, like the purpose of guarantee, counter guarantee details. The system also provides the flexibility to capture margin details during issuance of guarantee. The system supports template creation under each account for easy retrieval during the data entry process for a new guarantee. This enables the bank to standardize the guarantee information and thus eases the task of data capture where multiple guarantees are required to be issued for same customer.

- Guarantee Invocation: The system allows user to record the invocation details along with the respective guarantee details. Invocation balance is maintained against the guarantee amount and the closure of guarantee can only be initiated if no invocation record is pending.
- Guarantee Payment: Kastle® Trade Finance System allows the user to make part/ full/ short guarantee payment. If during issuance of guarantee, margin is collected then system allows the user to utilize the margin amount for guarantee payment. The Trade Finance System also provides the user with flexibility to make payment in multiple bank accounts.
- Guarantee Cancellation: Kastle® Trade Finance system offers complete flexibility for cancellation of guarantee as per bank's policy. Cancellation process can be automated after expiry of guarantee or after expiry of cooling off period post expiry of guarantee. The system also allows guarantee to be cancelled manually before or after expiry of guarantee.

Kastle® Universal Lending Solution (ULS)

Kastle® ULS introduced Micro Finance as a new product offering which taps into huge market segment of low income individuals. This year saw 2 major upgrades (Release 6.3.0.0.0 & 6.3.1.0.0) for the product which brings significant enhancement of product features and provides greater user experience.

- **Release v6.3.0.0.0:**

  Enhanced Product Features

  - Multi asset selection enabled for Retail Islamic Products
  - New masters introduced for addressing origination process of Agriculture Loan. Masters can be used to maintain Crop cultivation and MSP price details
  - Grid Based Report Framework introduced in product which will help in expediting delivery of reports as the need for designing a template in the report writing tool is done away with
  - Additional themes introduced in product providing more options to users for changing the look and feel of application
  - Simulator for Corporate/SME Prospects or Customers
  - Document Management enabled for LM & LC modules
  - Ability to capture ATD (Authority to Drive) details for Ijarah Auto Products

- **Release v6.3.1.0.0:**

  New Product Offering

  - Micro Finance Product added to the suite. Micro Finance (MF) will bring people from low earning groups under the financial inclusion who otherwise would have little or no access to financial services. It has been built on the Grameen model of JLG (Joint Liability Group). Complete Origination process of MF Loan can be managed in ULS.

  Enhanced Product Features

  - Securitization Module improvements across the Agreement Creation, Pooling and Payment stages of Securitization Process
  - Monthly Interest Accrual Posting – System now has a provision to post a consolidated interest accrual accounting entries at the end of calendar month. This will help in easier and faster reconciliation of accounts.
  - Upgraded Insurance Master will enable insurance schemes to be defined at Asset Category level.

- Insurance Discount on Pre-Payment
- Guarantee servicing feature will help our customers reduce risk in making finance decisions.
- Insurance Renewal feature will enable to renew the Insurance Company and Company Rate through Insurance Renewal option under Loan Management module
- Display symmetry on Stat Card

Improved User Experience

- Advanced Inbox Search will enable a user to create their own customized search criteria for inbox cases.
- Menu Enhancement will improve the look and feel of Menus through usage of icons as well as achieve the logical grouping of menus. Menu icons can be configured as and when required.
- Configurable company logo on login page will enable our customers to set their logos or tag lines on the login page of all ULS users.

Kastle® Digital Banking

A digital robust solution to cater to the increasing demand for digitalisation in customer journeys and seamless interactions with customers.

Updates include:

- Launched V2.3.AB.0.0 – Prospect Onboarding – Specifically designed to suit the needs of banks and financial Institutions offering Islamic Products. Integrated with third party interfaces, this makes Prospect Onboarding faster and easier.
- Transition into Ionic framework for all Digital Banking Solutions – This step has been taken to have greater flexibility in developments and to pave the way for future innovative solutions considering mobile first design.

Kastle® Treasury

Following modules / asset classes are part of the upgraded version of Kastle® Treasury

Interest Rate Swaps & Cross Currency Swaps - Additional Features

- Principal / Interest Currency segregation feature
- CCS & IRS Premium Payable in FCY
- Revaluation of Derivatives Premium Accrual
- Early Termination of IRS and CCS deals
- Prepayment Option in IRS and CCS deals
- Spread added in Principal for POS deals

Currency Option Derivative Module : Additional Features

Settlement of Currency Option with Delivery type will automatically create the Spot Interbank deal on delivery date.

Foreign Exchange – Additional Features

- Purpose level accounting
- Settlement Reversal of Forex deals.

Fixed Income and Securities – New Corporate action

- Corporate Action Dividend Reinvestment

Money Market – Additional Features

- Rollover facility
- Extension facility
- Provision to modify Interest on day of settlement
- Settlement reversal

Funding – Additional Features

- Loan prepayment
- Loan reversal
- Loan extension and cash flow modification
- Cash flow upload facility

Issuance – Additional Features

- Position uploads with option to nullify
- Allotment & application multi file upload
- Cumulative payout
- Commercial paper buyback

Hedging

- One to one, one to multiple and multiple to one hedge deal
- Facility to hedge a FCY loan with cross currency POS derivative deal

Charges

- Adjustment of advance charges
- Reverse charge mechanism
- Charge settlement reversal feature

AMLOCK™

FY2020 was a significant year in AMLOCK™ product's upgrade. Significant new features and enhancements were included to increase the product's competitiveness. Following are a few of the major updates:

- Case ID Workflow and Workflow Reports, Case level actions, Alert level actions, Suspicious Transaction Reports (STRs) generation, Case ID Dashboard
    - A major change has been brought in the way the Compliance function can handle Case Investigation in AMLOCK™. Instead of operating at an individual instance of suspicious activity i.e. Alert, the system now allows the users to investigate the customer as a unit of investigation. This enables the Investigator to investigate the Case by clubbing multiple Alerts (based on different Anti-Money Laundering (AML) typologies) generated. Various features like tagging new Alerts to an already Pending Case, Round Robin assignment, and setting maximum limit for a particular user will smoothen the investigation activity. This feature will significantly reduce the user turnaround time (TAT) eliminating a lot of manual steps involved in investigation. This is in line with regulatory

requirement of Reserve Bank of India (RBI) to track/monitor customers at the Unique Customer Identification Code (UCIC) level.

- The investigation tools and dashboards have been redesigned to cater to the new Case ID workflow. The Suspicious Transaction Reporting (STR) has also been aligned accordingly.

- Tableau Dashboards
  - Few standalone Tableau dashboards which will enable the team to monitor and analyze performance of user / system have been developed and can be provided as a plug-in if the Client already has Tableau subscription:
    - Alert Summary : Snapshot of the Alerts generated in the system
    - User dashboard: MIS to signify the user performance metrics
    - Risk Categorization: Risk Profile of the Customer

  In addition to these, the team was also involved in making the new version compliant with the AML requirements of the Mobile Wallet industry.

- AMLOCK™ US gaming –
  - o Data Integration / Migration with i-QML gaming application to take player / transaction / alert data
  - o AML Scenarios pertaining to Casinos and Case Management
  - o KYC/Transaction Monitoring of multiple gaming properties

- 360 degree view module - Customer 360 degree view provides eagle-eye view of the customer by providing complete information of the transactions, alerts generated, risk information, watchlist screening information etc. In addition to the unprocessed data received from the source system, information processed from AMLOCK™ like Alert history, past regulatory reports is also displayed.

- AMLOCK™ AI –
  - o Alert Flood Control - Risk Based Prioritization, Matrix Based Assistance, Direct Link to workflow for actions
  - o Closure Probability – Indicator for each Alert, Quantitative scale of 1-100
  - o Trend Analyzer models with application Interface – Trends in Customer transactions, Powered with Time Series and forecasting techniques
  - o Profiling & Outlier Analysis

- Tax Reports – XML for Foreign Account Tax Compliance Act (FATCA); XML for Common Reporting Standard (CRS)
  - o AMLOCK™ is already compliant with the FATCA reporting standards and the same feature is being used by different clients. This feature has been enhanced to consider the report in XML format as per the latest regulatory requirements. In addition to FATCA, AMLOCK™ has been made compliant to CRS reporting as well. CRS requires jurisdictions to obtain information from their financial institutions and automatically exchange information with other jurisdictions on an annual basis.

- US regulatory reporting Compliance
  - o Increasing its compliance to the country specific AML reporting requirements, the system is now compliant with the US AML reporting requirements by the Financial Crimes Enforcement Network (FinCEN). Suspicious Activity Reports (SAR) and Currency Transaction Reporting (CTR) can be generated in AMLOCK™ in required XML and PDF format and submitted by the reporting entities to FinCEN using authorized credentials.

- Support for Canada STR and Large Cash Transaction Report (LCTR)
- Screening Support for more than 180 SWIFT message types
  - Designed for AML and Sanctions monitoring for remittances, AMLOCK™ RMS helps in monitoring the payment traffic of a particular Financial Institution (FI). By conducting screening against sanction lists, benchmarking against high value payments the system alerts the FI about sanctioned dealings or possible breaches in high – risk countries. The scope of this monitoring has been now increased to cover 180+ SWIFT messages including all major types of payments like customer payments, Financial Institution Transfers, Documentary credits & Guarantees etc.

New Initiatives in Altiray® Services

Our digital frameworks are continually optimized to deliver to our clients, the much needed business transformation. In the current uncertain and volatiles times of the Covid-19 pandemic, our offerings catalyze the digital adaption for mid-sized and large enterprises with built-in end-to-end framework elements, cutting across B2B and B2C centric options. Our offerings leverage the power of the latest technologies like Artificial Intelligence (AI), Robotic Process Automation (RPA), Internet of Things (IoT), Blockchain, etc., to deliver benefits of easy customization and scalability.

3i Infotech Services continues to enhance **'CRUX' (Customer Reach & User Experience)**, our digital transformation solutions, which are reinforced with **3iAIRES**, a suite of Customer Experience offerings; **Universo**, a generic solution for project automation and management with a complete configurable workflow management framework for government and non-government enterprises; **DataScan Online**, an Enterprise Document Management System; **Maggie – Your Virtual IT Engineer** and part of cognitive service desk, and **HybridNxT**, our Cloud Lifecycle Support Services.

Some highlights of our proactive investments in the solutions of **Momenta** and **FlexiB** are below:

Momenta Decision Stream

Momenta is an End to End Analytics Platform to help ingest data, manage and organize data and use the same for insights and analytics. Key enhancements include

- Data Center – with connecters to over 100+ sources
- ETL – For seamless data ingestion
- Data Preparation – with over 70+ prebuilt rules to work with data sets
- Dashboards – Over 65+ visual component library to visualize and analyse data
- ML Workbench – To build machine learning models for predictive analytics

FlexiB

Our robust testing framework which enables end to end testing services for our customers is available both on cloud and on premise. Key highlights include

- Test Data Management
- Functional Testing
- Automation Testing
- Performance Testing
- DevSec Ops
- VAPT

RECENT AWARDS & ACCOLADES

2019

Stars of the Industry Awards for Excellence in Information Technology 2019 (Best Insurance Software Product Company in Intellectual Driven Business)

By ET Now

2019

Stars of the Industry Awards for Excellence in Information Technology 2019 (Best IT Solutions Provider of the Year - for Best Financial Crime Detection and Management Solution)

By ET Now

2019

Stars of the Industry Awards for Excellence in Information Technology 2019 (Best IT Solutions Provider of the Year)

By ET Now

2019

Next 500 Company (Ranking by Fortune India magazine, March 2019)

By Fortune India

2019

Annual TATVA Awards 2019 (Best Service Provider Award for Agent On-boarding & Servicing and Claims Processing)

By ICICI Prudential

2019

Ranked among the world's 100 major players in risk and compliance technology

Chartis Research's RiskTech100 2020

2020

Vertical Market Solution of the Year Award for Premia™ Insurance Solutions Suite at the 5th ISV Virtual Summit & Awards 2020

By itVARnews (Techplus Media Publication)

CLIENT SPEAK

"I salute the 3i Infotech team members for their understanding and patience as we went through a series of customizations to suit the specific needs of our company." **- Geoffrey Chirwa, Chief Executive Officer, NICO Insurance Zambia Limited**

"This is to certify that 3i Infotech has successfully upgraded their Anti Money Laundering (AMLOCK™) solution at Mau Bank Ltd to its latest version. This upgrade has enabled the bank to ensure compliance with the Central Bank AML regulatory requirement. We are pleased to record our appreciation for the implementation capabilities and support provided by the team. We wish 3i Infotech all the best in its future endeavours." **- Sayyad Khodabocus, Head of IT, Mau Bank Ltd.**

"United Bank for Africa is a Pan-African bank with presence in 20 Countries in African and a presence in Europe and America. We found a very perfect Loan solution from 3i Infotech to power our digital transformation in the lending space. It has been a very rewarding experience, as our customers attest to the cutting-edge service delivery services we now offer, after the implementation of Kastle® Universal Lending System from 3i Infotech. We look forward to more partnership in other areas of 3i Infotech's core competences in the digital space." **-Emmanuel Ofielu U. Lead, Program Delivery, UBA Group.**

"While golf is one of the oldest sports in existence, 3i Infotech has helped us retain a cutting edge with advanced mobile applications. 3i Infotech developed applications that allow our golfers to view available tee times, and even participate in social networking with other golf enthusiasts, all from their mobile device." **- Ryan Smith, CIO, Cannongate Golf (Sequoia Golf, LLC)**

"Momentum Short-term Insurance, a division of Momentum Metropolitan Holdings, has been using the Premia™ suite of systems, a product of 3i Infotech Ltd. since 2013. The development (Offshore Development Centre) and support (AMC) teams from 3i Infotech are extremely co-operative, courteous and result oriented which has helped us to serve our internal and external customers in a better way. We also would like to thank the leadership team for their support; they have always been very flexible and positive in their approach. We especially want to appreciate the excellent work done by the team during the Covid-19 pandemic situation. The team played a crucial role in delivering all our strategic Covid-19 projects aimed at supporting our clients. The 3i Infotech team adapted to working from home/remote working in no time and supported us without interruptions. For us it was business as usual. The team walked the extra mile to ensure that we are geared up to handle the challenges posed by the pandemic. We are highly dependent on the 3i Infotech project team to achieve our strategic and business targets. We have an excellent working relationship with 3i Infotech and we look forward to growing this relationship into the future. We would definitely recommend 3i Infotech Ltd. and the Premia™ system to other companies." **- Sakkie van der Merwe, Chief Information Officer, Momentum Short-term Insurance**

"The MFund Plus® project was managed and executed by 3i Infotech in a time-bound manner, without compromising on quality. We sincerely appreciate the rapid turnaround times delivered during the project execution, and their team's commitment. We would like to specially mention the contributions of Deepak Khandagale, Qamar Ali and Ashwin Rohidas Chari who were onsite, managing all the implementation activities and who were well supported by the offshore team from Bengaluru." **- Ms. Maharukh Anklesaria, Senior Vice President & Head Technology, ICICI Securities Primary Dealership**

"I am pleased to say that Access Capital has been using Factor/SQL™ software for over 10 years now. It runs well. We have found it to be easy to use and well worth the investment we made into it. We have found 3i Infotech to be knowledgeable and responsive to any inquiries we've made and feel comfortable recommending the software." **- Vince Grillo, Senior Vice President, Access Capital, Inc.**

"Thank you for your effort and smooth implementation of new regulation for insurance. Well done." **- Mashhor Al-Masudi, Chief Executive Officer, Saudi Fransi Leasing Company, Saudi Arabia**

"The Office of the Registrar of Companies (RoC), Company Registry Division, Ministry of Economic Affairs (MoEA), Bhutan, desired to implement an online citizen services delivery portal that will enable citizens and business users to electronically submit applications for starting a business and filing returns via web portal. The RoC evaluated proposals from reputed IT Services organizations who have experience and qualification in delivering similar services and selected 3i Infotech Ltd. as a partner to help set up an Integrated Single Window for online business registration. 3i Infotech's team (Mr. Auntik Bhattacharjee - Project Lead and Coordinator, Mr. Rajat Yadav - Technical Lead, Mr. Tejpal Singh - Infrastructure Manager and other team members under the supervision of Mr. Ramashish Roy and Ms. Neelima Dhingra - Project Manager) have been working hard to make our dream come true. The way the team has supported us since the inception of the project has been commendable. The team has shown stupendous performance in understanding the processes and implementing the solution which will smoothen decision-making process for RoC. I, once again, would like to thank and congratulate 3i Infotech Ltd. for the hard work and dedication. I wish that you continue your spirit in the upcoming phases and projects also. We will have no hesitation in recommending 3i Infotech Ltd. to any company who wish to implement any IT solution and we wish 3i Infotech Ltd. success in future endeavours. Our Online Registry System was developed by 3i Infotech team and finalised with tech support from our local vendors. It was greatly appreciated by the Government represented by the Minister for Economic Affairs and donor agencies alike. My heartfelt gratitude to all the coders, testers, designers and team managers, senior management of 3i Infotech and the other vendors, for all their unwavering support and assistance rendered to me and my colleagues at the Office of RoC, to make this project a big success." **- Karma Yeshey, Registrar of Companies, Company Registry Division, Ministry of Economic Affairs (MoEA), Bhutan.**

"We are pleased to record our appreciation for 3i Infotech's Anti Money Laundering solutions - AMLOCK™ and AMLOCK™ SWIFT. We are thankful for the services rendered by your team and also the commitment displayed for ensuring the project delivery in a timely manner. It has enabled our institution to be compliant with the AML regulations of Uganda. We are satisfied with the capability of the solution and appreciate the support given by your team in achieving the smooth Go Live Operations. We are very happy to be associated with you for any future requirements of the bank." **- Sarah Akurut, Ag Senior Manager Compliance, Post Bank (Uganda)**

"We would like to take this opportunity to thank you for your contribution in the successful delivery of the DMCC Tradeflow Platform. We are pleased to have 3i Infotech as one of our partners in this innovative project, enabling us to continue to stimulate commodity trade flows through Dubai. The 3i Infotech team's dedication and commitment to delivering this quality platform under tight deadlines is highly commendable. We look forward to continuing our business relationship." **- Malcolm Wall Morris, Chief Executive Officer, Dubai Multi Commodities Centre**

"Congratulations on a successful release! This was our biggest release since conversion and it went flawlessly because of your preparation, dedication and commitment to excellence. Thanks for working long (really long) hours and doing it with a smile on your face. Wanted to take time to thank the team for working over the weekend to help push out a successful Q2 Deposit release. Thank you all for 1) For your time 2) Your travel back/ forth to work and 3) Dedication. Very proud of the team, we have come a big way. Also for the great audience, we have come up with a mitigation plan to make sure we, in QA, can move faster to start automation at a 'drop of a hat'. Thanks again! Please help me pass thanks to a very hard working team this week. We were given a large/ quick task for testing over 15 defects in less than 3 days while juggling other bigger projects. Even though, this starts to becoming part of the 'norm' here, it's still just awesome to see the 3i Infotech QA team not complain and just professionally move forward and complete the task. Please help me pass my thanks to a great team - Sunil, Chandra, Sudheer, Bal Reddy, Jyothi, Sagar." **- Sankha Ghosh, Senior Vice President, IT, Synchrony Bank**

"We greatly appreciate the efforts put in by 3i Infotech, which resulted in the hassle-free and fast 'Go Live' of their insurance solution in our organization, without any work disruption." **- Zeru Woldemichael, Managing Director, New Sudan Insurance Company (NESICO)**

"Thanks to everyone who helped pull off one of the biggest projects that we have done at S3 while working from home! Many of you have dedicated countless hours in the last week and over the weekend while managing other commitments in this difficult quarantine period. We had to check hundreds of programs to remove dependencies, but I must say that the result was quite astonishing and that there has hardly been any outage! We have come out better, more accurate, and nimble on data integration. Thank you and your team for sticking around late hours to support the migration activities. Especially during the last 2-3 days, you and a few other guys were working for 14-15 hours right from midnight all the way to 2-3 pm our time. We really needed to leverage our offshore team's efforts at maximum capacity to help the onsite developers and have the batch under control without having any hiccups. I know there were a lot of last minute things (like batch changes, dev setup, etc.) thrown at your team and your guys handled it well." **- Sat Bhattacharya – CTO and Raghuram Veeramallu - Global Support Manager, S3 Partners**

"As the saying goes, 'when the going gets tough, the tough gets going.' This simply means that only those who are made of sterner stuff can be depended on when the situation gets difficult or tough. Such as 3i Infotech's Indra (Indraneel Kumar K, Senior Manager - Client Services). When we needed him the most, especially during the difficult and trying times, like the Covid-19 lockdown, he delivered more than what was expected from him. This is the most opportune time when we should commend people like Indra. Thus, we take this opportunity to express our appreciation and gratitude for all the efforts and output that Indra delivered and will continue to deliver. Indra did a great job, not only during the Covid-19 pandemic, but all throughout the year. Indra has been consistent and solid. The demand for IT support is so high, he was able to provide the necessary output required of him. His hard work and dedication helped us during this difficult time in our company. Indra's efforts and the desire to deliver and complete the task is highly commendable. Thank you for ensuring a great support to PhilPlans and looking forward to more years of doing business with 3i Infotech. **- Jaime B. Dizon, Executive Vice President & Chief Operating Officer, PhilPlans**

"The Department of Registration and Stamps has implemented "SAMPADA" (electronic registration system) across the State to provide end to end services for registration along with e-stamping. The department has registered more than 50,000 documents and has done e-stamping worth more than INR 270 crores. 3i Infotech has been integral part of this journey as Project Management Consultant; they have supported us since the inception of the project. I would like to congratulate your team, who has been working relentlessly with all the stakeholders for success of the project. I hope we will continue to get your support during the go live phase and other milestones. Keep up the good work". - **Dipali Rastogi (IAS), Inspector General Registration, Department of Registration, Government of Madhya Pradesh**

“Considering the current Covid-19 pandemic situations and especially for the remote working requirements during the lockdown period, it is highly recommended to have the applications hosted in the HTTPS/SSL secured environment. In DBAC, we are using Premia™ General Insurance Application for our insurance operations since 2008. Last year we had carried out a technology upgrade project to enable HTTPS/SSL protocol for the Premia™ application. Premia™ is currently hosted in the HTTPS / SSL secured environment, which in turn enabled us to comply with the application information security requirements for remote working arrangements. I take this opportunity to appreciate the Premia™ DBA & Support teams from 3i Infotech for their support, and for successfully implementing the Premia™ technology upgrade and HTTPS/SSL implementation projects.” **- Binu Thomas, IT Manager, Doha Bank Assurance Company LLC**

“3i Infotech has been a valued partner in the development of our loyalty applications for sports and entertainment venues. Our collaborative efforts have allowed us to enter new markets quickly and efficiently.” **- Bret Armatas, President & CEO, Alvarado Manufacturing Company**

“Power Funding has been using 3i Infotech’s solution for over 10 years. The team at 3i Infotech has been very instrumental in helping Power Funding in achieving their goals. The products they offer are the best in the industry. We rely heavily on 3i Infotech. We look forward to many years of having 3i Infotech as a part of our team.” **- Dominique Villarreal, CEO, Power Funding Ltd.**

“On behalf of Liberty Asia MCM for Hong Kong, Singapore and even Vietnam, we would like to express appreciation to your team for the excellent support and contributions in helping our company in our Bugs, Enhancements and Projects. All of us deeply appreciate the hard work of the team. The team support you provide to Liberty helps us a lot in supporting our needs. All of them are aligned and understand our priority and objectives. And thank you also for supporting us.” **- Susane M. Cardel, Information Technology, Liberty Insurance Pte Ltd.**

“We want to highlight and appreciate the hard work that the 3i Infotech team is doing during lockdown for FACTS Implementation. In this unforeseen situation of COVID-19 pandemic, I just wanted to highlight and appreciate the 3i Infotech team for working with dedication on initial implementation of the FACTS Portal during this lockdown period. I would like to convey a special thanks for the hard work by the team which deserves the highest appreciation. Keep up the good work!” **- Kapil Dua, Project Manager - FACTS Implementation, SAS Institute**

“Our partnership with 3i Infotech will enable us to build a robust IT Infrastructure platform to roll out enterprise applications across all the locations on a centralized architecture. This will further help us to standardize processes across the group and bring in more operational transparency resulting in efficient delivery of services in a cost effective manner.” **- Nandkishor Dhomne, Chief Information Officer (CIO), Manipal Health Enterprises Pvt. Ltd.**

“On behalf of the AWNIC management, I would like to extend our appreciation for the amazing support being given by your team always. The professionalism and the endless hours that you and your team have spent to support us during our critical times are much appreciable.” **- Kishore Sivaprakasam, Manager - IT & Communication, Al Wathba National Insurance Co.**

“Thanks for the marvellous support that’s been provided by the Premia™ Offshore Development Centre (ODC) team for the year 2019-20 ODC model. The support is great and looking forward for the year 2020-21.” **- Mohamed Appas, Takaful Oman Insurance**

EMPLOYEE SPEAK

"It is a strong sense of belonging that makes 3i Infotech stand out. It has been a great learning experience for me to work with such a professional team and with leading banking domain customers. The drive to fulfil the commitments given to the customers is a big motivating factor for me. Good teamwork and great support from the team and upper management have helped in my professional and personal growth. Having the chance to interact with veterans of the industry has enabled me to gain more knowledge and understanding of the business trends, best practices and technologies in the banking domain. Kudos to team 3i Infotech." **– Generoso Sta. Maria, Senior Project Manager, Kastle® Banking, 3i Infotech (Thailand) Ltd.**

"My stint with the organization has been for little over one year but the most striking thing that I saw was the friendliness and warmth of all the people you get to interact with within the organization. Everyone is very encouraging and comes up with new ideas to achieve a task. All my seniors are supportive and have helped me in every way possible. The support team has also been very helpful. Overall, I have a feeling that I am learning everyday at 3i Infotech." **– Sakchai Petchdee, Senior Manager, Orion™ ERP, 3i Infotech (Thailand) Ltd.**

"I joined 3i Infotech in 2007 as a management trainee and since then it has just been a wonderful fusion of continuous learning and growth. As a fresher, the immediate involvement in live projects, on-the-job training methods, global exposure were itself an indication of the path ahead and the vision and career roadmap the management had in mind for us. Throughout this journey of 13 years, I have always received constructive feedback and was exposed to an extremely open culture where one's acumen and aspiration get a boost. The Company has been flexible towards role rotation, which I felt was a very important aspect to achieve holistic growth. I have been fortunate to work across multiple teams which greatly helped me understand the entire business cycle and the synergy that exists between all these functions. 3i Infotech has not just given me a job, but also a career, which is ever evolving and holds immense potential in the future. I still eagerly look forward to an even more exciting journey ahead." **- Avishek Mitra, Assistant Vice President - Kastle® Banking, 3i Infotech Ltd.**

"Being part of the organization for the past seven years, I have enjoyed all the challenges, tasks and responsibilities given to me. All my managers, seniors have been very helpful and have always encouraged me to take on new tasks. The best thing about being a part of the organization are the colleagues who are so supportive and have helped me whenever needed. I wish 3i Infotech to take the journey forward and keep providing new opportunities and challenges for me." **– Nutnita Sathirathavara, Associate, Facility Management, 3i Infotech (Thailand) Ltd.**

"My career with 3i Infotech started 16 years ago and has been on an upward growth and learning trajectories ever since. I realized the immense growth opportunity that 3i Infotech accorded me, when I was assigned the challenging task of building a comprehensive reinsurance module as part of the Premia™ Insurance software. Of course, needless to mention, this was possible due to the extremely cohesive team work, as well as inter team and intra team cooperation in 3i Infotech, right from the top management to the last level. I proudly claim to be part of this organization, where ambitious people can develop their capabilities, and pursue their passion with work. Last, but not the least, this opportunity has provided me with the job satisfaction I always looked for." **– Santhakumari T., Senior Principal Solution Architect, Premia™ Insurance, 3i Infotech Ltd.**

"My association with the organization has been for over 17 years now. I started working for the India location and then eventually moved to Thailand location. The most important thing I find in 3i Infotech is the work environment. I have always got a free hand from my seniors in whatever projects, tasks, initiatives that have been taken or done by me. Being new to Thailand, the team has been very helpful not only from professional, but also from a personal point of view, in helping me get used to a new culture. Being a part of such a wonderful team, helps you maintain the motivation to face any challenge that may come your way." **– Sajith Girijan, Associate – Sales Director, Orion™ ERP, 3i Infotech (Thailand) Ltd.**

"When I got an opportunity to work for 3i Infotech, I was not much aware about the organization. Having completed three years with the organization, I am much impressed with the work opportunity and the vision of the organization. I can clearly see my goals aligning with the Company objectives. I am very happy to be a part of a team that is very collaborative and supportive. All the seniors are open for discussion and sharing knowledge. The organization gives you freedom to express, while the team members offer guidance and support whenever needed. My best wishes to team 3i Infotech for all its future endeavours." **– Ahilandeswari Kesavan, Manager, Facility Management, 3i Infotech Ltd.**

"I have spent more than a decade working at and growing with 3i Infotech and this journey has been quite inspiring and fulfilling. My career has skyrocketed from a software developer to product head, and now Sales Head - SAG within this time. 3i Infotech offers a lot of flexibility from a work-life balance point of view and boosts your morale by offering various employee-related benefits. The management and technical teams at 3i Infotech are very skilful and capable of completing any job given to them. Knowledge sharing across different streams of projects have resulted in highly productive teams and have optimised time utilization. Focussed strategic planning has resulted in the growth of the Company and its products. I am absolutely delighted to be associated with 3i Infotech and be a part of the tremendous growth that the Company has achieved." **– Jitesh Nair, Deputy Vice President, Financial Services, 3i Infotech Ltd.**

"My association with 3i Infotech began 13 years ago when I joined the Company in September 2007. I am happy to work in an organization that has a vibrant, positive and friendly environment. I have noticed here, that whoever wants to take on more responsibilities, gets the opportunity and positive efforts always get appreciated. As I am in Sales, results are not predictable and certain. I have learned from my seniors how to deal with the not so good outcome of a sales endeavour. Good work is always appreciated. The entire 3i Infotech is a one big family where the leader is always accessible. There is a tremendous bonhomie between departments to help each other to achieve common goals. Seniors are very knowledgeable and they always add a personal touch, which has helped me to make many lifelong friends in this organization. I enjoy a sense of belonging here. Each and every achievement gets noticed and applauded. A right place to work." **- Suprakash Chatterjee, Region Head - South Asia Banking & Financial Services, Kastle® Banking - Sales, 3i Infotech Ltd.**

"It has been a great opportunity to join 3i Infotech 16 years ago as it has offered me a growth opportunity by recognising and enhancing my abilities. I feel glad to work in such a challenging and positive environment where the focus is on timely deliveries and perfection in work. I will always be thankful to the people who believed in me and gave me this opportunity to grow, not only within the Company but also as a person." **– Ramnath M., Delivery Manager, Premia™ Insurance, 3i Infotech Ltd.**

"My job with 3i Infotech started before I officially joined the Company as the pandemic situation demanded a lot of areas as candidates for Digital Transformation. I was encouraged by the management in UAE to be bold and fearless in stitching together story lines and solutions by using products and solutions "inside and outside the box". I received a lot of encouragement from the sales team which enthusiastically promoted the solutions offered. We are able to create a sound platform which can be emulated by all regions in the mid to long run. The hard work put in by our teams is slowly showing results by translating into viable business opportunities and contributing to the top and bottom lines in the regional financial figures. I am experiencing tremendous job satisfaction and am encouraged to double my effort in additional areas of innovative delivery management solution and create a legacy by which we will be remembered." **– Ganesh Ramakrishnan, Vice President, Services Sales, Middle East and Africa, 3i Infotech Software Solutions LLC**

"My journey with 3i Infotech started in September 2006, fulfilling my aspiration to blend my ERP domain skills with IT. At 3i Infotech, from the day I started my career, I have loved the work environment. We have a rich experience in products and I feel no other company has got a wider range of products and customer base. I have continued to work here because of its unique work culture. There are plenty of opportunities for freshers and newcomers aspiring for a bright future. The Company maintains a corporate culture that demonstrates a very healthy relationship with high ethics and values, while making the employees feel appreciated, supported and proud of their work." **– Mohanraj P., Associate Vice President, Orion™ ERP, 3i Infotech Ltd.**

"This is my second inning in 3i Infotech and in the 3 years of my journey with the Company, the best aspect I realized here is that 'we are truly a family'. It feels like home here. I get a sense of security, satisfaction and peace while working here. I have relished and appreciated the Company's priorities, insights and culture. I am very impressed to see how everyone here works with a goal-oriented approach. 3i infotech is a company that operates with a positive attitude and has its priorities right. It cares for its customers and employees and works competently to succeed. Respect, care and excellence are qualities that exude from the top and flow throughout the rest of the Company. Starting from the leadership team to the support staff, everyone are so empathetic, kind hearted and respectful. I strongly believe 3i Infotech is a company with a DNA of growth, employee empowerment, strong family values and opportunities to work in cross functional teams, where the leaders are laser focused on business and market growth. In 3i infotech, I am surrounded by some of the brightest and most innovative professionals and have got the opportunity to contribute towards the development the Company's vision. I am so thankful and glad to have been given an opportunity again to be part of this wonderful establishment." **– Neha Agarwal Lamba, Senior Business Development Manager, Kastle® Banking, 3i Infotech (Middle East) FZ LLC.**

"I started my journey with 3i Infotech nine years ago. Since joining 3i Infotech, I've learned many new things. My colleagues taught me about the industry and shared their knowledge with me. I will always be thankful to the people who believed in me and gave me this opportunity to grow. At 3i Infotech, I have faced challenges and also experienced beautiful moments that will stay forever in my memory. I expect many more such moments in the future. I thoroughly enjoy working with my team members in such a collaborative atmosphere and am really happy to be a part of this organization." **– Deepak Kaipanchery, Senior Software Engineer, MFund™, Financial Services, 3i Infotech Sdn Bhd**

"I joined 3i Infotech in February 2020. Before joining any organization, there are two things that matter – people and the kind of work. The decision to join a company depends on this as it encompasses the company ethics, its goals and its members. 3i Infotech has been a perfect organization on all these fronts. Over the months, 3i Infotech has given me ample opportunities to work with some great minds which helped me grow as a professional as well as an individual. Within the organization, I have always witnessed a collaborative culture and a management which is focused on the growth of its people and the organization. Working with 3i Infotech has been a great experience, a complete package in itself!" – **Rajiv Sharma, Senior Manager, Services Sales, 3i Infotech Ltd.**

"I started my professional career with 3i Infotech and it's been a fascinating journey of more than two years. During this period, I got the opportunity to learn different technologies which helped in my professional as well as personal growth. The support I received from my team and senior management, has been exemplary. I am thankful for this opportunity given to me." **– Rahul Yadav, Software Engineer, Kastle® Banking, 3i Infotech Sdn Bhd**

"I have been a part of 3i Infotech's IMS team since May 2013. It is a pleasure to be part of the robust teams in 3i Infotech. Delightful support from the management to enhance my skills and acquire knowledge in multiple domains have helped me to mature from an engineer to the manager level. I am happy to continue with and contribute to the growth of 3i Infotech." **– Karthik V, Project Manager, Infrastructure Management Services, 3i Infotech Ltd.**

"Since joining 3i Infotech in 2007, almost 14 years ago, I have been surrounded by brilliant, friendly, and talented people, and have been provided with many opportunities for personal and professional development. 3i Infotech helps you succeed by encouraging growth through internal and external training opportunities. I've been given the opportunity to nurture my professional career by getting a role in the Company that suits my interests and abilities. The culture in 3i Infotech is transparent and every employee irrespective of their position is given a chance to be heard, and there are ample opportunities available to those who want to build a career here. It is an organization with a contemporary, innovative and entrepreneurial approach that distinguishes it from its competitors. I am proud to be a part of the 3i Infotech global family and appreciate the opportunity it provided me to realize my full potential with its cooperative and encouraging work culture. I have seen myself transform as a professional in more than one ways. My journey through these years has seen many changes in the organization, and each time, these have been for the better, as the leadership is committed to making 3i Infotech a success story!" **- Shrikesh Pandey, Delivery Manager, Transaction Banking and Treasury, Kastle® Banking, 3i Infotech Ltd.**

"It has been an amazing experience for me in 3i Infotech, especially with the presales team. The best thing about the Company is the people associated with it. I have had an amazing and heart-warming welcome from all the employees associated with different teams and regions. One always gets an opportunity for growth at 3i Infotech, be it personal or professional. It is a blessing to work with the profoundly experienced team especially when the experience also gives me challenges and opportunities to hone my skills. I am grateful to be a part of this brilliant team and keen to get many more years of fantastic learning experience with the Company." **– Ankit Madan, Solutions Specialist, Services Sales & Solutions Group, 3i Infotech Ltd.**

"Just after my graduation almost 14 years ago, I started my career with 3i Infotech as a consultant. It has been a great journey from a consultant to a Senior Manager. 3i Infotech has always been an integral part of my growth both professionally and personally. Unlike most corporates, in 3i Infotech everyone is given ample opportunity, freedom and responsibility. Growth is inevitable with responsibility and this helped me to work independently in more projects. In a short span of time, I got an opportunity to work overseas. With client integration, my responsibilities increased and with full freedom to work hard, I could win clients' trust. I am thankful for the opportunities 3i Infotech provided me." **– Jayaram Suresh, Senior Technical Manager, Premia™ Insurance, 3i Infotech Sdn Bhd**

"During my career spanning 21 years in the organization, I have enjoyed working as a part of the Banking Team. There are always plenty of opportunities and assignments are given to employees as per their skillsets. Senior management can be reached anytime whenever needed. The Company has given enormous learning opportunities and exposure to employees to interact with clients on various projects and perform, and gain experience to grow up in the hierarchy. Employees are engaged in new and challenging opportunities if they have the right attitude of owning tasks and delivering." **– Sibarama Mahanty, AVP, PMO, Kastle® Banking, 3i Infotech Ltd.**

"Joining 3i Infotech was like a dream come true. I was surrounded with like-minded people. I got workmates who always motivated and supported me and who were ready to help me at any point of time. We as a team, have been providing Data Center Management services to a leading capital market client. Being at the client location meant representing myself as 3i Infotech. It's all about working together in a team to create business value for our clients. Other things that I value most about my experience include, but not limited to, are the supportive work environment and the helpful team members. Throughout my career with 3i Infotech, I've always experienced the company core values as well as numerous excellent colleagues! This is my second family as I spend half of my life here. I wish, every success in professional and personal life to each and every 3i Infotechite and of course to 3i Infotech as an organization." **– Ashok Pawar, Senior Technical Manager, Staffing – South Asia Group, 3i Infotech Ltd.**

"It has been a wonderful 14 years' journey for me from a software developer to a DBA and currently serving as a Project Manager. My seniors have helped me evolve. I am currently managing the data center operations for one of the reputed clients of 3i Infotech Ltd. The challenges, the handling of multiple teams and the adrenaline rush that you get to resolve customer queries is a big motivator. I would like to thank the entire team at 3i Infotech for their support. Looking forward to many more such challenges and opportunities." **– Eela Tankhiwale, Project Manager, Infrastructure Management Services, 3i Infotech Ltd.**

“It’s been more than four years since I joined 3i Infotech as a trainee and it’s been a fun-filled and learning experience so far. The Company provides us with a conducive and employee friendly work environment, which helps us to undertake quality work for the clients. In terms of career growth, the Company also provides the best platform to enhance knowledge and skills. I thoroughly enjoy working with my team members in such a collaborative atmosphere and I am really happy to be a part of this organization.” **– Aanchal Narula, Senior Associate, Business Support, Kastle® Banking, 3i Infotech Ltd.**

“I am very fortunate to be a part of 3i Infotech, my first company, which I had joined 25 years ago. In this long journey, I got the opportunity to learn lots of new things along, while getting plenty of work experience. Working here is a great pleasure for me. The Company has excellent work ethics and offers an open and flexible work space with support to learn and grow. The Company gives you the freedom to work in a very positive environment. I have enjoyed working for long stints as part of the Facilities Management Group (FMG) team. 3i Infotech has provided me with a platform, wherein I can showcase my skills and continuously learn from my peers. I am extremely satisfied and delighted to be a part of 3i Infotech.” **– Arati Gupte, Senior Manager, Facilities Management Group, 3i Infotech Ltd.**

“I am associated with 3i Infotech since April 2013 under Infrastructure Management Services (IMS) umbrella. 3i Infotech has been an excellent workplace with vital opportunities to learn and aspire for additional skills. Incomparable support from manager/management in all professional aspects. Insightful experience with various teams/colleagues. Delighted to be part of this organization.” **– Rizwanullah B, Program Manager, Infrastructure Management Services – South, 3i Infotech Ltd.**

“I am a rehired employee of 3i Infotech. I joined back 3i Infotech in 2016 as I missed the enjoyable environment that the Company provided. The last four years have given me ample opportunities to grow within the Company. I feel very fortunate to work with highly talented people and great leaders. The work culture provides me with the freedom to innovate and be a decision maker. 3i Infotech made me a good technical expert, technical lead, techno functional expert and because of this, today I am an able Program Manager. A big thank you to everyone at 3i Infotech for making me feel at home.” **- Kuzhandaivel K., Senior Technical Manager, Premia™ Insurance, 3i Infotech Ltd.**

“I joined 3i Infotech in August 2006 and the journey so far has been exhilarating. I got an opportunity to work with customer teams having varied skill sets. The senior management has provided me with a comfort zone and has been supporting me in all the initiatives that I have envisioned. The best thing about the organization is the mixed culture. 3i Infotech has provided me with a platform, wherein I can showcase my skills and continuously learn from the team. I am extremely satisfied and delighted to be a part of 3i Infotech.” **- Rekha Chettiar, Project Manager, Staffing – South Asia Group, 3i Infotech Ltd.**

“I started my career with ICICI Infotech (erstwhile name of 3i Infotech) in April 2003 and have continued in this esteemed organization for more than 17 Years. I was working in an EDP section of a pesticide unit when I got an opportunity to work for 3i Infotech. This helped me fulfil my desire to work in the IT sector. I joined as a developer and later got elevated into the Senior Management team in a short span of time. Leaders with whom I have worked till date always believed in me and this gave me the confidence to prove myself in versatile responsibilities. I am currently the Regional Delivery Head for Kingdom of Saudi Arabia (KSA) and Bahrain coming under the Gulf Cooperation Council (GCC) and am responsible for the regional profitability and growth. 3i Infotech has never let me down and I am happy to work in the Company for so many years. I am determined to keep working hard to contribute to the success of the Company. I am glad to get associated with this organization and thank all my leaders, peers, subordinates and other stakeholders who have helped me succeed in my growth path." **– Ramanathan Srinivasan, Regional Delivery Head, Orion™ ERP, 3i Infotech (Middle East) FZ LLC**

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DIRECTORS' REPORT

FOR THE FINANCIAL YEAR 2019-20

Dear Shareholders,

Your Directors present the Twenty Seventh Annual Report (the "Report") of the Company along with the audited financial statements for the financial year ended March 31, 2020.

OVERVIEW

The Management is pleased to inform the shareholders that your Company has completed 4 consecutive years of good performance after completion of Debt Realignment Scheme (DRS) Package presented to the Lenders during FY 2015-16. Your Company has earned an operating revenue of ₹1141.32 Crores and EBIDTA of ₹181.50 Crores for financial year ended March 31, 2020 on a consolidated basis. There has been growth in operating revenue by 1.74% from ₹1121.75 Crores in FY 2018-19 to ₹1141.32 Crores in FY 2019-20. During the year, the Company has also won various awards, details of which are given separately in this Report.

As informed earlier to the Members, during FY 2017-18, the Company made partial prepayment of outstanding principal to the extent of 20.83% of the then outstanding debt due to its lenders representing monthly principal installments of 15 months which were due till June 30, 2019 as per the terms of DRS Package approved by its Lenders. The Company continues to service its lenders on a regular basis from the effective date of implementation of the DRS Package i.e. April 1, 2016.

During the year, CRISIL Limited has reaffirmed the credit rating of the Company of "CRISIL BBB-/Stable" in respect of the long term bank loan facilities of the Company in June 2019 and also in May 2020 after the end of the year. One of the other rating agencies, CARE has also rated the Company "CARE BBB-; Stable" in January 2020.

During the year, the Company has filed a Scheme of Arrangement between the Company and its Shareholders under Sections 230 to 232 of the Companies Act, 2013 (the "Act") with the stock exchanges with a view to reduce the issued, subscribed and paid-up equity share capital of the Company to one tenth to set off the amount so released against the accumulated losses of the Company, thereby having a positive impact on the reserves and surplus of the Company. As of the date of this Report, the said Scheme of Arrangement is awaiting approval from the National Company Law Tribunal, Mumbai Bench. The detailed update on this point is given separately in this Report.

The Board is pleased to inform the Members that during the year, the Company could attract some new customers in Banking, ERP, Financial Services, Insurance products and in services business. The Company is also in process of launching and upgrading the new versions of its various products being offered to its customers.

With a revival in the Company's health, we wished to reinvent ourselves to offer higher value to our stakeholders and fast pace our growth.

Financial Performance of the Company on Standalone and Consolidated basis:

₹in Crores

Particulars	Standalone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
Total Revenue (I)	441.29	505.48	1160.86	1142.80
Total Expenses (II)	313.33	254.63	1079.40	1063.69
Profit / (Loss) before Tax (I-II)	**127.96**	**250.85**	**81.46**	**79.11**
Tax expense				
Current Tax	-	-	13.70	10.69

₹in Crores

Particulars	Standalone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
Deferred Tax	-	-	(0.23)	(0.40)
Adjustment of tax relating to earlier periods	0.07	-	(0.04)	0.67
Profit / (Loss) for the year	**127.89**	**250.85**	**68.03**	**68.15**
Other Comprehensive Income				
A. Other Comprehensive income not to be reclassified to profit and loss in subsequent year:				
Remeasurement of gains / (losses) on defined benefit plans	1.41	1.40	3.05	1.85
Income tax effect	-	-	(0.07)	0.02
B. Other Comprehensive income to be reclassified to profit and loss in subsequent years:				
Other Comprehensive income for the year, net of tax	1.41	1.40	2.98	1.87
Total Comprehensive income for the year	**129.30**	**252.25**	**71.01**	**70.02**
Profit for the year attributable to:				
Equity holders of the parent	-	-	67.61	67.25
Non-controlling interests	-	-	0.42	0.90
Other Comprehensive income for the year attributable to:				
Equity holders of the parent	-	-	2.98	1.87
Non-controlling interests	-	-	-	-
Total Comprehensive income for the year attributable to:				
Equity holders of the parent	-	-	70.59	69.12
Non-controlling interests	-	-	0.42	0.90
Earnings per equity share for profit attributable to equity shareholders				
Basic EPS	0.79	1.55	0.42	0.42
Diluted EPS	0.79	1.55	0.42	0.42

Standalone sales and other income for FY 2019-20 stood at ₹441.29 Crores as against ₹505.48 Crores for FY 2018-19. On a consolidated basis, sales and other income for FY 2019-20 stood at ₹1160.86 Crores as against ₹1142.80 Crores for FY 2018-19. After meeting all expenditures, the Company earned a total comprehensive income of ₹71.01 Crores on a consolidated basis and a total comprehensive income of ₹129.30 Crores on standalone basis.

TRANSFER TO RESERVES

There is no amount proposed to be transferred to general reserve this year.

DIVIDEND

During the year, the Company has paid dividend of ₹6,377,607 as preference dividend as per the terms of issue of 0.10% Cumulative Non-Convertible Redeemable Preference Shares of face value ₹5/- each ("Class B Preference Shares") to Class B Preference Shareholders, as per the terms of issue of Class B preference Shares.

The Company has also paid a dividend of ₹65,000 as preference dividend as per the terms of issue of 0.01% Cumulative Non-Convertible Redeemable Preference Shares of face value ₹5/- each ("Class A Preference Shares") to Class A Preference Shareholders for the Financial Year 2019-20.

The Company has paid dividend distribution tax amounting to ₹1,324,614 on Class A and Class B Preference Shares.

As per the terms of the Master Restructuring Agreement (MRA) dated March 30, 2012 entered into by the Company with IDBI Bank Limited, the Monitoring Institution and the Corporate Debt Restructuring (CDR) Lenders, the Company is prohibited from declaring or paying any dividend on its equity shares without prior approval of its Lenders.

In light of this, your Directors regret to state their inability to recommend any dividend on equity shares for the financial year ended March 31, 2020.

BUSINESS

The Company has a comprehensive set of IP based software solutions (20+), coupled with a wide range of IT Services to address the dynamic requirements of a variety of industry verticals including Banking, Insurance, Capital Markets, Asset & Wealth Management (BFSI). The Company also provides solutions for other verticals such as Government, Manufacturing, Distribution, Telecom and Healthcare.

The business activities of the Company are broadly divided into two categories viz: IT Solutions and Transaction Services. IT Solutions business comprises of software products and IT enabled services while the Transaction Services comprise of Business Process Outsourcing (BPO) and Knowledge Process Outsourcing (KPO) services. The Company has a wide ranging product portfolio. The Product Business of the Company includes Kastle® (Universal Banking Suite), AMLOCK™ (Financial Crime Detection and Management Solution), MFund Plus® (Asset Management Solution), Orion™ (Enterprise Resource Planning Solution) and Premia Astra™ (Core Insurance Solution). The Company's robust capability in the services domain is evident through a cutting edge portfolio across Mobility, Data Analytics, Blockchain, Cloud Life Cycle Management, Testing Services, Infrastructure Management, Application Development & Maintenance, Professional Services and IT Consulting.

The contribution of IT Solutions to the revenue for the year was 95% and that of Transaction Services was 5%.

The Company has a presence in more than 50 countries across 4 continents with a strong foothold and customer base in geographies viz. South Asia, Asia Pacific (APAC), Middle East and Africa (MEA), Kingdom of Saudi Arabia (KSA) and North America (US and Canada) and Europe geographies. The Company has a wide base of over 1200 active customers whose business needs are comprehensively met by the Company's products and services.

The business of your Company is largely divided into Emerging Markets and Developed Markets. The Company enjoys a dominant presence in fast growing emerging economies and is making steady inroads into developed economies. The revenue share of Emerging Markets in total revenue of the Company is about 67% while that of Developed Markets is about 33%.

For a detailed operations and business performance analysis, kindly refer the Management Discussion & Analysis Report which forms a part of this Report.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year under review, the following changes occurred vis-à-vis the subsidiaries of the Company:

1. On June 19, 2019, a wholly-owned step-down subsidiary has been incorporated in the Federal Republic of Nigeria by the name of 3i Infotech Nigeria Limited for ease of carrying on business. 3i Infotech Nigeria Limited is a wholly-owned subsidiary of 3i Infotech Holdings Private Limited, a wholly-owned subsidiary of the Company based in Mauritius.

2. On July 11, 2019, a wholly-owned step-down subsidiary has been incorporated in the Netherlands by the name of 3i Infotech Netherlands B.V. to tap business opportunities in the European Union. 3i Infotech Netherlands B. V. is a wholly-owned subsidiary of 3i Infotech Holdings Private Limited, a wholly-owned subsidiary of the Company based in Mauritius.

3. On November 26, 2019, a wholly-owned step-down subsidiary has been incorporated in the Province of British Columbia, Canada by the name of 3i Infotech (Canada) Inc. to tap business opportunities and to cater to the customers in that region. 3i Infotech (Canada) Inc. is a wholly-owned subsidiary of 3i Infotech Holdings Private Limited, a wholly-owned subsidiary of the Company based in Mauritius.

4. On November 1, 2019, the Company's entire stake (74%) held in one of its material subsidiaries i.e. Locuz Enterprise Solutions Limited has been divested. Accordingly, effective this date, Locuz Enterprise Solutions Limited and its wholly-owned subsidiary based in US, Locuz Inc. cease to be subsidiaries of the Company.

5. On November 28, 2019, IFRS Cloud Solutions Limited, one of the wholly-owned step-down subsidiaries of the Company has been voluntarily struck off from the register of the Registrar of Companies, Mumbai and stands dissolved from that date.

As on the date of this Report, there are 23 (twenty three) subsidiaries in 3i Infotech group. There has been no material change in the nature of the business of any of the subsidiaries.

As per the first proviso to Section 129(3) of the Act read with Rule 5 of Companies (Accounts) Rules, 2014, the statement containing salient features of the financial statements of subsidiaries/associate companies/joint venture in the prescribed Form AOC-1 is enclosed to the consolidated financial statements. This statement also mentions highlights of performance of subsidiaries/associate companies/ joint venture and their contribution to the overall performance of the Company during the year.

Pursuant to the provisions of Section 136 of the Act, the standalone and consolidated financial statements of the Company, along with relevant documents and separate audited accounts in respect of subsidiaries are available on the website of the Company.

This Report has been prepared based on the standalone financial statements of the Company and highlights the performance of the subsidiaries, associates and joint venture companies and their contribution to the overall performance of the company during the period under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT

Particulars of loans, guarantees or investments granted/made during the year are given under the notes to standalone financial statements forming part of this Report.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, all the contracts/arrangements/transactions entered into by the Company with related parties referred to in Section 188 of the Act were in the ordinary course of business and on an arm's length basis. During the year, the Company has not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on related party transactions.

Since all related party transactions entered into by the Company were in the ordinary course of business and were on an arm's length basis, Form AOC-2 is not applicable to the Company.

The Company has in place a Policy on Materiality of Related Party Transactions and a Policy on dealing with Related Party Transactions. The said policy can be viewed on the Company's website by accessing the following link: https://www.3i-infotech.com/investors-2/ under "Corporate Governance" in the Investors' section.

Details regarding related party disclosures are given under the notes to standalone financial statements which form part of this Report.

SCHEME OF ARRANGEMENT

The Board of Directors, at its Meeting held on June 29, 2018, had approved a Scheme of Arrangement between the Company and its Shareholders under Sections 230 to 232 of the Act (the "Scheme"). The Scheme provided for a two-step process for reducing the equity share capital of the Company:

a) Reduction of equity share capital of the Company on the Record Date (as defined in the Scheme) by reducing the face value of the equity shares of the Company from ₹10 to ₹1. The capital so reduced will be utilized to write off the accumulated losses of the Company and

b) Consolidation of 10 equity shares of the Company of ₹1 into one fully paid up equity share of the Company of ₹10 each immediately upon such reduction.

Further, on July 13, 2018, the Company had filed the draft Scheme proposed to be filed with the Hon'ble National Company Law Tribunal (NCLT) with the stock exchanges as per Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") for obtaining their observation / no-objection letters to the Scheme.

The Company had also received the observation letters with respect to the draft Scheme from BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on November 27, 2018 and November 28, 2018 respectively, valid for six months from the date of their issuance. However, the management had decided to keep the filing of the draft Scheme along with observation letters with NCLT on hold till the expiry of the said period of six months due to internal re-consideration of certain factors relating to the draft Scheme in the best interests of the Company at that point of time.

During the year under review, the management decided in favour of proceeding with the draft Scheme of Arrangement once again after having reconsidered all the relevant factors relating thereto in the interests of the Company. Accordingly, on December 10, 2019, the Company has again filed the draft Scheme with the stock exchanges as per Regulation 37 of SEBI LODR after carrying limited factual updations with respect to Company information that was necessitated due to elapse of time for obtaining their observation/no-objection letters and has received their observation letters on March 9, 2020.

Thereafter, the Company has filed a Company Application in the context of the Scheme before Hon' ble NCLT, Special Bench, Mumbai on May 25, 2020 seeking directions and the Hon'ble NCLT, admitting the said Company Application, has vide order dated June 1, 2020 ("Order"), directed the Company to convene a meeting of equity shareholders of the Company on July 21, 2020 for approval of the proposed Scheme. As per the Order, the Company has convened and held the meeting of the equity shareholders on July 21, 2020 through Video Conferencing/Other Audio Visual Means ("VC/OAVM") to consider, and if thought fit, to pass the resolution for approval of Scheme by requisite majority as prescribed under Section 230(1) and (6) read with Section 232 (1) of the Act.

This resolution approving the Scheme has been passed by the equity shareholders of the Company with requisite majority (81.69% in numbers and 94.30% in votes of members voting in person through VC/OAVM or by remote e-voting) on July 21, 2020, after which the Company has filed a Company Scheme Petition with NCLT, Mumbai Bench on August 3, 2020 and is awaiting approval from NCLT, Mumbai Bench on the Scheme as on the date of this Report.

Upon NCLT's approval on the Scheme, the Company will proceed to file the Scheme with the Registrar of Companies, Mumbai to bring the Scheme into effect and convene a meeting of the Board of Directors for fixing a Record Date for the purpose of determining the shareholders whose shares will be reduced and consolidated as per the Scheme. The issued, subscribed and paid-up equity share capital of the Company as on the Record Date will stand reduced to one tenth after following the two steps outlined above. The Company shall give atleast seven working days' advance notice of the Record Date to the stock exchanges in accordance with Regulation 42(2) of SEBI LODR.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and as on the date of this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

REPORT ON CORPORATE GOVERNANCE

The Company is committed to maintain highest standards of Corporate Governance and adhere to the Corporate Governance requirements. The Corporate Governance Report along with the certificate of compliance of conditions of Corporate Governance obtained from BNP & Associates, Practicing Company Secretaries in terms of Regulation 34 read with Schedule V of SEBI LODR are appended herewith as ***Annexure I*** to this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of provisions of Regulation 34 of SEBI LODR, the Management Discussion and Analysis Report is given under a separate section forming part of this Report.

BUSINESS RESPONSIBILITY REPORT (BRR)

Regulation 34 of SEBI LODR mandates the inclusion of the BRR as part of the Annual Report for the top 1,000 listed entities based on market capitalization. In compliance with the SEBI LODR, BRR forms part of this Report and is appended hereto as ***Annexure II***.

EXTRACT OF ANNUAL RETURN

In terms of the requirements of Section 92 (3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in the prescribed form MGT- 9 is appended herewith as ***Annexure III*** and the same forms a part of the Report. An extract of Annual Return for Financial Year 2019-20 is available on the Company's website at the following link: https://www.3i-infotech.com/investors-2/ under "Corporate Governance" in the Investors' section.

CAPITAL

a) Preference Share Capital:

During the year under review, the Company has not allotted any preference shares to any of its Members or Shareholders.

As on March 31, 2020, the preference share capital of the Company was ₹7,027,607,980 consisting of 130,000,000 Class A Preference Shares of ₹5/- each and 1,275,521,596 Class B Preference Shares of ₹5/- each.

b) Equity Share Capital:

1) Allotment under Employee Stock Options Scheme (ESOS):

The Company has not allotted any shares under ESOS during the year.

2) Allotments against conversion of Foreign Currency Convertible Bonds (FCCBs):

During the year, the Company has allotted Equity Shares against conversion of FCCBs as per the below mentioned details:

ISIN of FCCBs	Outstanding principal amount of FCCBs converted (USD)	Date of allotment	Number of Equity Shares allotted	Fixed rate of exchange on Conversion (in ₹per USD 1)	Conversion Price (in ₹)	Premium (in ₹)
XS0769181982	3,250	March 13, 2020	10,004	50.7908	16.50	6.50

As a result of the aforesaid allotment, the issued and paid-up equity share capital of the Company stands at ₹16,166,548,660 as on March 31, 2020 and as on the date of this Report.

The Company has neither issued equity shares with differential rights as to dividend, voting or otherwise nor any shares (including sweat equity shares) to the employees of the Company under any Scheme.

EMPLOYEES STOCK OPTION SCHEMES

As per SEBI Circular (CIR/CFD/POLICYCELL/2/2015) dated June 16, 2015 relating to requirements specified under the SEBI (Share Based Employee Benefits) Regulations 2014, details of the Employee Stock Option Schemes (ESOS) of the Company are given in ***Annexure IV*** to this Report.

The Company has received a certificate from the Auditors of the Company that the share based scheme(s) are implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations 2014 and the same is available for inspection by members in electronic mode.

PUBLIC DEPOSITS

During the year, the Company has not invited/accepted any deposit under Sections 73 and 76 of the Act.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

During the year under review and thereafter, till the date of this Report, the following changes happened in the composition of the Board of Directors of the Company:

1. The appointment of Ms. Anjoo Navalkar (DIN: 00270356), who was earlier appointed as an Additional Director (Non-Executive) effective November 16, 2018, as a Director of the Company has been regularized by obtaining approval of the Members vide Postal Ballot, the results of which were declared on May 27, 2019 (Deemed date of approval was May 24, 2019, which was the last date for evoting/ receipt of physical ballot forms).
2. Mr. Rajeev Kumar Sinha (DIN: 01334549) has been appointed as Nominee Director (IDBI Bank Limited) effective June 14, 2019 vide a Board resolution passed by circulation in place of Mr. Gautam Dutta (DIN: 02335468) who resigned as Nominee Director (IDBI Bank Limited) following issuance of a substitution letter by IDBI Bank Limited to this effect.
3. The Board has appointed Ms. Zohra Chatterji (DIN: 01382511) as an Additional Director (designated as Non-Executive Independent Director) on March 24, 2020 vide a resolution passed by circulation to hold office for a term upto 5 years, subject to approval of the shareholders of the Company at the ensuing AGM of the Company. In the opinion of the Board, Ms. Zohra Chatterji possesses requisite qualification, expertise and experience (including proficiency) to function effectively in the capacity of an Independent Director and add value to the Board of Directors of the Company.
4. On June 5, 2020, due to amalgamation of Allahabad Bank with Indian Bank, Mr. Avaya Kumar Mohapatra (DIN: 07811921) Nominee Director (Allahabad Bank) has resigned from the Board of Directors following withdrawal of his nomination by Allahabad Bank due to his transfer to Hyderabad.
5. On July 30, 2020, Dr. Shashank Desai (DIN: 00143638) has resigned as an Independent Director from the Board of Directors of the Company due to his current and future work commitments. Dr. Desai also confirmed in his resignation letter that there were no other material reasons other than the reason mentioned above.
6. Mr. Pravir Kumar Vohra (DIN: 00082545) has been appointed as an Additional Director (designated as Non-Executive Director) effective September 1, 2020. The Board recommends his appointment as a Non-Executive Director at the ensuing AGM for your approval.
7. The tenure of appointment of Mr. Ashok Shah (DIN: 01194846) has expired on September 30, 2020. Accordingly, he has been appointed as an Additional Director (designated as an Independent Director) with effect from October 1, 2020 to hold office for a second term as an Independent Director of the Company. In the opinion of the Board, Mr. Ashok Shah possesses requisite qualification, expertise and experience (including proficiency) to function effectively in the capacity of an Independent Director and add value to the Board of Directors of the Company. The Board recommends his re-appointment as an Independent Director for your approval.

As on the date of this Report, the Board of the Company consists of 6 Directors, out of which two are Independent Directors, one is Nominee Director, two are Non-Executive Directors and one is an Executive Director.

In accordance with Section 152 (6) and other applicable provisions of the Act read with Articles of Assoication of the Company, Mr. Padmanabhan Iyer (DIN: 05282942) is liable to retire by rotation at the ensuing AGM of the Company and, being eligible, has offered himself for re-appointment. The Board recommends his re-appointment at the ensuing AGM for your approval. As stipulated under Regulation 36 of SEBI LODR, a brief resume of the Director proposed to be re-appointed is given in the Notice convening the ensuing AGM, which is included in the Annual Report 2019-20.

None of the Independent Directors have had any pecuniary relationship or transaction with the Company during Financial Year 2019-20, except to the extent of their directorship. None of the Directors or KMP of the Company is related inter-se.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declaration from each independent director as per provisions of Regulation 25(8) of SEBI LODR and Section 149(7) of the Act, that he/she meets the criteria of independence laid down in Regulation 16 (1)(b) read with Regulation 25(8) of SEBI LODR and Section 149(6) of the Act.

NUMBER OF MEETINGS OF THE BOARD

Four meetings of the Board of Directors were held during the year. The details of the same are given in the Corporate Governance Report section that forms part of this Report. The intervening gap between two consecutive Board Meetings did not exceed 120 days.

POLICIES AS PER SEBI LODR

SEBI LODR mandated all listed companies to formulate certain policies. These policies are available on the website of the Company at https://www.3i-infotech.com/investors-2/ under "Corporate Governance" in the Investors' section. The policies, list of which is given below, are reviewed periodically by the Board and amended from time to time.

- Whistle Blower Policy;
- Policy on Remuneration of Directors, Key Managerial Personnel and other Employees;
- Corporate Social Responsibility Policy;
- Policy for determining Material Subsidiaries;
- Policy for determination of Materiality of event or information;
- Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions;
- Policy for Board Diversity;
- Policy for Preservation of Documents and
- Policy for Prohibition of Fraudulent and Unfair Trade Practices relating to securities.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The current policy is to have appropriate mix of Executive, Non-Executive and Independent Directors to maintain the independence of the Board. The Company has put in place a policy on Remuneration of Directors, Key Managerial Personnel (KMP) and other employees including criteria for determining qualifications, positive attributes, independence of directors and other matters provided under Section 178 (3) of the Act. The Policy can be viewed by accessing the following link: https://www.3i-infotech.com/investors-2/ under "Corporate Governance" in the Investors' section.

PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS

In terms of the provisions of the Act and SEBI LODR, your Company has laid down criteria for performance evaluation of Directors and Chairman of the Board and also the process for such performance evaluation. Schedule IV of the Act states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated. The Company's policy relating to appointment and remuneration of Directors, KMPs and other employees, including criteria for determining qualifications, positive attributes and independence of a director are covered under the Corporate Governance Report, which forms a part of this Report.

It is a practice of the Board of Directors to annually evaluate its own performance and that of its committees and individual directors. Accordingly, the performances of the members of the Board as a whole and of individual directors were evaluated as per provisions of the Act at the Board and Nomination and Remuneration Committee meeting held on July 28, 2020.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

As per provisions of SEBI LODR and the Act, the Company has formulated Familiarization Programme for Independent Directors. The same is available on the website of the Company at https://www.3i-infotech.com/investors-2/ under "Corporate Governance" in the Investors' section. At the time of appointment of an Independent Director, the Company issues a formal letter of appointment to an Independent Director outlining his/her role, function, duties, responsibilities, etc. The terms and conditions for appointment of Independent Directors are also available on the website of the Company at the location mentioned above.

The Board Members are provided with necessary documents/brochures, reports and internal policies to enable familiarizing them with the Company's procedures and practices. Periodic presentations are made at the Board Meetings on business performance updates of the Company, global business environment, business strategy and risk involved.

COMMITTEES OF THE BOARD

As on March 31, 2020, the Board has four mandatory committees:

i. Audit Committee,

ii. Nomination and Remuneration Committee,

iii. Stakeholders' Relationship Committee and

iv. Corporate Social Responsibility Committee.

A detailed note on the composition of the Board and its committees is provided in the Corporate Governance Report.

Since the Company was not amongst top 500 listed entities as per market capitalization as at the end of the immediate previous financial year 2018-19, Regulation 21 of SEBI LODR does not apply to the Company. Hence, the Company has not constituted a Risk Management Committee.

VIGIL MECHANISM

In line with the provisions of the Act and SEBI LODR, the Company has devised and implemented a vigil mechanism, in the form of "Whistle Blower Policy". As per the Policy, the Company has an internal committee comprising of the Head-HR and the Compliance Officer of the Company to oversee the functioning of the vigil mechanism as mandated by the Act and assist the Audit Committee thereunder. The Whistle Blower Policy framed by the Company is available on the website of the Company at https://www.3i-infotech.com/investors-2/ under "Corporate Governance" in the Investors' section.

The detailed information regarding the committees of the Board, including composition of the Audit Committee, has been given in the Corporate Governance Report which forms an integral part of the Annual Report.

CONSOLIDATED FINANCIAL STATEMENTS

The Audited Consolidated Financial Statements presented by the Company include the financial results of its subsidiary companies, associates and joint ventures and form part of this Report. The Audited Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS").

INTERNAL FINANCIAL CONTROLS SYSTEMS AND THEIR ADEQUACY

Your Company has implemented adequate procedures and internal controls which provide reasonable assurance regarding reliability of financial reporting and preparation of financial statements. Your Company also ensures that internal controls are operating effectively.

STATUTORY AUDITORS

M/s. GMJ &Co., Chartered Accountants, were appointed as the Statutory Auditors of the Company at the 23rd Annual General Meeting held in 2016 for a term of 5 (five) years, subject to ratification of their appointment at every Annual General Meeting.

The requirement for the annual ratification of auditor's appointment at the AGM has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 7, 2018. The Company has received letter from Statutory Auditor that their appointment is within limits prescribed under Section 141(3)(g) of the Act and they are not disqualified.

STATUTORY AUDITOR`S REPORT

The Auditor's Report for the Financial Year 2019-20 does not contain any qualifications, adverse remarks or reservations. The Auditor's Report is enclosed with the financial statements in this Annual Report.

SECRETARIAL AUDITOR`S REPORT

Pursuant to the provisions of Section 204 of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. BNP & Associates, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company for the financial year 2019-20.

The Secretarial Audit Report is appended as ***Annexure V*** to this Report. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks.

REPORTING OF FRAUD BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the Audit Committee any instances of fraud committed against the Company by its officers or employees under Section 143 (12) of the Act, the details of which would need to be reported in the Board's Report.

SECRETARIAL STANDARDS

The Company complies with all the mandatory secretarial standards issued by the Institute of Company Secretaries of India as may be applicable.

LISTING ON STOCK EXCHANGES

The Company's equity shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and its Foreign Currency Convertible Bonds (FCCBs) are listed on Singapore Exchange Securities Trading Limited (SGX).

CONSERVATION OF ENERGY

Although the operations of the Company are not energy intensive, the management is highly conscious of the criticality of the conservation of energy at all operational levels. The requirement of disclosure of particulars with respect to conservation of energy as prescribed in Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is not applicable to the Company and hence are not provided.

TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION

The Company continues to use the latest technologies for improving the productivity and quality of its services and products.

During the year, your Company has taken the following technology initiatives:

- Information and Cyber Security Awareness programmes;
- Strengthened its IPRs through technology innovation and appropriate security controls;
- Improved utilization and delivery productivity by use of LEAN IT techniques for project delivery and
- Partnerships with major technology providers and publishers for win-win relationships and go-to-market strategies.

RESEARCH AND DEVELOPMENT (R & D)

The solutions offered by the Company for various market segments are continuously developed and upgraded through the Global Development Centers (GDCs).

The GDCs function as the product research and development arm of the Company and focus on developing and expanding the Company's products and IPRs. Besides this, the Company is also in the process of upgrading its varied product lines to standard and latest technological platforms.

With a focus to further enhance the Company's software products, i.e. its Intellectual Property, based on market needs, the GDCs work in line with the Company's strategy for growth.

Expenditure on R & D

₹in Crores

Particulars	2019-20	2018-19
Revenue Expenditure	22.00	25.03
Capital Expenditure	-	-
Total	22.00	25.03
Total R&D expenditure as a percentage of total standalone revenue	6.50%	8.81%

QUALITY

The Company is committed to provide innovative and high quality products and services that meet or exceed customer expectations.

This includes-

- Maintaining a quality focus on continuous improvement to our Products, Process and Services and
- Process adherence and governance ensuring lower Defect & On Time delivery.

The Company's Quality Management System (QMS) addresses the process required for entire Software Development Cycle (SDLC) and Project Management Life Cycle (PMLC) supported with industry standard templates and guidelines to ensure disciplined project execution, thereby transforming business from taking corrective & preventive measures to the state of predicting outcomes. This framework is designed based on the CMMi Process framework to enhance productivity and to reduce inefficiencies.

The Company has achieved CMMi Level 3 certification to meet the Company's commitment towards quality & business process with further plans to extend the certification to CMMi Level 5.

FOREIGN EXCHANGE EARNINGS AND OUTGO

a) **Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans**

Around 32.86% of the revenue of the Company is derived from exports.

b) **Foreign Export earnings and expenditure**

During the year 2019-20, the expenditure in foreign currencies amounted to ₹7.25 Crores on account of cost of professional charges, cost of outsourced services and bought out items, travelling and other expenses and interest (excluding expenditure incurred by UAE Branch). During the same period, the Company earned an amount equivalent to ₹111.16 Crores in foreign currencies as income from its operations abroad (excluding income from UAE Branch).

PERSONNEL

The Company has continued to improve the quality of Human Resource. The key facet has been better levels of productivity as compared to earlier years which has contributed in operating financial parameters showing a strong uplift. Regular interactions and career enhancements by way of bigger roles to talented employees have helped in strengthening the confidence of the employees in the tough financial scenario of the Company. The talent pipeline is looking healthy though attrition and retention remains a challenge for the industry and more so for the Company.

Your Company will continue to focus and build the human potential which would help in improving operating parameters in the coming year.

Human Resource Development:

Progressive HR policies, up skilling employees, creating leaders and continued engagement will remain our focus in the current fiscal.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules does not form part of this Report. Having regard to the provisions of the second proviso to Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, any Member interested in obtaining a copy of the same may write to the Company Secretary.

In terms of Section 136 (1) of the Act, the Annual Report will be sent atleast 21 days in advance to every person who is a Member of the Company as on Record Date and to every other person so entitled as per this Section. In terms of Section 136, the said copy of Annual Report shall be available for inspection in the Investors' Section of the website of the Company www.3i-infotech.com.

Disclosures pertaining to the remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in this Report as ***Annexure VI***.

Prevention of Sexual Harassment at Workplace

The Company has in place a policy aiming at prevention of sexual harassment at all workplaces of the Company in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. The Company has complied with provisions relating to constitution of Internal Complaints Committee by setting up such Committee in the Company in accordance with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to consider and redress complaints received with respect to sexual harassment. The details of complaints received during the year are given separately in Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In compliance with Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted a CSR Committee. A brief outline of the CSR policy of the Company and the statutory disclosures with respect to CSR Committee and an Annual Report on CSR activites for FY 2019-20 as required under Rule 8 (1) of the CSR Rules are set out in ***Annexure VII*** of this Report. The CSR Policy as recommended by CSR Committee and as approved by the Board is available on the website of the Company at https://www.3i-infotech.com/investors-2/ under "Corporate Governance" in Investors' section.

During the year, the Company has not spent any amount on CSR activities in view of losses incurred as per provisions of the Act.

MAINTENANCE OF COST RECORDS

Maintenance of cost records as specified by the Central Government under the provisions of Section 148(1) of the Act is not required for the business activities carried out by the Company.

DISCLOSURE REQUIREMENTS

Disclosures required under SEBI LODR are provided in the Corporate Governance Report. The Corporate Governance Report along with auditor's certificate thereon, BRR and the Management Discussion and Analysis Report forms part of this Report.

FUTURE OUTLOOK

The Company will continue to technologically upgrade its products and concentrate on the Software Products, IT Services and IT enabled Services for its growth. The business outlook and the initiatives proposed by the management to address its financial risks have been discussed in detail in the Management Discussion and Analysis Report which forms a part of this Report.

FORWARD LOOKING STATEMENTS

This Report along with its annexures and the Management Discussion & Analysis Report contains forward looking statements that involve risks and uncertainties. When used in this Report, the words 'anticipate', 'believe', 'estimate', 'expect', 'intend', 'will' and other similar expressions as they relate to the Company and/ or its businesses are intended to identify such forward looking statements. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result 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. This Report should be read in conjunction with the financial statements included herein and the notes thereto.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(5) of the Act, your Directors hereby confirm that:

a) in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) they 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 as at March 31, 2020 and profit of the Company for the financial year ended on that date;

c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) they have prepared the annual accounts on a going concern basis;

e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and

f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

Further, the financial statements are prepared in accordance with Ind AS as prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Based on the reviews of internal, statutory and secretarial auditors, external consultants, the management and respective committees of the Board, the Board is of the opinion that the Company's system of internal financial controls was adequate and the operating effectiveness of such controls was satisfactory during the financial year 2019-20.

ACKNOWLEDGEMENTS

The Directors are thankful to the Members for their confidence and continued support. The Directors are grateful to the Central and State Government, Stock Exchanges, Securities & Exchange Board of India, Reserve Bank of India, Customs and other government authorities, Lenders, FCCB holders and last but not the least, its trusted clients for their continued support.

The Directors would like to express their gratitude for the unstinted support and guidance received from alliance partners and vendors.

The Directors would also like to express their sincere thanks and appreciation to all the employees for their commendable team work and professionalism.

For and on behalf of the Board

Sd/-	**Sd/-**
Ashok Shah	**Padmanabhan Iyer**
Chairman	**Managing Director & Global CEO**

October 22, 2020 at Navi Mumbai

Annexure I

CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR 2019-20

CORPORATE GOVERNANCE PHILOSOPHY OF THE COMPANY

The Company's philosophy on Corporate Governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising of regulators, employees, customers, vendors, investors and the society at large. Integrity, transparency, accountability and compliance with laws are the basis of good governance and also instrumental in the Company's robust business practices to ensure ethical and responsible leadership both at the Board and Management level.

Corporate Governance is viewed both as the structure of and the relationships within a Company which determine corporate direction and performance. It is a guideline as to how the Company should be managed and operated in a manner that adds value to the Company and is also beneficial for all stakeholders in the long term.

The Company has a strong legacy of fair, transparent and ethical governance practices.

Your Company ensures that it evolves and follows the Corporate Governance guidelines and best practices. The Company expects to realize its vision by taking such actions as may be necessary in order to achieve its goals. In addition to complying with the statutory requirements, effective governance systems and practices towards improving transparency, disclosures, internal controls and promotion of ethics at workplace have been institutionalized. This enables the Company to build and sustain the trust and confidence of its stakeholders as well as strengthen the foundation for long term business success and sustainability. The Company complies with all the mandatory requirements of Corporate Governance stipulated under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 as well as those specified in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI LODR").

This Corporate Governance Report ("CG Report") is prepared in accordance with SEBI LODR.

I. BOARD OF DIRECTORS

The Company is managed and controlled through a professional Board of Directors ("Board") comprising of an optimum combination of Executive, Non-Executive and Independent Directors. The composition of the Board of the Company is in conformity with SEBI LODR. The Board ensures the Company's prosperity by collectively directing Company affairs towards securing appropriate interests of its shareholders and stakeholders.

a. Size and Composition of the Board

The total strength of the Board as on the date of this Report is 6 (six) consisting of 2 (two) Independent Non-Executive Directors, one of whom is the Chairman of the Board and the other is an Independent Woman Director. The profiles of Directors can be found on https://www.3i-infotech.com/about-us/. The composition of the Board is in conformity with Regulation 17 of SEBI LODR. The composition of the Board and the directorships held by the Board Members as on the date of this CG Report are as under:

Name and Designation	Category	Date of appointment	Date of resignation	Number of directorships in other companies@	Number of Committee positions held in other Companies#		Directorships held in other Listed Entities along with category
					Chairman	Member	
Mr. Ashok Shah - Chairman (DIN-01194846)	INED	1-Oct-20***	-	1	-	-	-
Dr. Shashank Desai - Director (DIN-00143638)	INED	23-Sep-15^	30-Jul-20^^^	NA	NA	NA	NA

Name and Designation	Category	Date of appointment	Date of resignation	Number of directorships in other companies@	Number of Committee positions held in other Companies#		Directorships held in other Listed Entities along with category
					Chairman	Member	
Mr. Gautam Dutta - Director (DIN-02335468)	ND	12-Jan-18	14-Jun-19$$	NA	NA	NA	NA
Ms. Anjoo Navalkar- Director (DIN – 00270356)	NED	16-Nov-18	-	-	-	-	-
Mr. Avaya Kumar Mohapatra - Director (DIN – 07811921)	ND	30-Nov-18	05-Jun-20$	NA	NA	NA	NA
Mr. Rajeev Kumar Sinha-Director (DIN-01334549)	ND	14-Jun-19$$$	-	1	-	-	Shree Renuka Sugars Limited - ND
Ms. Zohra Chatterji- Director (DIN-01382511)	INED	24-Mar-20*	-	2	-	-	-
Mr. Pravir Kumar Vohra-Director (DIN-00082545)	NED	1-Sept-20**	-	3	1	3	Thomas Cook (India) Limited-INED IDFC First Bank Limited-INED
Mr. Padmanabhan Iyer - Managing Director & Global CEO & CFO (DIN-05282942)	ED	11-Aug-16^^	-	3	-	-	-

Legend: INED - Independent Non-Executive Director, NED - Non-Executive Director, ND - Nominee Director, ED - Executive Director

@ Excludes Directorships in private limited companies, foreign companies and companies formed under Section 8 of the Companies Act, 2013 (the “Act”).

Includes Membership/Chairmanship only in the Audit Committee and Stakeholders’ Relationship Committee.

* Was appointed as an Additional Director (designated as an Independent Non-Executive Director) on March 24, 2020, subject to approval of shareholders at the ensuing Annual General Meeting.

** Was appointed as an Additional Director (designated as Non-Executive Director) on September 1, 2020, subject to approval of shareholders at the ensuing Annual General Meeting.

*** Was appointed as an additional director (designated as an Independent Non-Executive Director) on October 1, 2020, subject to approval of shareholders at the ensuing Annual General Meeting. Mr. Ashok Shah was originally appointed as Director on the Board of the Company on December 1, 2011. He was later appointed as an Independent Non-Executive Director for a period of five years on October 1, 2015.

$ Resigned on June 5, 2020 pursuant to withdrawal of nomination by Allahabad Bank (now Indian Bank) in its capacity as a Corporate Debt Restructuring (CDR) Lender.

$$ Resigned on June 14, 2019 pursuant to withdrawal of nomination by IDBI Bank Limited in its capacity as a CDR Lender.

$$$ Was appointed as Nominee Director pursuant to nomination by IDBI Bank Limited in its capacity as a CDR Lender on June 14, 2019.

^ Re-appointed/appointed effective this date for a period of 5 years as per the Act. Dr. Shashank Desai was originally appointed as Director on the Board of the Company on November 3, 2014.

^^ Was appointed as Executive Director effective May 18, 2016 and was further appointed as Managing Director and Global CEO effective August 11, 2016.

^^^ Resigned on July 30, 2020 as an Independent Director from the Board of Directors of the Company due to his current and future work commitments.

None of the Directors or Key Managerial Personnel (KMP) of the Company are related inter se.

None of the Directors on the Board holds directorship in more than ten public companies or seven listed entities. None of the Independent Directors serves as an Independent Director on the boards of more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2020 have been made by the Directors. All Directors of the Company fulfill the requirements of maximum number of directorships laid down by Regulation 17 of SEBI LODR as on March 31, 2020 and as on the date of this CG Report.

Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she is a Director.

b. Board qualifications, expertise and attributes

The Board comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective contribution to the Board and its committees. The Board members are committed to ensure that the Board is in compliance with the standards of Corporate Governance.

The Board has identified following key qualifications, skills and attributes as required for the effective functioning of the Company and which are currently available with the Board:

Global business	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures and regulatory frameworks and a broad perspective on global market opportunities.
Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies for the growth of the Company.
Finance	Qualifications and experience in accounting and/or finance and the ability to: • analyse key financial statements; • critically assess financial viability and performance; • contribute to strategic financial planning and • oversee budgets and the efficient use of resources and oversee funding arrangements and accountability.

Information Technology	• Background in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation and extend or create new business models. • Understanding the current drivers of innovation in the information technology market and specifically in the software delivery and licensing and cloud computing sectors. Experience in delivering new product offerings in response to market demand to achieve market leadership.
Risk	Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance and monitor risk and compliance management frameworks and systems.

The specific areas of focus and expertise of individual Board members is given below. However, absence of mention regarding an area of expertise against a member's name does not necessarily mean that the member does not possess the corresponding qualification or skill.

Name of the Director	Area of Expertise
Mr. Ashok Shah Chairman and Non-Executive - Independent Director	• Global business • Strategy • Risk
Dr. Shashank Desai* Non-Executive - Independent Director	• Global business • Finance • Risk
Mr. Gautam Dutta$ Nominee Director	• Global business • Strategy • Finance
Ms. Anjoo Navalkar Non-Executive Director	• Global business • Information Technology • Risk
Mr. Avaya Kumar Mohapatra* Nominee Director	• Global business • Strategy • Finance
Mr. Rajeev Kumar Sinha^ Nominee Director	• Global business • Strategy • Finance
Ms. Zohra Chatterji^ Non-Executive - Independent Director	• Global business • Information Technology • Risk
Mr. Pravir Kumar Vohra# Non-Executive Director	• Global business • Strategy • Information Technology • Risk
Mr. Padmanabhan Iyer Managing Director & Global CEO	• Global business • Strategy • Finance • Information Technology • Risk

* Ceased to be a Director after end of FY 2019-20.

$ Ceased to be a Director during the year.

Appointed after end of FY 2019-20.

^ Appointed during the year.

c. Independent Directors

The Board includes Directors with independent standing in their respective fields/professions who can effectively contribute to the Company's business and policy decisions.

Each Independent Director gives a declaration as required under Section 149(7) of the Act and Regulation 25(8) of SEBI LODR that he/she meets the criteria of independence as required under Section 149(6) of the Act and as per Regulation 16(1)(b) of SEBI LODR at the first meeting of the Board in which he/she participates as a Director and thereafter, at the first meeting of the Board held in every financial year. All Independent Directors maintain their limits of directorships as required under Regulation 17 of SEBI LODR. In terms of Regulation 25(8) of SEBI LODR, the Independent Directors have confirmed that they are 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. The Company has also received necessary declarations from the concerned Independent Directors regarding the compliance of independence criteria and based on the declarations received from Independent Directors, the Board is of the opinion that the Independent Directors fulfill the conditions specified in SEBI LODR and are independent of the management.

On July 30, 2020, Dr. Shashank Desai (DIN: 00143638) resigned as an Independent Director from the Board of Directors of the Company, due to his current and future work commitments. Dr. Desai also confirmed in his resignation letter that there were no other material reasons other than those provided.

Regulation 25 (3) of SEBI LODR and Section 149 (8) read with Schedule IV of the Act and the rules made thereunder mandate that the Independent Directors of the Company shall hold at least one meeting in a year, without the presence of non-independent directors and members of the Management.

Earlier in the year, the Independent Directors have met separately on May 7, 2019 for review of performance in respect of FY2018-19 of Non-Independent Directors and the Board as a whole.

The Ministry of Corporate Affairs ("MCA"), vide its circular dated March 24, 2020, has provided relaxation for the financial year 2019-20 wherein if a separate meeting of Independent Directors could not be held as required as per para VII of Schedule IV to the Act, it shall not be viewed as a violation. Due to outbreak of COVID 19 pandemic, it was not possible to hold the aforesaid meeting to review the performance during FY 2019-20 of Non-Independent Directors and the Board as a whole. However, the Nomination and Remuneration Committee has carried out evaluation of performance of the Directors and the Board as a whole during FY 2019-20 at its meeting held on July 28, 2020.

Independent Director databank registration

Pursuant to a notification dated October 22, 2019 issued by the Ministry of Corporate Affairs, all Independent Directors have completed the regestration with the Independent Director databank.

d. Board Meetings

Along with the matters mandated as per SEBI LODR, the Board at its meetings, reviews key matters like operations and financial results, acquisitions, joint ventures, capital/operating budgets, findings/comments of the statutory, internal and other auditors, risk management, internal controls, issue of capital and other resource mobilization efforts, etc. The Board also regularly deliberates on the Company's positioning in the Indian and global IT scenario and adopts and approves the strategy for medium and long term growth.

During the financial year ended March 31, 2020, the Board met 4 (four) times on May 7, 2019; July 12, 2019; October 17, 2019 and February 7, 2020. The intervening period between two Board Meetings was well within the maximum period of 120 days as prescribed under the Act and SEBI LODR. During FY 2019-20, information as mentioned in part A Schedule II of SEBI LODR has been placed before the Board for its consideration.

The day to day matters concerning the business are conducted by the Executives of the Company under the directions of Managing Director with ultimate supervision of the Board. The Board holds its meetings at regular intervals to review and discuss the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company. Meetings are governed by a structured agenda. All agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The Board members are presented in advance with the detailed agenda in respect of all Board meetings. The Board also undertakes periodical review of compliance reports and certificates of all laws applicable to the Company and its subsidiaries. On some occasions, experts are also invited who provide insights on complex matters.

Details of Board meeting and AGM attendance of Directors during financial year 2019-20:

Director	Attendance at the AGM held on December 12, 2019	Number of Meetings held during the tenure of the Director	Number of Meetings attended	
			In person	Through tele/video conference
Mr. Ashok Shah	✓	4	4	-
Dr. Shashank Desai	✓	4	4	-
Mr. Gautam Dutta*	NA	1	-	-
Ms. Anjoo Navalkar	✓	4	4	-
Mr. Avaya Kumar Mohapatra	✓	4	2	-
Mr. Rajeev Kumar Sinha@	✗	3	2	-
Ms. Zohra Chatterji#	NA	-	-	-
Mr. Padmanabhan Iyer	✓	4	4	-

* Resigned during the year on June 14, 2019.

@ Appointed during the year on June 14, 2019.

\# Appointed during the year on March 24, 2020.

e. Appointment criteria, performance evaluation, age and remuneration of the Directors

The policy of the Company for appointment, performance evaluation, age and remuneration of Directors is as mentioned below:

Appointment criteria

The Nomination and Remuneration Committee (NRC) consists of four Non-Executive Directors as on the date of this Report, of which half are Independent Directors as per provisions of the Act and SEBI LODR. NRC identifies, selects, nominates and recommends induction of Additional Directors on the Board. Based on the recommendations of NRC, the Board approves the appointment or re-appointment of Directors on the Board and their remuneration.

Performance Evaluation

Your Company has in place a Board evaluation framework setting out the process and the criteria for the performance evaluation which had been recommended by the NRC and approved by the

Board. The said process is in line with the provisions of the Act and SEBI LODR.

Process of Performance Evaluation

The following process is being followed by the Company for performance evaluation of the individual Directors, including Independent Directors, Non-Independent Directors, Managing Director & Global CEO and Chairman, Committees of the Board and the Board as a whole:

- Independent Directors collectively evaluate the performance of Non-Independent Directors as well as the Board as a whole.
- The NRC evaluates the performance of the Managing Director and Global CEO.
- The Board, excluding the Director being evaluated, evaluates the performance of the Independent Directors.
- Based on the recommendations of the NRC, the Board takes the appropriate action/steps.

Criteria of Performance Evaluation

The criteria for performance evaluation of individual Directors are inter alia:

- Quality of and regularity in participation in meetings and devotion of time to matters of the Company;
- Strategic direction, inputs, advice and contribution for long term stability and sustenance of the Company;
- Contribution to Board deliberations using their knowledge, skill, experience and expertise in relation to the business of the Company, industry, international, financial/investment banking, domestic/global market and regulatory and other environment and its practical application towards the growth of the Company;
- Contribution towards accounting, finance, tax matters, general management practices, matters of international relevance;
- Level of commitment towards compliance of legal requirements, codes of conduct and corporate ethics and values;
- Working relationships with other Board Members and Senior Management and the Director's ability to communicate with and listen to others, within and outside the Board;
- Sensitivity towards the shareholders' wealth and interest of Company's customers, suppliers, employees and partners and
- Ability to analyse and review the performance of the management on behalf of and in the interest of the stakeholders and to give concrete suggestions for course corrections.

For performance evaluation of the Independent Directors, their independence criterion and their professional expertise and skills in their individual capacity as independent professionals are also considered.

In addition to the above, the parameters for performance evaluation of Managing Director & Global CEO are qualification, length of service, potential and the extent of being self-driven and self-motivated.

Remuneration Policy

As per provisions of SEBI LODR, the Company has formulated a policy of remuneration to Directors, Key Managerial Personnel (KMP) and other key employees. While deciding on the remuneration of Directors, the Board and the NRC take into consideration the performance of the Company, the current trends in the industry, the qualification of the appointee(s), their experience, past performance and other relevant factors. The Board/ NRC regularly keeps track of the market trends in terms of compensation levels and practices in relevant industries.

The detailed policy on remuneration to directors / KMP and other employees is uploaded on the Company's website at the following link: https://www.3i-infotech.com/investors-2/ under Corporate Governance in the Investors' section.

Details of Remuneration / Compensation

In the year 2019-20, the Company did not pay remuneration by way of commission to the Non-Executive Directors of the Company for the year 2018-19. The NRC evaluates the performance of the Non-Executive Directors every year on the basis of well-defined parameters and discussions and its recommendations are placed before the Board. The Board considers the recommendations of the NRC while deciding the remuneration to be paid to the Non-Executive Directors. The quantum of sitting fee payable to Directors is ₹90,000 per meeting of the Board, ₹75,000 per meeting of the Audit Committee and ₹50,000 per meeting of any other committee of the Board. None of the Non-Executive Directors of the Company have any pecuniary relationship or transactions with the Company, except to the extent of their directorship in the Company. The details of the sitting fees paid to the Directors during the year 2019-20 are as given below:

Name of the Non-Executive Director	Total Sitting Fees (In ₹)		
	Gross	TDS	Net
Mr. Ashok Shah	960,000	96,000	864,000
Dr. Shashank Desai	960,000	96,000	864,000
Mr. Gautam Dutta^*	-	-	-
Ms. Anjoo Navalkar	460,000	46,000	414,000
Mr. Avaya Kumar Mohapatra*	230,000	23,000	207,000
Mr. Rajeev Kumar Sinha@*	330,000	33,000	297,000
Ms. Zohra Chatterji#	-	-	-

* The sitting fees in respect of these Directors were paid to their respective employers as per their terms of appointment.

^ Resigned during the year on June 14, 2019.

@ Appointed during the year on June 14, 2019.

Appointed during the year on March 24, 2020.

During the year, the Company paid remuneration to its Whole Time Director in accordance with and within the overall limits as per the provisions of Section 197 and other applicable provisions of the Act and rules thereunder, including any notifications/circulars issued by the Ministry of Corporate Affairs as per the details given below:

(in ₹ Crores)

Name of the Director	Salary, allowances, incentives & bonus*	PF & other contribution	Perquisites	Total
Mr. Padmanabhan Iyer	2.806	0.081	-	2.887

* includes performance bonus paid for FY 2018-19

During the financial year ended on March 31, 2020, the Managing Director, who is the only Whole-Time Director of the Company, has not received any remuneration or commission from any of its subsidiaries.

f. Number of shares, convertible instruments or options held by Directors as on March 31, 2020

Name of the Director	Designation	Number of Shares	Number of stock options
Mr. Padmanabhan Iyer	Managing Director	1,920	87,30,000
Mr. Rajeev Kumar Sinha	Nominee Director	5,000	-

None of the other Directors hold any shares, convertible instruments or options of the Company as on March 31, 2020, except as disclosed above.

g. Code of Conduct

The Company has adopted a Code of Conduct for Board of Directors and Senior Management, which aims to inculcate the spirit of Corporate Governance in the affairs of the Company and promotes ethical conduct. The Code is available on the website of the Company at the following link: https://www.3i-infotech.com/investors-2/ in the 'Investors' section under the heading 'Corporate Governance'. Adherence to this Code is essential and any breach of the same attracts disciplinary action. All the Directors and Senior Management Personnel have affirmed compliance with the said Code of Conduct as on March 31, 2020.

A declaration to this effect signed by the Managing Director forms part of this CG Report.

h. Code of Conduct for Prevention of Insider Trading

The Company has instituted a comprehensive Code of Conduct for Prevention of Insider Trading for Directors and Designated Persons of the Company, its subsidiaries and their dependent family members in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code lays down guidelines, which advise them on procedures to be followed and disclosures to be made while dealing in the shares of the Company and cautions them of the consequences of violations.

The Company has also instituted a comprehensive Code of Conduct for Prevention of Insider Trading by Designated Persons of Intermediaries, Policy and Procedure for Inquiry in the event of Leak or Suspected Leak of Unpublished Price Sensitive Information and Code of Practices and Procedures for Fair Disclosure.

II. BOARD COMMITTEES

Currently, the Board has four Committees, viz.

a. Audit Committee;

b. Stakeholders' Relationship Committee;

c. Nomination and Remuneration Committee and

d. Corporate Social Responsibility Committee.

The Committees of the Board at present, their constitution and terms of reference are set out below:

a. Audit Committee

The Audit Committee which acts as a link between the management, external and internal auditors and the Board of Directors of the Company, is responsible for overseeing the Company's financial reporting process by providing direction to audit function and monitoring the scope and quality of Internal and Statutory Audits.

The Audit Committee of the Company has been constituted in compliance with the provisions of Section 177 of the Act read with Regulation 18 of SEBI LODR. The Committee is entrusted with the responsibility to supervise the Company's financial reporting process and terms of reference of the Committee are as per the guidelines set out in SEBI LODR and Section 177 of the Act and inter alia, includes the following:

- Oversee the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommend the appointment / removal of Statutory Auditor(s) & Internal Auditor(s), fixing the audit fee and also approve the payment for any other services;
- Recommending the terms of appointment of auditors of the Company;
- Review with the Management, the quarterly/annual financial statements and the auditors' report thereon before submission to the Board, with particular reference to :

  a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of Section 134(3)(c) of the Companies Act, 2013;

  b) Changes, if any, in accounting policies and practices, and reasons for the same;

  c) Major accounting entries involving estimates based on exercise of judgment by management;

  d) Significant adjustments made in the financial statements arising out of audit findings;

  e) Compliance with listing and other legal requirements relating to financial statements;

  f) Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large and

  g) Qualifications in draft audit report;

    - Review with the management performance of external and internal auditors and the adequacy of internal control systems;
    - Review the adequacy of internal audit function, reporting structure, coverage and frequency of internal audit;
    - Discussion with internal Auditors any significant findings and follow up there on;
    - Review the findings of any internal investigations by the internal Auditors into matters where there was suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
    - Discussion with Statutory Auditors before the audit commences, nature and scope of audit as well as have post-audit discussion to ascertain any area of concern;
    - Review the Company's financial and risk management policies;
    - Evaluation of internal financial controls and risk management systems;
    - Look into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
    - Reviewing the functioning of the Whistle Blower mechanism;
    - Approving the appointment of Chief Financial Officer (CFO) before finalization of the same by the management. While approving the appointment, the Audit Committee shall assess the qualifications, experience and background, etc. of the candidate;

- Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- Approving any subsequent modification of transactions of the Company with related parties;
- Monitoring the end use of funds raised through public offer and review with the Management, the statement of uses/ application of funds raised through an issue (public issue, right 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 manner;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Scrutinize inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments and
- To carry out any other function as may be required to be carried out by the Audit Committee under the Act, the listing agreement and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force).

The composition of the Audit Committee as on March 31, 2019 was as under:

Director	Position
Dr. Shashank Desai	Chairman
Mr. Ashok Shah	Member
Mr. Gautam Dutta	Member

The Committee was re-constituted on June 14, 2019 by inducting Mr. Rajeev Kumar Sinha as a Member in place of Mr. Gautam Dutta.

The composition of the Audit Committee as on March 31, 2020 was as under:

Director	Position
Dr. Shashank Desai	Chairman
Mr. Ashok Shah	Member
Mr. Rajeev Kumar Sinha	Member

The Audit Committee was further re-constituted by inducting Ms. Zohra Chatterji as a Member of the Audit Committee effective May 22, 2020.

The Audit Committee comprises of Non-Executive Directors, majority of them being independent. The qualifications and expertise of the committee members are in line with requirements of SEBI LODR read with Section 177 of the Act. The Chairman of the Committee is an Independent Director. The Managing Director & Global CEO, CFO, Internal Auditors and Statutory Auditors attend the meetings of the Audit Committee as invitees. Mr. Rajeev Limaye, Company Secretary is Secretary to Audit Committee. The Chairman of the Audit Committee attended the previous AGM held on December 12, 2019 and responded to the queries raised by the Members at the AGM.

The Committee met four times during the year 2019-20 on May 7, 2019; July 12, 2019; October 17, 2019 and February 7, 2020. The time gap between any two Meetings was less than 120 days as prescribed under SEBI LODR.

Meetings attended by the Committee members during the year:

Director	Number of Meetings held during the tenure of the Director as a Member of the Committee	Number of Meetings attended
Dr. Shashank Desai	4	4
Mr. Ashok Shah	4	4
Mr. Gautam Dutta	1	-
Mr. Rajeev Kumar Sinha	3	2

b. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee of the Company was constituted by the Board in compliance with the provisions of Section 178 of the Act read with Regulation 20 of SEBI LODR to look into the redressal of shareholders'/investors' complaints, such as transfer of securities, non-receipt of dividend, notice, Annual Reports and all other securities holder related matters.

The terms of reference of this Committee, inter alia, include:

- Allot to the applicants, shares and other securities issued by the Company from time to time including allotment under Employee Stock Option Scheme as amended from time to time;
- Approve transfers duly lodged for registration of transfer of shares and other securities issued and that may be issued from time to time;
- Approve or reject application for transmission of shares and other securities with and without any legal representation (i.e. probate, letter of administration, succession certificate, etc.) in the name(s) of the legal heir(s) or such other person on such terms and conditions as the Committee might deem fit;
- Reject applications for transfer of shares and other securities based on the normal technical grounds and as per any prevailing law or order;
- Lay down suitable procedure and approve issue of duplicate certificates of shares and other securities;
- Approve printing of such number of certificates of shares and other securities as the Committee might deem fit and lay down procedure(s) for their issue(s), safe keeping and proper maintenance of records etc.;
- Decide account(s) to be opened/closed with any bank(s) in India for the purpose of payment of interest/dividend or for such other purpose relating to shares or other securities and to authorise such of the executive(s) or officer(s) of the Company or any other person(s) as the Committee might deem fit to open/close and operate bank account(s) already opened for said purposes;

- Decide the stock exchange(s)/depository(ies) in India or abroad, on which shares or other securities issued by the Company to be listed or delisted including offering/issuing such shares/securities through depositories;
- Fix record date and determine closure of Register of Members and Transfer books for the purpose of payment of dividend, interest, issue of rights/bonus shares or for such other purpose as Committee might deem fit;
- Delegate the authority in respect of any or all of the above matters to any person(s), including but not restricted to the employees of its registrars to the issue and transfer agents, as may be permissible in law and on such terms and conditions as the Committee might deem fit and revoke and substitute such delegation;
- Authorize such of the officers of the Company or any other person for:
  a) Revalidation of dividend and interest warrants, issue of duplicate dividend and interest warrants and endorsement for payment of the same to the mandatees and successors;
  b) Signing and make endorsement on shares and all securities of the Company in respect of issues so far made and might be made hereinafter in connection with the transfer or transmission of shares and other securities, the application in respect of which is approved by the Committee;
  c) Signing certificates of shares/other securities of the Company alongwith any two of the directors or their attorneys as witness to the seal of the Company to be affixed thereto in their presence in terms of the Companies (Share Capital and Debentures) Rules, 2014 and;
  d) Signing the fixed deposit receipts, pass through certificates and any other instruments.
- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non – receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- Ensure that the notices, balance sheet, annual and other reports, and other documents contain adequate disclosures to the shareholders;
- Report to the Board about the important developments in the area of servicing of the shareholders;
- Taking initiatives for better servicing of the shareholders;
- Consider and resolve grievances of shareholders, debentureholders, deposit holders and other security holders of the Company;
- Redressal of shareholders’ and investors’ complaints such as non-payment of interest to debenture holders and deposit holders or any security holders, etc;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent and
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company and such other activities as the Board may determine from time to time.

The composition of the Committee as on March 31, 2019 was as under:

Name of the Director	Position
Mr. Ashok Shah	Chairman
Dr. Shashank Desai	Member
Mr. Padmanabhan Iyer	Member

The Committee was re-constituted on May 7, 2019 by inducting Mr. Avaya Kumar Mohapatra as a Member in place of Mr. Padmanabhan Iyer, who wished to step down as a Member of the Committee.

The composition of the Committee as on March 31, 2020 was as under:

Name of the Director	Position
Mr. Ashok Shah	Chairman
Dr. Shashank Desai	Member
Mr. Avaya Kumar Mohapatra	Member

On July 13, 2020, the Committee was re-constituted by inducting Mr. Rajeev Kumar Sinha pursuant to resignation of Mr. Avaya Kumar Mohapatra. On August 3, 2020, the Committee was further re-constituted by inducting Ms. Zohra Chatterji as a Member of Stakeholders' Relationship Committee pursuant to resignation of Dr. Shashank Desai.

Majority of the Members of this Committee, including the Chairman of the Committee, are Independent Non- Executive Directors. Mr. Rajeev Limaye, Company Secretary is Secretary to this Committee and the Compliance Officer of the Company.

The Committee met four times during the year 2019-20 on May 7, 2019; July 12, 2019; October 17, 2019 and February 7, 2020.

Meetings attended by the Committee members during the year:

Director	Number of Meetings held during the tenure of the Director as a Member of the Committee	Number of Meetings Attended
Mr. Ashok Shah	4	4
Dr. Shashank Desai	4	4
Mr. Avaya Kumar Mohapatra	3	1
Mr. Padmanabhan Iyer	1	1

The status of Investors' and Shareholders' instructions and grievances received during the year is as below:

Particulars	Opening Balance as on April 1, 2019	Received	Processed	Pending as on March 31, 2020
Instructions	2	38	40	NIL
Grievances	NIL	1	1	NIL

c. **Nomination and Remuneration Committee**

Nomination and Remuneration Committee has been constituted in compliance with the provisions of Section 178 of the Act read with Regulation 19 of SEBI LODR and acts as a Board Governance cum Compensation Committee.

The terms of reference of this Committee inter alia include:

- Assist the Board in identifying the prospective directors and select or recommend to the Board in filling up vacancies in the offices of directors and appointment of additional directors of the Company and its subsidiaries;
- Evaluate the current composition, organization and governance of Board and its committees, Board of its subsidiaries, determine future requirements and make recommendations to the Board for approval;
- Ensure that the Board and the Board of its subsidiaries is properly constituted to meet its fiduciary obligations, the corporate governance principles and best practices;
- Determine the Directors who shall be liable to retire by rotation;
- Appointment of whole-time directors;
- Oversee the evaluation of the Board and management;
- Formulate the code of ethics and governance;
- Conduct succession planning and work with the Board for evaluating the potential successors to executive management positions;
- Co-ordinate and approve Board and Committee meeting schedules;
- Review of the terms of reference and annually review its own performance and subject it to the assessment by the Board;
- Identify persons who may be appointed in senior management in accordance with criteria laid down, recommend to the board their appointment and removal;
- Formulate the criteria for determining qualifications, positive attributes and independence of a director;
- Formulate criteria for evaluation of Independent Director and the Board;
- Devise a policy on Board diversity;
- Evaluate and recommend to the Board, the compensation plan, policies and programs for executive directors and senior management;
- Review performance of whole-time directors and whole-time directors of the subsidiaries nominated by the Company on its Board and to recommend the remuneration payable to them from time to time by way of salary, perquisites, commission, allowances, performance bonus, stock options, etc.;
- Approve the policy for and quantum of bonus payable to the members of the staff;
- Frame/modify the Employees Stock Options Scheme and recommend granting of stock options to the staff and whole-time directors of the Company and the group companies;
- Make recommendations to the Board in respect of the incentive compensation plans;
- Recommend to the board a policy relating to remuneration for the directors, key managerial personnel and other employees and
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

During the year under review, there were no changes in the composition of Nomination and Remuneration Committee.

The composition of the Committee as on March 31, 2020 was as under:

Director	Position
Dr. Shashank Desai	Chairman
Mr. Ashok Shah	Member
Ms. Anjoo Navalkar	Member

On May 22, 2020, the Committee was re-constituted by inducting Mr. Rajeev Kumar Sinha as a Member of this Committee. Further, on August 3, 2020, the Committee was re-constituted by inducting Ms. Zohra Chatterji as a Chairperson of this Committee pursuant to resignation of Dr. Shashank Desai.

The Committee met twice during the year 2019-20 on May 7, 2019 and July 12, 2019.

Meetings attended by the Committee members during the year:

Director	Number of Meetings held during the tenure of the Director as a Member of the Committee	Number of Meetings Attended
Dr. Shashank Desai	2	2
Mr. Ashok Shah	2	2
Ms. Anjoo Navalkar	2	2

All the Members of the Committee are Non-Executive Directors with majority being Independent Directors. The Chairman of the Committee is an Independent Director. The Chairman of the Board is a Member of the Committee but does not chair the Committee.

d. Corporate Social Responsibility (CSR) Committee

As required under Section 135 of the Act, the Board, at its meeting held on May 2, 2014, constituted a Committee for looking exclusively into the CSR initiatives of the Company.

The terms of reference of the CSR Committee inter alia include:

- Consider and formulate the Company's value and strategy with regard to CSR, develop and review the Company's CSR policies and recommend the amount of expenditure to be incurred on activities indicated in the said CSR policies;
- Identify CSR issues and related risks and opportunities relevant to the Company's operations and incorporate the issues or factors into the Company's existing risk management;
- Monitor and oversee the implementation of the Company's CSR policies and practices to ensure compliance with the applicable legal and regulatory requirements;
- Evaluate and enhance the Company's CSR performance and make recommendation to the Board for improvement;
- Review and endorse the Company's annual CSR report for the Board's approval for public disclosure and
- Monitor the CSR Policy of the Company from time to time.

During the year under review, there were no changes in the composition of Corporate Social Responsibility Committee.

The composition of the Committee as on March 31, 2020 was as under:

Director	Position
Mr. Ashok Shah	Chairman
Ms. Anjoo Navalkar	Member
Mr. Padmanabhan Iyer	Member

During the year, the Committee met once on May 7, 2019. This meeting was attended by all the Members of the Committee.

III. GENERAL MEETINGS

Details of the Annual General Meetings (AGMs) held in the last three years

Year	Date and Time	Venue	Special Resolutions passed
2018-19	December 12, 2019 at 4.00 p.m.	Arya Samaj Hall, Plot No. 6, Sector 9A, Vashi, Navi Mumbai – 400 703	1. Approval for payment of remuneration to Mr. Padmanabhan Iyer (DIN- 05282942) as the Managing Director and Global CEO for the period from August 11, 2019 to August 10, 2021; 2. Renewal of the resolution passed by the Members on March 18, 2016 (renewed on May 21, 2017 and July 31, 2018) in relation to issue of Equity Shares against conversion of a portion of the outstanding amounts due to the DRS Lenders and ratifications of the actions taken pursuant thereto.
2017-18	July 31, 2018 at 12.30 p.m.		1. Renewal of the resolution passed by the Members on March 18, 2016 (and renewed on May 21, 2017) in relation to issue of Equity Shares against conversion of a portion of the outstanding amounts due to the DRS Lenders and ratification of the actions taken pursuant thereto. 2. Approval for issue of shares under 3i Infotech Employee Stock Option Scheme 2018 to Employees and Directors of the Company. 3. Approval for issue of shares under 3i Infotech Employee Stock Option Scheme 2018 to Employees and Directors of subsidiaries of the Company.
2016-17	September 6, 2017 at 4:00 p.m.		1. Approval for waiver of remuneration paid to Mr. Padmanabhan Iyer (DIN – 05282942) as the Managing Director and Global CEO in excess of limits prescribed under Companies Act, 2013 for the period from August 11, 2016 to March 31, 2017. 2. Approval for payment of remuneration to Mr. Padmanabhan Iyer (DIN- 05282942) as the Managing Director and Global CEO for the period from April 1, 2017 till August 10, 2019.

Attendance of Directors at the last Annual General Meeting ("AGM") held on December 12, 2019

Mr. Ashok Shah (Chairman of the Board, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee), Mr. Padmanabhan Iyer (Managing Director & Global CEO), Dr. Shashank Desai (Independent Director and Chairman of Audit Committee and Nomination and Remuneration Committee), Ms. Anjoo Navalkar (Non-Executive) Director, Mr. Avaya Kumar Mohapatra (Nominee Director- Allahabad Bank) had attended the previous AGM, while Mr. Rajeev Kumar Sinha (Nominee Director- IDBI Bank Limited) could not attend the previous AGM.

Apart from Directors, Mr. Sanjeev Maheshwari, Partner from GMJ & Company- Statutory Auditor and Mr. Avinash Bagul, Scrutinizer and Partner from BNP & Associates, Practising Company Secretaries - Secretarial Auditor were also present at the previous AGM.

Details of Extraordinary General Meetings held during the last three years:

Year	Date and Time	Venue	Special Resolutions proposed but not passed due to absence of requisite majority
2018-19	Wednesday, June 20, 2018 at 10:30 a.m.	Vishnudas Bhave Natyagruha, Sector-16A, Opp. Vashi Bus Depot, Vashi, Navi Mumbai – 400 703	Appointment of Mr. Roopendra Narayan Roy (DIN: 00152621) as an Independent Director for a period of 5 (five) years effective June 20, 2018.

Resolutions passed through Postal Ballot

During the year 2019-20 and till the date of this CG Report, the Company sought the approval of the Members by way of Postal Ballot pursuant to Section 110 of the Act read with the rules thereunder, the details of which are given below:

Date of the Notice	Last date for receipt of Postal Ballot Forms	Date of Result	Name of the Scrutinizer	Resolutions passed through Postal Ballot	Type of Resolution
April 10, 2019	May 24, 2019	May 27, 2019	Mr.K.Venkataraman, Sr. Associate, BNP & Associates	Appointment of Ms. Anjoo Navalkar (DIN- 00270356) as a Director of the Company.	Ordinary
June 9, 2019	July 24, 2019	July 26, 2019	Mr. Avinash Bagul, Partner, BNP & Associates	Approval for sale, transfer or disposal of the shares held by the Company in Locuz Enterprise Solutions Limited, one of the material subsidiaries of the Company.	Special

Pursuant to Section 110 of the Act read with rules thereunder, notice of the Postal Ballot was sent in electronic form to all those shareholders whose email ids were registered with the Depository Participant (DP) and Postal Ballot forms along with the notice were sent through courier/speed post to those shareholders whose email ids were not so registered with the DP.

The results of the Postal Ballots declared on May 27, 2019 and July 26, 2019 respectively, details of which are given below, were also displayed at the registered office of the Company and on its website:

Particulars	Number of Shares held	Number of Votes polled	Percentage of Votes polled on outstanding shares	Number of Votes- in favour	Number of Votes- against	Percentage of Votes in favour on votes polled	Percentage of Votes against on votes polled
Appointment of Ms. Anjoo Navalkar (DIN:00270356) as a Director of the Company.	1,616,644,862	450,956,358	27.895	450,571,235	385,123	99.915	0.085
Approval for sale, transfer or disposal of the shares held by the Company in Locuz Enterprise Solutions Limited, one of the material subsidiaries of the Company.	1,616,644,862	341,755,269	21.140	340,976,751	778,518	99.772	0.228

IV. DISCLOSURE REQUIREMENTS

a) Related party transactions:

During the year under review, the contracts or arrangements with related parties referred in Section 188 of the Act have been on arm`s length basis and in ordinary course of business and they were not material in nature. The details of related party transactions entered into between the Company and its promoters, subsidiaries, directors or their relatives, etc. have been presented in the Notes to Accounts in the Annual Report.

The Board has approved a policy on dealing with related party transactions which has been uploaded on the Company`s website at the following link: https://www.3i-infotech.com/investors-2/ under Corporate Governance in the Investors' section.

b) Details of non-compliance, penalties, and strictures imposed on any matter related to capital markets during the last three years:

During the Financial Year 2018-19, at the Annual General Meeting held on July 31, 2018, the resolution for appointment of Director in place of Ms. Sarojini Dikhale (DIN-02755309), who was liable to retire by rotation and being eligible, offered herself for re-appointment, was not passed under remote E-voting and voting conducted at the meeting through physical ballot for want of the requisite majority. Due to cessation of office of Ms. Sarojini Dikhale as a Director, composition of the Board of Directors was not as per Regulation 17 (1) of SEBI LODR since there was no woman director on the Board of the Company from November 1, 2018 upto November 15, 2018. Hence, penalty of ₹88,500 each was imposed on the Company by the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The Company paid the said penalty within the timeline prescribed by the Exchanges. Further, Ms. Anjoo Navalkar was appointed as an Additional (Non-Executive) Director by the Board w.e.f. November 16, 2018 whereafter the Company was in compliance of provisions of Regulation 17 of SEBI LODR.

No penalties or strictures were imposed on the Company by Stock Exchanges, the Securities and Exchange Board of India (SEBI) or any statutory or other authority on any matters relating to capital markets during Financial Year 2017-18.

Except for the above, no other penalties or strictures were imposed on the Company by Stock Exchanges, SEBI or any statutory or other authority on any matters relating to capital markets during the last three financial years.

c) Whistle Blower Policy/Vigil Mechanism:

The Company has put in place a Whistle Blower Policy and has established the necessary vigil mechanism to enable the employees and Directors to report concerns on unethical behavior.

Under the Policy, employees and Directors of the Company and its subsidiaries are free to communicate any matters of concern in areas of accounts, finance, management, operations, employment and other affairs of the Company and its subsidiaries and discuss the same in terms of this Policy. Since this Policy came into effect, no employee has been denied access to the Chairman of the Audit Committee.

The Policy is put up on the website of the Company at the following link: https://www.3i-infotech.com/investors-2/ under Corporate Governance in the Investors' section.

d) Details of compliance with mandatory requirements and adoption of non-mandatory Corporate Governance requirements mentioned in SEBI LODR:

The Company has complied with all the mandatory requirements and has also adopted the following non-mandatory requirements of SEBI LODR:

i. The Board:

The Company arranges for reimbursement of expenses incurred by Non-Executive Chairman of the Company for his official duties.

ii. Shareholders' right:

The Company's quarterly and half yearly results are published in the newspapers and also uploaded on its website www.3i-infotech.com and on Stock Exchange websites namely www.nseindia.com and www.bseindia.com. Therefore, no individual communications are sent to the shareholders in this regard.

iii. Separate posts of Chairman and CEO:

Mr. Ashok Shah, Independent Non-Executive Director, is the Chairman of the Company and Mr. Padmanabhan Iyer is the Managing Director and Global CEO of the Company. Both are not related inter se. The Company has complied with the requirement of having separate persons for the post of Chairman and CEO.

iv. Unmodified opinion in Audit Report:

The Auditors have expressed an unmodified opinion on the financial statements of the Company.

e) Other disclosure requirements:

1. Training of Board Members:

A new Director, on being inducted to the Board, is familiarized with the Company's corporate profile, Code of Conduct for Directors and Senior Management, Insider Trading Code and the Company's Policy for Prohibition of Fraudulent and Unfair Trading Practices in Securities. The details of the familiarisation programme have been uploaded on the Company`s website at the following link: https://www.3i-infotech.com/investors-2/ under Corporate Governance in the Investors' section.

2. **Policy for determining material subsidiaries of the Company:**

The Company has 2 (two) material subsidiaries viz. 3i Infotech Inc. and 3i Infotech Holdings Private Limited, considering the financials of the Company for the year ended March 31, 2020 as per threshold limits specified under Regulation 24 of SEBI LODR. Mr. Ashok Shah, Independent Director has been appointed on the Board of these material subsidiaries of the Company i.e. 3i Infotech Holdings Private Limited and 3i Infotech Inc. effective May 22, 2019 and June 6, 2019 respectively.

The policy for determining material subsidiaries is available on the website of the Company at the following link: https://www.3i-infotech.com/investors-2/ under Corporate Governance in the Investors' section.

3. **Management Discussion & Analysis:**

A detailed Management Discussion and Analysis report along with risks and concerns is given in a separate section of the Annual Report.

4. **Details of utilization of funds raised through Preferential Allotment / Qualified Institutional Placement:**

During the Financial Year 2019-20, the Company has not raised any capital through preferential allotment of shares or through qualified institutional placement.

5. **Disqualification of Directors:**

During the Financial Year 2019-20, none of the directors on the board of the Company has been debarred or disqualified from being appointed or continuing as a director of a company by SEBI or Ministry of Corporate Affairs or any other statutory authority. The certificate from Practicing Company Secretary, M/s. BNP & Associates, affirming the above has been obtained by the Company and the same is appended herewith as an annexure to this CG Report.

6. **Recommendations of Board / Committees:**

During the Financial Year 2019-20, the recommendations / opinions suggested by the members on respective subject matters during the Committee / Board Meetings were thoroughly discussed and broadly reviewed by the members and were unanimously approved.

7. **Fees to Statutory Auditors:**

During the year under review, the Company and its subsidiaries have made payments to the statutory auditor of the Company for providing audit and other services. The consolidated details of fees are mentioned below:

Fees paid to Statutory Auditor by the Company and its subsidiaries	Amount (in ₹)
Statutory Audit fees	7,479,676
Fees towards other services	1,750,490
Total	**9,230,166**

Note: The above fees are considered on accrual basis as accounted in the financial statements.

8. **Commodity price risk or foreign exchange risk and commodity and other hedging activities:**

The Company does not deal in commodities and hence, the disclosure pursuant to SEBI Circular (Ref: SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141) dated November 15, 2018 is not required to be given.

9. **Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The Company has in place a policy aiming at prevention of Sexual Harassment at all workplaces of the Company in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder. An internal Complaint Committee has been set up in the Company in accordance with this legislation to consider and redress complaints received with respect to sexual harassment. As per requirements of SEBI LODR, details of complaints or grievances of the nature covered under the said legislation are mentioned below.

Particulars	No. of cases
Number of complaints pending as on April 1, 2019	NIL
Number of complaints filed during the financial year	NIL
Number of complaints disposed of during the financial year	NIL
Number of complaints pending as on March 31, 2020	NIL

10. **Code of Conduct for Prevention of Insider Trading:**

The Company, in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, has formulated the Code of Conduct for prevention of Insider Trading by Designated Persons, Code of Conduct for prevention of Insider Trading by Designated Persons of Intermediaries, Code of Practices and procedures for Fair Disclosure and Policy and Procedure for inquiry in the event of leak of suspected leak of Unpublished Price Sensitive Information (UPSI).

V. MEANS OF COMMUNICATION - QUARTERLY / HALF YEARLY RESULTS, ETC.

The Company's periodic financial results, factsheets and official news releases made to the investors and analysts are displayed on the website of the Company at www.3i-infotech.com. Financial results are also published in The Financial Express (English) and Navshakti (regional newspaper). During Financial Year 2019-20, the Company has not made any presentations to the institutional investors or analysts.

The Company has an Investor Relations cell to address the grievances / queries of the shareholders. In order to enable shareholders to raise queries and grievances, the Company has a separate email ID: investors@3i-infotech.com.

VI. GENERAL SHAREHOLDER INFORMATION

a) **Details of ensuing AGM:**

Day and Date	Time	Venue
Wednesday, December 23, 2020	2:00 p.m. (IST) (through VC/ OAVM)	Tower # 5, 3rd to 6th Floors, International Infotech Park, Vashi, Navi Mumbai - 400 703 (Deemed Venue)

b) Schedule of the Board Meetings for consideration of Financial Results:

Quarter Ended	Date
June 30, 2020	July 28, 2020
September 30, 2020	October 22, 2020
December 31, 2020	February 6, 2021*
March 31, 2021	May 7, 2021*

* Above dates are tentative and subject to change.

c) Financial Year: April 1, 2019 - March 31, 2020

d) Date of Book Closure: Wednesday, December 16, 2020 to Wednesday, December 23, 2020 (both days inclusive)

e) Listing:

The Equity Shares are listed on NSE and BSE. Annual Listing Fees have been paid to both these Stock Exchanges.

f) Stock Exchanges Codes and ISIN (International Securities Identification Number):

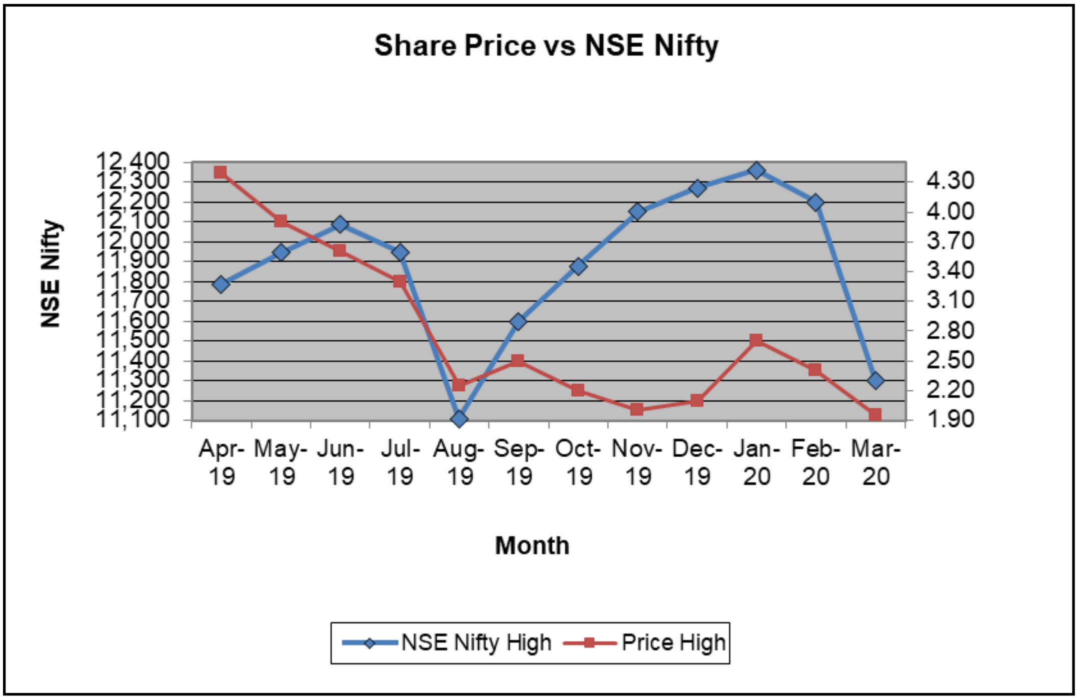
Stock Exchange	NSE	BSE
Exchange Code	3IINFOTECH	532628
Temporary ISIN in National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) pending receipt of trading approvals from exchanges	IN8748C01011	
Permanent ISIN in NSDL and CDSL for credit of shares upon receipt of trading approvals from exchanges	INE748C01020	

g) Stock Market Data:

Monthly highs, lows and trading volume for 2019-20:

Month	National Stock Exchange			Bombay Stock Exchange			Total Quantity Traded
	High	Low	Trade Quantity	High	Low	Trade Quantity	
April-19	4.40	3.70	5,09,20,541	4.41	3.68	96,32,061	6,05,52,602
May-19	3.90	3.45	3,39,05,978	3.93	3.41	71,10,739	4,10,16,717
June-19	3.60	3.20	2,53,70,732	3.64	3.21	56,80,815	3,10,51,547
July-19	3.30	2.25	4,93,04,145	3.30	2.27	94,11,032	5,87,15,177
August-19	2.25	1.65	3,03,62,160	2.27	1.69	58,83,721	3,62,45,881
September-19	2.50	1.70	2,69,77,960	2.49	1.74	57,53,011	3,27,30,971
October-19	2.20	1.95	2,41,75,551	2.21	1.96	41,83,066	2,83,58,617
November-19	2.00	1.90	2,11,10,854	2.02	1.90	52,87,091	2,63,97,945
December-19	2.10	1.95	2,31,24,845	2.09	1.94	70,82,958	3,02,07,803
January-20	2.70	2.00	7,26,80,525	2.72	2.01	1,51,75,187	8,78,55,712
February-20	2.40	1.95	2,99,21,587	2.33	1.94	67,26,899	3,66,48,486
March-20	1.95	1.20	4,32,28,865	1.93	1.21	71,59,503	5,03,88,368

h) **3i Infotech share prices versus the NSE Nifty:**



i) **Distribution of Holdings as on March 31, 2020:**

Shareholding of nominal value of (₹)	Shareholders		Share Amount	
	Number	Percentage to total (%)	(₹)	Percentage to total (%)
Upto 5000	96,765	61.72	161,758,870	1.00
5001-10000	20,268	12.93	177,834,370	1.10
10001-20000	13,385	8.54	217,477,250	1.35
20001-30000	6,074	3.87	16,072,509	0.99
30001-40000	2,996	1.91	110,094,510	0.68
40001-50000	3,949	2.52	191,538,730	1.19
50001-100000	6,103	3.89	478,886,330	2.96
100001 and above	7,237	4.62	14,668,233,510	90.73
Total	**156,777**	**100.00**	**16,166,548,660**	**100.00**

j) **Shareholding Pattern as on March 31, 2020:**

Category	Shares	Percentage (%)
Promoter- IDBI Trusteeship Services Limited (ICICI Strategic Investments Fund)	-	-
Government Financial Institutions	14,077,422	0.87
Nationalized Banks	187,775,784	11.62
Financial Institutional Investors (FIIs)	1,080,196	0.07
Overseas Corporate Bodies (OCBs)	-	-

Category	Shares	Percentage (%)
Foreign Banks / Companies	204,592,583	12.66
Non-Residents	126,588,900	7.83
Mutual Funds	-	-
Bodies Corporate	110,737,174	6.84
Other Banks	203,311,475	12.58
Resident Indians	766,989,862	47.44
NBFCs Registered with RBI	1,153,920	0.07
Provident Fund-Pension Fund	-	-
Investors' Education and Protection Fund (IEPF)	347,550	0.02
Total	**1,616,654,866**	100.00
Number of Shareholders		**156,777**

k) **Registrar and Transfer Agent:**

The Company is a SEBI Registered, Category I Share Transfer Agent and handles all Registrar and Transfer Agents' work in-house. The Company has adequate infrastructure to service its Shareholders.

l) **Share transfer system:**

The Company, as SEBI Registered Registrar and Transfer agent, has expertise and effective systems for share transfers.

m) **Dematerialization of shares and liquidity:**

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 issued by SEBI vide notification (Ref: SEBI/LAD-NRO/GN/2018/24) and published in Official Gazette on June 8, 2018 read with SEBI notification (Ref: SEBI/LAD-NRO /GN/ 2018/49) published in Official Gazette on November 30, 2018, SEBI has mandated that with effect from April 1, 2019, requests for effecting transfer of securities shall not be processed unless securities are held in a dematerialized form with a depository, except in case of transmission or transposition of securities.

As on March 31, 2020, all the shares of the Company were held in dematerialized mode, except 6,636,755 shares, which were held in physical mode.

The Company has disseminated an advisory on its website at the following link: : https://www.3i-infotech.com/investors-2/ under General Announcements in the Investors' section for the benefit of the relevant shareholders briefing them about the requirement of shares being in demat form to be transferable along with a brief procedure for dematerializing physical holdings into demat. Those Shareholders who have not yet dematerialized their holding are requested to please proceed to dematerialize their physical holding.

n) **Top 10 equity shareholders of the Company as on March 31, 2020:**

Sr. No.	Name of the Shareholder	Number of equity shares held	Percentage of holding
1	SREI Multiple Asset Investment Trust	263,909,361	16.32
2	IDBI Bank Limited	123,087,521	7.61
3	Standard Chartered Bank	116,131,094	7.18
4	Sony Sebastian	57,959,296	3.59

Sr. No.	Name of the Shareholder	Number of equity shares held	Percentage of holding
5	Allahabad Bank	49,991,676	3.09
6	Canara Bank	49,185,620	3.04
7	MACSF Epargne Retraite	40,416,504	2.50
8	Energy Management Limited	40,021,201	2.48
9	Standard Chartered Securities (India) Limited	27,646,212	1.71
10	HDFC Bank Limited	25,895,818	1.60
	TOTAL	**794,244,303**	**49.13**

o) Unclaimed Shares lying in Demat Suspense Account:

The Company has a separate demat suspense account (no. IN302902/47834376) as per the requirements of Regulation 39 read with Schedule VI of the SEBI LODR (previously SEBI Circular No. SEBI/CFD/DIL/LA/1/2009/24/04 dated April 24, 2009 amending the erstwhile listing agreement) for the purpose of holding unclaimed shares.

The details of shares held in the said demat suspense account are as under:

Particulars	Number of Shareholders	Number of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account as on April 1, 2019	4	532
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	-	-
Number of holders to whom shares were transferred from suspense account during the year	-	-
Aggregate number of shareholders and the outstanding shares lying in suspense account as on March 31, 2020	4	532

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

p) Transfer to Investor Education and Protection Fund:

As per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") which came into force from September 7, 2016, the Company was required to file with the Registrar of Companies (ROC), details of unclaimed/unpaid dividend lying with the Company which would be transferred to Investors' Education and Protection Fund (IEPF) after a period of seven years of its declaration and to display the details on the website of the Company. Accordingly, the details of unclaimed/unpaid dividend were filed with ROC and were also displayed on the website of the Company.

Further, the Company has not declared dividend on its equity shares after Financial Year 2010-11 and all the unclaimed dividend till Financial Year 2010-11 has already been transferred to IEPF as required by the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Further, the Company has also transferred all those shares in respect of which dividend has not been claimed/paid for seven consecutive years as per provisions of Section 124(6) of the Act read with Rules 6 and 8 of IEPF Rules.

q) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

The details of the outstanding Foreign Currency Convertible Bonds as on March 31, 2020 are given below:

Particulars	USD 125.356 Million 5% Convertible Bonds due 2025	USD 2.435 Million 4.75% Convertible Bonds due 2025	USD 42.44175 Million 2.50% Convertible Bonds due 2025
ISIN	XS0769181982	XS0308551166	XS1423751418
Outstanding Amount	USD 2.22 Million	USD 0.36 Million	USD 13.35 Million
Coupon/Yield (payable at semi-annual intervals)	2.50% p.a.	2.50% p.a.	2.50% p.a.
Conversion Price	₹16.50	₹165.935	₹12.50
Fixed Exchange Rate	1 USD = ₹50.7908	1USD = ₹40.81	1USD = ₹66.326
Maturity Date	March 31, 2025	March 31, 2025	March 31, 2025
Redemption Price	100% of the principal amount	100% of the principal amount	100% of the principal amount
Expected number of shares to be issued	6,839,442	88,896	70,817,597

r) Credit ratings:

CRISIL Limited has reaffirmed the credit rating of the Company of “CRISIL BBB-/Stable” in respect of the long term bank loan facilities of the Company in June 2019 and also in May 2020 after the end of the year. One of the other rating agencies, CARE has also rated the Company “CARE BBB-; Stable” in January 2020.

s) Plant Locations:

As the Company is engaged in the Information Technology industry, it does not have any plant. The Company operates from various offices in India and abroad.

t) Address for correspondence :

COMPLIANCE OFFICER
Company Secretary & Compliance Officer
3i Infotech Limited
(CIN: L67120MH1993PLC074411)
Tower # 5, 5th Floor, International Infotech Park,
Vashi, Navi Mumbai 400 703,
Maharashtra (India)
Ph: (91-22) 7123 8000
Email: investors@3i-infotech.com

SHARE DEPARTMENT
3i Infotech Limited
Tower # 5, 3rd Floor, International Infotech Park,
Vashi Railway Station Commercial Complex,
Vashi, Navi Mumbai 400 703,
Maharashtra (India)
Ph: (91-22) 7123 8015/8034
Email: investors@3i-infotech.com

Navi Mumbai, October 22, 2020

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
3i Infotech Limited
Tower # 5, International Infotech Park,
Vashi Station Complex,
Navi Mumbai - 400 703, Maharashtra

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **3i Infotech Limited** having **CIN** (**L67120MH1993PLC074411)** and having registered office at **Tower # 5, International Infotech Park, Vashi Station Complex, Navi Mumbai- 400 703, Maharashtra** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers. We hereby certify that none of the Directors on the Board of the Company, as stated below, for Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment/re-appointment in Company
1	Mr. Ashok Shah	01194846	01/10/2015^
2	Dr. Shashank Narendra Desai	00143638	23/09/2015*
3	Ms. Zohra Chatterji	01382511	24/03/2020**
4	Mr. Avaya Kumar Mohapatra	07811921	30/11/2018
5	Ms. Anjoo Tejwant Navalkar	00270356	16/11/2018
6	Mr. Rajeev Kumar Sinha	01334549	14/06/2019
7	Mr. Padmanabhan Nemmara Ranganathan Iyer	05282942	11/08/2016^^

^ Mr. Ashok Shah was originally appointed on 01/12/2011 as per the data reflecting in the MCA site.

* Dr. Shashank Narendra Desai was originally appointed on 03/11/2014 as per the data reflecting in the MCA site.

** Ms. Zohra Chatterji was appointed by the Board of Directors as an Additional Non-Executive Independent Director of the Company w.e.f. 24/03/2020, subject to the approval of Members in the ensuing General Meeting.

^^ Mr. Padmanabhan Iyer was appointed as Executive Director effective 18/05/2016 and was further appointed as Managing Director and Global CEO effective 11/08/2016.

Ensuring the eligibility of / for the appointment / continuity of every Directors on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For BNP & Associates
Company Secretaries
Firm Registration No.P2014MH037400

Avinash Bagul
Partner
FCS No. 5578
C P No. 19862
PR No. 637 / 2019
UDIN : F005578B001202950

Place:- Mumbai
Date:- November 10, 2020

CERTIFICATE FROM MANAGING DIRECTOR & GLOBAL CEO FOR COMPLIANCE OF CODE OF CONDUCT FOR BOARD AND SENIOR MANAGEMENT

This is to certify that 3i Infotech Limited has put in place the Code of Conduct for the Board of Directors and Senior Management. This Code is applicable to all the Directors of the Company and the Members of Senior Management, who are one level below the Executive Directors, including all the functional heads and Business heads and includes Company Secretary and Chief Financial Officer. The Directors and Members of Senior Management have affirmed compliance with the Code of Conduct for the Board of Directors and Senior Management for the financial year ended March 31, 2020.

Padmanabhan Iyer,
Managing Director & Global CEO,
3i Infotech Limited

October 22, 2020 at Navi Mumbai

CERTIFICATE OF COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To

The Members of
3i Infotech Limited

We have examined the compliance of conditions of Corporate Governance, by 3i Infotech Limited ("the company"), for the financial year ended March 31, 2020, as prescribed in the Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR").

We state that the compliance of conditions of Corporate Governance is the responsibility of the management of the Company and our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations, given to us, we certify that the Company has complied with the conditions of Corporate Governance, as stipulated in the aforesaid provisions of LODR.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or the effectiveness with which the management has conducted the affairs of the Company.

For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]

Avinash Bagul
Partner
FCS No. 5578 / CP No. 19862
[PR No. 637 /2019]
UDIN:F005578B001037884

Place: Mumbai
Date: October 22, 2020

Annexure II

BUSINESS RESPONSIBILITY (BR) REPORT

[Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. **Corporate Identity Number (CIN) of the Company**: L67120MH1993PLC074411
2. **Name of the Company**: 3i Infotech Limited
3. **Registered address**: Tower #5, 3rd to 6th Floors, International Infotech Park, Vashi, Navi Mumbai – 400 703, Maharashtra, India.
4. **Website:** www.3i-infotech.com
5. **E-mail id**: investors@3i-infotech.com
6. **Financial Year reported**: April 1, 2019 to March 31, 2020
7. **Sector(s) that the Company is engaged in (industrial activity code-wise)**: Computer programming, consultancy and related activities (NIC code: 620)
8. **List three key products/services that the Company manufactures/provides (as in balance sheet)**: The business activities of the Company are broadly divided into two categories viz: IT Solutions and Transaction Services. IT Solutions business comprises of software products and IT enabled services in the areas of Banking, Insurance, Enterprise Resource Planning, Financial Services, while Transaction Services comprise of BPO and KPO services covering management of back office operations.

   The Company's flagship products include Kastle® (Universal Banking Suite), AMLOCK™ (Financial Crime Detection and Management Solution), MFund Plus® (Asset Management Solution), Orion™ (Enterprise Resource Planning Solution) and Premia Astra™ (Core Insurance Solution)

   The end-to-end banking software solution suite, Kastle®, caters to the entire spectrum of banking functions – Lending, Core Banking, Treasury, Transaction Banking, Integrated Risk Management and Financial Crime. AMLOCK™ is Kastle's comprehensive solution for Financial Crime Detection and Management. Coupled with Digital Banking and Analytics, Kastle® is a force multiplier for banks and financial institutions to meet challenges, be digitally equipped and be future ready.

   MFund Plus® Solutions suite, is an all-inclusive, multi-currency enabled web-based application that provides a powerful automation tool to financial institutions undertaking Fund and Asset Management activities.

   The Company's ERP Suite – Orion™, is a globally trusted partner to its customers. Orion™ has installations across multiple industries including Manufacturing, Logistics, Trading, Retail and Distribution. It is an integrated, cost-effective, scalable and cloud-enabled industry solution for growing and mid-sized enterprises. Built on future-ready technology stack, it empowers organizations to optimize business processes and make informed decisions through anytime access to dashboards and analytics.

   The Company offers a complete Insurance Management Suite, Premia™ that today empowers Insurance companies to deliver best in class solutions across multiple Insurance verticals. With strong domain capabilities in Life, General, Health, Group Life and Islamic Insurance, the solution offers powerful and flexible product configuration, enabling businesses to launch new products with speedy go-to-market tools and drive new business acquisitions through a digital ecosystem.

   Altiray®, the Company's Services landscape, is well integrated across domains and emerging technologies. Its digital frameworks are optimized to deliver the much-needed core transformation in businesses. Based on a curated technology stack, the solutions enable easy technology adoption and are effortlessly scalable. Mobility, together with new-age technologies like Blockchain, Artificial Intelligence, IoT, Augmented / Virtual Reality (AR/VR), are an imperative part of digital transformation, and Altiray®'s offerings cater to all levels of the mobility maturity curve, covering Consulting, Design & Development, Data Testing, Support, Data Intelligence & Co-Innovation Services.

9. **Total number of locations where business activity is undertaken by the Company**:

   a) **Number of International Locations (Provide details of major 5)**: Please refer details of Regional Offices and Delivery Centres under 'Our Global Presence' in the initial pages of the Annual Report. Besides these, the Company also provides onsite services on client projects.

   b) **Number of National Locations**: Please refer details of Regional Offices and Delivery Centres under 'Our Global Presence' in the initial pages of the Annual Report. Besides these, the Company also provides onsite services on client projects.

10. **Markets served by the Company – Local/State/National/International**: The Company has presence in more than 50 countries across 4 continents. The Company has a strong foothold and customer base in South Asia, Asia Pacific (APAC), Middle East and Africa (MEA), Kingdom of Saudi Arabia (KSA) and North America (US and Canada) and Europe geographies. The Company has marketing network around the world, including US, Europe, MEA and APAC.

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. **Paid up Capital (INR)**: 16,166,548,660
2. **Total Turnover (INR)**: 3,382,723,703
3. **Total profit after taxes (INR)**: 1,293,065,655
4. **Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)**: The Company is not required to spend on CSR due to accumulated losses.
5. **List of activities in which expenditure in 4 above has been incurred**:- Not Applicable.

SECTION C: OTHER DETAILS

1. **Does the Company have any Subsidiary Company/ Companies?** – Yes, the Company has 23 subsidiaries (including step-down subsidiaries) as on March 31, 2020.
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)** – The Company defines the Code of Conduct and Business Ethics which is also applicable to all the subsidiary companies. All the subsidiary companies abide by the same wherever applicable.
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%]** – The Company does not mandate its suppliers/ distributors to participate in the Company's BR initiatives. While they may not directly participate in the Company's BR initiatives, they may have their own policies and programmes with regard to business responsibility.

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR:

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

      1. DIN Number: 05282942

      2. Name: Mr. Padmanabhan Iyer

      3. Designation: Managing Director and Global CEO

b) **Details of the BR head:**

No.	Particulars	Details
1	DIN Number (if applicable)	05282942
2	Name	Mr. Padmanabhan Iyer
3	Designation	Managing Director and Global CEO
4	Telephone number	+91-22-7123 8000
5	Email id	investors@3i-infotech.com

Note: Board of Directors of the Company has designated Mr. Padmanabhan Iyer, Managing Director and Global CEO as the Director responsible for BR and the BR head at its meeting held on October 22, 2020.

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

P1	Governance with Ethics, Transparency and Accountability	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
P2	Providing Sustainable Services	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
P3	Promote Employees' Well-being	Businesses should promote the wellbeing of all employees.
P4	Stakeholder Engagement	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
P5	Promote Human Rights	Businesses should respect and promote human rights.
P6	Reducing Environmental Impact	Businesses should respect, protect, and make efforts to restore the environment.
P7	Responsible Policy Advocacy	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P8	Inclusive Growth & Equitable Development	Businesses should support inclusive growth and equitable development.
P9	Providing Value to Customers	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

a) **Details of compliance** (Reply in Y=Yes/N=No)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for:	Y	N (Please refer Note 11)	Y	Y	Y	Y (Please refer Note 9)	N (Please refer Note 8)	Y	Y
2	Has the policy been formulated in consultation with the relevant stakeholders?	Y (Please refer Note 2)	NA (Please refer Note 11)	Y (Please refer Note 2)	Y (Please refer Note 2)	Y (Please refer Note 2)	Y (Please refer Note 2)	NA (Please refer Note 8)	Y (Please refer Note 2)	Y (Please refer Note 2)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Y (Please refer Note 3)	NA (Please refer Note 11)	Y (Please refer Note 3)	Y (Please refer Note 3)	Y (Please refer Note 3)	Y (Please refer Note 3)	NA (Please refer Note 8)	Y (Please refer Note 3)	Y (Please refer Note 3)
4	Has the policy been approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y (Please refer Note 4)	NA (Please refer Note 11)	NA (Please refer Note 4)	Y	Y (Please refer Note 4)	Y	NA (Please refer Note 8)	Y (Please refer Note 10)	NA (Please refer Note 4)
5	Does the Company have a specified committee of the Board / Director / Official to oversee the implementation of the policy?	Y (Please refer Note 5)	NA (Please refer Note 11)	Y (Please refer Note 5)	Y	Y (Please refer Note 5)	Y	NA (Please refer Note 8)	Y (Please refer Note 10)	Y (Please refer Note 5)
6	Indicate the link for the policy to be viewed online.	Y (Please refer Note 1)	NA (Please refer Note 11)	Y (Please refer Note 1)	Y (Please refer Note 1)	Y (Please refer Note 1)	Y (Please refer Note 1)	NA (Please refer Note 8)	Y (Please refer Note 1)	Y (Please refer Note 1)
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y (Please refer Note 6)	NA (Please refer Note 11)	Y (Please refer Note 6)	Y (Please refer Note 6)	Y (Please refer Note 6)	Y (Please refer Note 6)	NA (Please refer Note 8)	Y (Please refer Note 6)	Y (Please refer Note 6)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
8	Does the Company have in-house structure to implement the policy/ policies?	Y	NA (Please refer Note 11)	Y	Y	Y	Y	NA (Please refer Note 8)	Y (Please refer Note 10)	Y
9	Does the Company have a grievance redressal mechanism related to the policy / policies to address stake-holders' grievances related to the policy/ policies?	Y	NA (Please refer Note 11)	Y	Y	Y	Y	NA (Please refer Note 8)	Y	Y
10	Has the Company carried out indepen-dent audit/ evaluation of the working of this policy by an inter-nal or external agency?	Y (Please refer Note 7)	NA (Please refer Note 11)	Y (Please refer Note 7)	Y (Please refer Note 7)	Y (Please refer Note 7)	Y (Please refer Note 7)	NA (Please refer Note 8)	Y (Please refer Note 7)	Y (Please refer Note 7)

Notes:

1) Links for the relevant policies are given below:

Principle	Name of the Policy(ies)	Website Link
P1	Code of Conduct for Board of Directors and Senior Management	https://www.3i-infotech.com/wp-content/uploads/downloads/2016/03/Code-of-Conduct-for-Board-and-Senior-Management.pdf
	Policy for determination of Materiality of Event or Information	https://www.3i-infotech.com/wp-content/uploads/downloads/2018/10/POLICY-FOR-DETERMINATION-OF-MATERIALITY-OF-EVENT-OR-INFORMATION.pdf
	Code of Conduct and Business Ethics	Available on the internal Knowledge Management portal of the Company
	3i Infotech Code of Conduct for Prevention of Insider Trading by Designated Persons	https://www.3i-infotech.com/wp-content/uploads/downloads/2020/10/Insider-Trading-Code-of-Conduct-1.pdf

Principle	Name of the Policy(ies)	Website Link
	3i Infotech Code of Practices and Procedures for Fair Disclosure	https://www.3i-infotech.com/wp-content/uploads/downloads/2020/10/Insider-Trading-Code-of-Fair-Disclosures-1.pdf
	3i Infotech Code of Conduct for Prevention of Insider Trading by Designated Persons of Intermediaries	https://www.3i-infotech.com/wp-content/uploads/downloads/2020/10/Insider-Trading-code-of-conduct-for-intermediary.pdf
	Whistle Blower Policy	https://www.3i-infotech.com/wp-content/uploads/downloads/2016/03/Whistle-Blower-Policy.pdf
P2	Not applicable	Please refer Note 11
P3	Code of Conduct and Business Ethics	Available on the internal Knowledge Management portal of the Company
	Apex Information Security Policy	
	HR Policies (including Prevention of Sexual Harassment Policy)	
P4	Corporate Social Responsibility Policy	https://www.3i-infotech.com/wp-content/uploads/downloads/2017/08/Corporate-Social-Responsibility-Policy.pdf
	Code of Conduct and Business Ethics	Available on the internal Knowledge Management portal of the Company
P5	Code of Conduct and Business Ethics	Available on the internal Knowledge Management portal of the Company
	Whistle Blower Policy	https://www.3i-infotech.com/wp-content/uploads/downloads/2016/03/Whistle-Blower-Policy.pdf
	HR Policies (including Prevention of Sexual Harassment Policy)	Available on the internal Knowledge Management portal of the Company
P6	Corporate Social Responsibility Policy	https://www.3i-infotech.com/wp-content/uploads/downloads/2017/08/Corporate-Social-Responsibility-Policy.pdf
P7	Not applicable	Please refer Note 8
P8	Corporate Social Responsibility Policy	https://www.3i-infotech.com/wp-content/uploads/downloads/2017/08/Corporate-Social-Responsibility-Policy.pdf
P9	Code of Conduct and Business Ethics	Available on the internal Knowledge Management portal of the Company
	Privacy Policy	

2) All policies are framed as per applicable law and as per industry standards. While there may not be formal consultation with all stakeholders, the relevant policies have evolved over a period of time by taking inputs from concerned internal stakeholders.

3) Wherever applicable, policy conforms to relevant national/international standards. All policies are framed based on applicable laws, business needs and industry practices / standards.

4) Policies are approved by respective functional heads. Wherever mandated by the applicable laws, rules and regulations, the policy has been approved by the Board and/or by the Managing Director & Global CEO.

5) The implementation of the policies is overseen by Board/Committee/Director/ Official wherever mandated by the applicable laws, rules and regulations in force. Implementation of policies is carried out by respective functional heads and is reviewed by the Management.

6) All 3i Infotech policies are uploaded on the internal Knowledge Management portal of the Company for the information of and implementation by the internal stakeholders / employees. Access of the same is available to all its employees. Wherever applicable, policies have been formally uploaded on the Company website and/or communicated to all relevant stakeholders.

7) The Company's Internal Audit function periodically reviews the policies.

8) The Company does not have separate policy for advocacy.

9) The Company does not have a separate policy for environment protection. However, this principle is one of the thrust areas in Corporate Social Responsibility (CSR) policy of the Company.

10) The Company has formulated a CSR policy in compliance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("CSR Rules") and has also constituted a CSR Committee to ensure that implementation and monitoring of the CSR policy is in compliance with CSR objectives and policy of the Company. However, due to accumulated losses from past years, the Company has not been able to spend any amount on CSR activities.

11) At 3i Infotech, we constantly strive to provide best services to our clients. We are committed to have an effective service management system by means of timely and quality deliveries. We always strive for continual improvement by following process-based approach in our business operations. Recently 3i Infotech has received ISO 20000:2018 certification by British Standards Institute (BSI) for our IT services management systems. This certification is an emblem of our capabilities to provide quality services that satisfies our customers.

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

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
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	-	-	-	-	-	-	√	-	-

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
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)	-	√	-	-	-	-	-	-	-

Principle 2: While the Company does not have any specific policy in place for this principle, it has been certified for its IT services management systems (please refer note 11 above for details).

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) – This is the first time the Company is required to publish a BR Report. The Board of Directors is to review the BR performance through the BR Report annually.

b) **Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?** – The Company's Business Responsibility Report is part of the Annual Report 2019-20. The said report is also available on Company website i.e. www.3i-infotech.com under "Investors" section. This is the first time the Company is publishing the BR Report.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1: Governance 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? -** No, the Code of Conduct (COC) and Business Ethics also covers the subsidiaries of the Company. It extends to the Company's dealings with its suppliers. The Company's employees are expected to and they endeavour to ensure that all agents, contractors, representatives, consultants, or other third parties working on behalf of the Company are aware of, understand and adhere to the standards laid down in the COC.

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**. – There were no complaints received from employees or shareholders during FY 2019-20.

Principle 2: Providing Sustainable Services

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

   While none of its products or services cause any environmental or social concerns, the Company seeks to reduce any adverse environmental effect due to operations with efficient resources allocation and economical consumption. The Company ensures ethical sourcing while adhering to the highest considerations of professionalism, sustainability and transparency. Further, the Company's products and services endeavour to help clients reduce their carbon footprint and meet social objectives by deploying solutions that meet stringent parameters of productivity and effectiveness.

E-Governance Solution for a State Government's Education Program	An Indian State Government aimed to meet specific social objectives of easy provision of bank loans to students for higher studies, job search assistance and skill enhancement training to its youths. The eventual goal was to improve social and economic conditions of the youth in the State by training, educating and making them employable. To facilitate the smooth operations of these schemes, 3i Infotech developed an Application Process Workflow System, featuring an online platform to accept registrations and track applications till dissemination of all amenities detailed under the schemes. The solution provides automated digital processes to support the customer's and beneficiaries' entire journey. More than 5 lakh students have already applied for different schemes through the online application portal. The application process workflow system is implemented across 38 districts of the State. The verification process includes real time integration of our application with Biometric Aadhaar ID verification system. Within 2 months of the launch, 1 million applications were registered on the web portal as well as through the mobile application. The percentage of youth who chose higher studies after completing matriculation increased with the effective dissemination of the schemes benefits. The government could quickly disbursed benefits to around 50% of the youth applicants within a month. Percentage of registrations has subsequently increased on a daily basis, as a consequence of timely disbursements. By conferring more than just monetary support, the schemes have become a means of financial inclusion and a tool of empowerment for the youth.
Blockchain based platform for Precision Farming	The agriculture ecosystem is fraught with uncertainties. Lack of easy access to the right inputs and knowledge on crop behaviours and markets is major deterrent to productive farming. The client needed a single platform that would enable a dynamic networks of farmers, an effective program for dissemination of raw inputs data, crop pricing and market information to farmers. The objective was to bring both buyers and sellers to a new-age digital platform that would be scalable and agile, enable ease of sourcing cost effective inputs and help secure the best prices for a farmer's crop. The Company developed a platform called Dr Krishi, a mobile application and portal to manage the lifecycle of crops cultivated by farmers. The platform serves as an effective link for farmers to the Client's technicians, field executives and different third-party services, thereby creating a productive eco-system of producers, agriculture scientists and the external entities. This in turn enables cost optimization, certainty of production and sale and thereby assures farmers of income. The platform effectively eliminates barriers and uncertainty that farmers face. The platform has over 500,000 beneficiary farmers.

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?** – Not applicable. The nature of services rendered by the Company has very limited impact on the environment. Further, the Company does not manufacture any products.

   b) **Reduction during usage by consumers (energy, water) has been achieved since the previous year? –** Not applicable.

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. -** Not Applicable.

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

   a) **If yes, what steps have been taken to improve their capacity and capability of local and small vendors? -** The Company has always believed in localized procurements and development of immediate vicinity. All resources which can be locally procured are given priority so that an equitable opportunity for sustainable development is given to the local community.

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. -** The nature of Company's products is service oriented and not material resource intensive, and hence recycling of products is not applicable for the Company's products. There is negligible waste generation at Company's offices. However, the Company has procedures in place to dispose of e-waste through authorised e-waste vendors.

Principle 3: Promote Employees' Well-being

1. **Please indicate the Total number of employees**. – 2119 permanent employees as on March 31, 2020.
2. **Please indicate the Total number of employees hired on temporary/contractual/casual basis**.- Nil.
3. **Please indicate the Number of permanent women employees**. - 518 permanent women employees as on March 31, 2020.
4. **Please indicate the Number of permanent employees with disabilities**. - Nil.
5. **Do you have an employee association that is recognized by management?** – Yes.
6. **What percentage of your permanent employees is members of this recognized employee association?** - 0.14%
7. **Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year**. - The Company does not engage in any form of child labour/forced labour/ involuntary labour and does not adopt any discriminatory employment practices. The Company has a gender neutral policy against sexual harassment and a formal process for dealing with complaints of harassment or discrimination.

Sr. No.	Category	No. of complaints filed during the financial year 2019-20	No. of complaints pending as on end of the financial year 2019-20
1	Child labour/forced labour/ involuntary labour	Nil	Nil
2	Sexual harassment	Nil	Nil
3	Discriminatory employment	Nil	Nil

8. **What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?**

   Information Security Awareness Training

   The Company has developed Learning Management System (LMS) which hosts trainings on various topics. Employees can attend various trainings by accessing this portal.

   To make employees aware about Information Security and their responsibilities towards it, we have developed a training on Information Security Awareness which is accessible through LMS.

New joinees are supposed to attend this training within 15 days from the date of their joining. They are tracked for the same and reminder mails are sent to those who have not attended the trainings. Existing employees who have undergone training are also reminded about re-taking the training once their training validity (1 year) is over.

This training contains information about various useful topics like risks to information, consequences of not keeping information secure, responsibilities of individuals as employees of 3i Infotech, precaution to be taken while accessing emails and internet, steps employees are expected to take when they witness any security incidents. Once a user completes training, he/she needs to undergo an assessment which verifies effectiveness of training for employees.

Fire Safety Training

To enable employees prepare themselves to respond quickly, calmly and safely in any emergency situation including fire, fire drills are conducted at the workplace once in every year. All employees should avail of the fire drill training. Employees with disabilities, if any, are to be evacuated by fire marshalls in advance, before such drill is initiated.

Skill Upgradation Training

Details of behavioural skill upgradation training provided to employees are mentioned below:

Training on – As a Percentage of -		Skill upgradation (%)
(a)	Permanent Employees	25.67
(b)	Permanent Women Employees	26.64
(c)	Casual/Temporary/Contractual Employees	Nil
(d)	Employees with Disabilities	Nil

Principle 4: Stakeholder Engagement

1. **Has the Company mapped its internal and external stakeholders? Yes/No** – Yes. The Company has mapped its stakeholders as required for performance of its business activities and complying with all applicable laws. However, the Company has not identified any disadvantaged, vulnerable & marginal stakeholders.

2. **Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders?** – Not Applicable.

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**. Due to accumulated losses from past years, the Company has not undertaken any special initiatives during the financial year.

Principle 5: 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? -** The Company has implemented multiple policies that cover various aspects of human rights to ensure non-discrimination and fair treatment of all employees, ethical conduct and prevention of sexual harassment at premises within its direct control as well as redressal mechanism. The policies also cover its subsidiaries.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management? -** During the year under review, the Company has not received any stakeholder complaint regarding human rights.

Principle 6: Reducing Environmental Impact

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

   The aspects outlined under this principle are not substantially relevant to the Company given the nature of its business. However, environment protection is one of the thrust areas of the Corporate Social Responsibility policy of the Company.

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**. - No.

3. **Does the Company identify and assess potential environmental risks? Y/N -** Yes.

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? –** None.

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**. **–** Not Applicable.

6. **Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/ SPCB for the financial year being reported? -** Since the Company is in the business of IT Solutions comprising of software products and IT enabled services, the reporting for Emissions/Waste generated is not applicable.

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**. – The Company has not received any show cause / legal notice from CPCB/SPCB during the year.

Principle 7: Responsible Policy Advocacy

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**: **-** Yes, the Company is a member of Bombay Chamber of Commerce and Industry and National Association of Software and Service Companies (NASSCOM).

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)** – No. However, the Company understands significance of overall advancement and improvement of the industry and public good. Hence, the Company's endeavour is to co-operate with all Government bodies and policy makers in this regard.

Principle 8: Inclusive Growth & 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 Company aims to implement projects and initiatives for the betterment of society, communities and the environment in accordance with the objectives set out in the CSR policy formulated by the Company. However, due to accumulated losses from past years, the Company has not been able to spend any amount on CSR activities. The Company will revisit its CSR objectives once its financial situation improves.

2. **Are the programmes/projects undertaken through in-house team/own foundation/external NGO/ government structures/any other organization?** – Not applicable.

3. **Have you done any impact assessment of your initiative?** – Not applicable.

4. **What is your Company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?** – Not applicable.

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**. – Not applicable.

Principle 9: Providing Value to Customers

1. **What percentage of customer complaints/consumer cases are pending as on the end of financial year**. – For FY 2019-20, there are no major customer grievances pending. There were no consumer/customer cases during FY 2019-20. We have one on-going customer case pending as on March 31, 2020. However, the case is not material in nature.

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) -** The Company's business activities comprise of software products and IT enabled services and hence, this is not applicable.

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 such case has been filed against the Company during the said period and no such case was pending against the Company as on March 31, 2020.

4. **Did your Company carry out any consumer survey/ consumer satisfaction trends? -** Not during FY 2019-20.

Annexure III

FORM NO. MGT – 9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

Corporate Identification Number (CIN)	L67120MH1993PLC074411
Registration Date	October 11, 1993
Name of the Company	3i Infotech Limited
Category / Sub-Category of the Company	Public Company/ Limited by Shares
Address of the Registered office and contact details	Tower #5, 3rd to 6th Floors, International Infotech Park, Vashi, Navi Mumbai - 400703. India Tel. : (+91 - 22) 7123 8000
Whether listed company (Yes/No)	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	The Company has an in-house Share Department at the registered office address. Contact details: Tel. : (+91 - 22) 7123 8000 Email id : investors@3i-infotech.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the product / service	% to total turnover of the Company
1	Computer programming, consultancy and related activities	620	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name of the Company	Country	CIN/GLN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
1	Professional Access Software Development Private Limited	India	U72200TN2002PTC048799	Subsidiary	100	2(87)
2	3i Infotech BPO Limited	India	U74899DL1990PLC039478	- do -	100	2(87)
3	3i Infotech Consultancy Services Limited	India	U72900MH2007PLC176323	- do -	100	2(87)
4	3i Infotech Inc.	USA	N.A.	- do -	100	2(87)
5	3i Infotech (UK) Limited	UK	N.A.	- do -	100	2(87)
6	3i Infotech Asia Pacific Pte. Limited	Singapore	N.A.	- do -	100	2(87)

Sr. No.	Name and Address of the Company	Country	CIN/GLN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
7	3i Infotech (Thailand) Limited	Thailand	N.A.	- do -	100	2(87)
8	3i Infotech Services SDN BHD	Malaysia	N.A.	- do -	100	2(87)
9	3i Infotech (Western Europe) Holdings Limited	UK	N.A.	- do -	100	2(87)
10	3i Infotech (Western Europe) Group Limited	UK	N.A.	- do -	100	2(87)
11	Rhyme Systems Limited	UK	N.A.	- do -	100	2(87)
12	3i Infotech Holdings Private Limited	Mauritius	N.A.	- do -	100	2(87)
13	3i Infotech Saudi Arabia LLC	KSA	N.A.	- do -	100	2(87)
14	3i Infotech (Africa) Limited	Kenya	N.A.	- do -	100	2(87)
15	3i Infotech (Middle East) FZ LLC	UAE	N.A.	- do -	100	2(87)
16	3i Infotech SDN BHD	Malaysia	N.A.	- do -	100	2(87)
17	Elegon Infotech Limited	China	N.A.	- do -	100	2(87)
18	3i Infotech (South Africa) (Pty) Limited	RSA	N.A.	- do -	100	2(87)
19	3i Infotech Software Solutions LLC	UAE	N.A.	- do -	100	2(87)
20	3i Infotech (Cyprus) Limited	Cyprus	N.A.	- do -	100	2(87)
21	3i Infotech (Canada) Inc.	Canada	N.A.	- do -	100	2(87)
22	3i Infotech Nigeria Limited	Nigeria	N.A.	- do -	100	2(87)
23	3i Infotech Netherlands B.V.	Nether-lands	N.A.	- do -	100	2(87)
24	Process Central Limited	Nigeria	N.A.	Associate	47.5	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Please refer *Annexure IIIA*.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

₹in Crores

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	354.63	153.67	-	508.30
ii) Interest accrued but not due	2.76	0.30	-	3.06
iii) Interest due but not paid	-	-	-	-
Total (i+ii+iii)	**357.39**	**153.97**	-	**511.36**
Change in Indebtedness during the financial year				
Principal – Addition				
- On account of Debt Restructuring Scheme	-	-	-	-
- Others	-	16.65	-	16.65
Interest – Addition				
- On account of Debt Restructuring Scheme	-	-	-	-
- Others	33.43	3.83	-	37.26
Principal – (Reduction)				
- On account of Debt Restructuring Scheme	-	-	-	-
- Others	(59.73)	(41.87)	-	(101.60)
Interest – (Reduction)				
- On account of Debt Restructuring Scheme	-	-	-	-
- Others	(33.96)	(3.83)	-	(37.79)
Net Change	**(60.26)**	**(25.22)**	-	**(85.48)**
Indebtedness at the end of the financial year				
i) Principal Amount	294.90	128.45	-	423.35
ii) Interest accrued but not due	2.23	0.30	-	2.53
iii) Interest due but not paid	-	-	-	-
Total (i+ii+iii)	**297.13**	**128.75**	-	**425.88**

Notes:

1) The transaction movements reflected in the above table exclude the effects of fair valuation of financial instruments, which have been accounted in 'Borrowings' consequent to implementation of Ind AS.

2) Any addition/(Reduction) on account of DRS represents the effects accounted consequent to crystallization during the year of final exposure amounts of borrowings of certain lenders.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Please refer *Annexure IIIB*.

VII. PENALTIES /PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalties / Punishment / Compounding fees imposed	Authority [RD /NCLT / Court]	Appeal made, if any (give details)
A. COMPANY					
Penalty	Nil				
Punishment	Nil				
Compounding	Nil				
B. DIRECTORS					
Penalty	Nil				
Punishment	Nil				
Compounding	Section 211 (3A) read with AS-26 of the Companies Act, 1956	The Company had acquired software products meant for sale (i.e. software which has been acquired but licensed for use to clients of the Company and mere let out for use). This is an intangible asset coming under purview of AS-26 for the years 2008-09, 2009-10 and 2010-11 for which the Statutory Auditor has not pointed out the said violation in their report for the year 2008-09, 2009-10 and 2010-11 and have not provided amortization as specified under AS-26.	₹9,000/-each for 3 directors of the Company	National Company Law Tribunal (NCLT)	N.A.

Type	Section of the Companies Act	Brief Description	Details of Penalties / Punishment / Compounding fees imposed	Authority [RD /NCLT / Court]	Appeal made, if any (give details)
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil				
Punishment	Nil				
Compounding	Section 211 (3A) read with AS-26 of the Companies Act, 1956	The Company had acquired software products meant for sale (i.e. software which has been acquired but licensed for use to clients of the Company and mere let out for use). This is an intangible asset coming under purview of AS-26 for the years 2008-09, 2009-10 and 2010-11 for which the Statutory Auditor has not pointed out the said violation in their report for the year 2008-09, 2009-10 and 2010-11 and have not provided amortization as specified under AS-26.	₹9,000/- for Company Secretary of the Company	National Company Law Tribunal (NCLT)	N.A.

Annexure III A

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

I. CATEGORY-WISE SHARE HOLDING:

Sr. No.	Category of shareholders	No. of shares held at the beginning of the year April 1, 2019				No. of shares held at the end of the year March 31, 2020				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A	**Promoters**									
(1)	**Indian**									
a)	Individual / HUF	-	-	-	-	-	-	-	-	-
b)	Central Govt	-	-	-	-	-	-	-	-	-
c)	State Govt(s)	-	-	-	-	-	-	-	-	-
d)	Bodies Corp.	-	-	-	-	-	-	-	-	-
e)	Banks/FI	-	-	-	-	-	-	-	-	-
f)	Any Other - Trust	-	-	-	-	-	-	-	-	-
	Sub-total (A) (1) :-	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
(2)	**Foreign**				-				-	-
a)	NRIs - Individuals	-	-	-	-	-	-	-	-	-
b)	Other - Individuals	-	-	-	-	-	-	-	-	-
c)	Bodies Corp.	-	-	-	-	-	-	-	-	-
d)	Banks/FI	-	-	-	-	-	-	-	-	-
e)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-total (A) (2):-	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
B	**Public Shareholding**				-				-	-
(1)	**Institutions**				-				-	-
a)	Mutual Funds	-	-	-	-	-	-	-	-	-
b)	Banks /FI	397,364,803	-	397,364,803	24.58	391,087,259	-	391,087,259	24.19	(0.39)
c)	Central Govt	-	-	-	-	-	-	-	-	-
d)	State Govt(s)	-	-	-	-	-	-	-	-	-
e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
f)	Insurance Companies	14,077,422	-	14,077,422	0.87	14,077,422	-	14,077,422	0.87	-
g)	FIIs	3,660,691	-	3,660,691	0.23	1,080,196	-	1,080,196	0.07	(0.16)
h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)	Others (specify)	-	-		-	-	-		-	-
	Foreign Banks	148,302,328	-	148,302,328	9.17	116,131,094	-	116,131,094	7.18	(1.99)
	FII - DR	-	-		-	-	-		-	-
	Sub-total (B) (1) :-	**563,405,244**	**-**	**563,405,244**	**34.85**	**522,375,971**	**-**	**522,375,971**	**32.31**	**(2.54)**

Sr. No.	Category of shareholders	No. of shares held at the beginning of the year April 1, 2019				No. of shares held at the end of the year March 31, 2020				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(2)	**Non-Institutions**		-		-		-		-	-
a	Bodies Corp.									
i	Indian	111,741,512	-	111,741,512	6.91	111,891,094	-	111,891,094	6.92	0.01
ii	Overseas	-	-		-	-	-		-	-
b	Individuals				-				-	-
i	Individual shareholders holding nominal share capital upto ₹1 lakh	151,598,001	25,464	151,623,465	9.38	148,250,185	20,465	148,270,650	9.17	(0.21)
ii	Individual shareholders holding nominal share capital in excess of ₹1 lakh	694,458,166	6,606,286	701,064,452	43.37	738,691,822	6,616,290	745,308,112	46.10	2.73
c	Others (specify)		-	-	-		-	-	-	-
	Foreign Companies	88,461,489	-	88,461,489	5.47	88,461,489	-	88,461,489	5.47	-
	Foreign Bodies	-	-	-	-	-	-	-	-	-
	IEPF	348,700	-	348,700	0.02	347,550	-	347,550	0.02	-
	Sub-total (B) (2) :-	**1,046,607,868**	**6,631,750**	**1,053,239,618**	**65.15**	**1,087,642,140**	**6,636,755**	**1,094,278,895**	**67.68**	**2.53**
	Total Public Shareholding (B) = (B)(1)+(B)(2)	1,610,013,112	6,631,750	1,616,644,862	100.00	1,610,018,111	6,636,755	1,616,654,866	100.00	-
C	**Shares held by Custodian for GDRs & ADRs**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	Grand Total (A+B+C)	**1,610,013,112**	**6,631,750**	**1,616,644,862**	**100.00**	**1,610,018,111**	**6,636,755**	**1,616,654,866**	**100.00**	-

II. SHAREHOLDING OF PROMOTERS:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year April 1, 2019			Shareholding at the end of the year March 31, 2020			% change in share-holding during the year
		No. of shares	% of total shares of the Company	% of shares Pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares Pledged/ encumbered to total shares	
1	IDBI Trusteeship Services Limited (ICICI Strategic Investments Fund)	-	-	-	-	-	-	-
	Total	**-**	-	-	-	-	-	-

III. CHANGE IN PROMOTER'S SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE):

Sr. No.	Particulars	Shareholding at the beginning of the year		Date wise increase / (decrease) in Promoter's shareholding during the year specifying the reasons for increase / (decrease) (e.g. allotment / transfer / bonus / sweat equity etc)			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of Shares	Reason for change	Date of change	No. of shares	% of total shares of the Company
1	At the beginning of the year	-	-	No Changes during the year			-	-
2	At the end of the year	-	-	No Changes during the year			-	-
	Total	-	-	-	-	-	-	-

IV. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRs AND ADRs):

Sr. No.	For Each of the top 10 Shareholders	Shareholding at the beginning of the year April 1, 2019		Date wise increase/(decrease) in shareholding during the year specifying the reasons for increase/ (decrease) (e.g. allotment/transfer/bonus/ sweat equity etc)			Cumulative shareholding during the year		Shareholding at the end of the year March 31, 2020 (or on the date of separation, if separated during the year)	
		No. of shares	% of total shares of the Company				No.of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	SREI Multiple Asset Investment Trust	263,909,361	16.32	-	-	-	263,909,361	16.32	263,909,361	16.32
2	Standard Chartered Bank	148,302,327	9.17	(32,171,233)	Sell	24-Jan-20	116,131,094	7.18	116,131,094	7.18
3	IDBI Bank Limited	123,637,521	7.65	(200,000)	Sell	5-Apr-19	123,437,521	7.64		
				(200,000)	Sell	12-Apr-19	123,237,521	7.62		
				(150,000)	Sell	19-Apr-19	123,087,521	7.61		
				100,000	Buy	31-Mar-20	123,187,521	7.62	123,187,521	7.62
4	Allahabad Bank	49,991,676	3.09	-	-	-	49,991,676	3.09	49,991,676	3.09
5	Canara Bank	49,169,220	3.04	16,400	Buy	17-Jan-20	49,185,620	3.04	49,185,620	3.04
6	Sony Sebastian	47,762,921	2.95	859,818	Buy	5-Apr-19	48,622,739	3.01		
				120,000	Buy	12-Apr-19	48,742,739	3.02		
				10,000	Buy	19-Apr-19	48,752,739	3.02		
				376,500	Buy	3-May-19	49,129,239	3.04		
				176,500	Buy	10-May-19	49,305,739	3.05		
				817,000	Buy	14-Jun-19	50,122,739	3.10		
				235,200	Buy	21-Jun-19	50,357,939	3.11		
				1,236,000	Buy	29-Jun-19	51,593,939	3.19		
				175,000	Buy	12-Jul-19	51,768,939	3.20		
				214,000	Buy	19-Jul-19	51,982,939	3.22		
				495,000	Buy	9-Aug-19	52,477,939	3.25		
				247,000	Buy	16-Aug-19	52,724,939	3.26		
				115,000	Buy	23-Aug-19	52,839,939	3.27		
				390,000	Buy	30-Aug-19	53,229,939	3.29		
				420,000	Buy	13-Sep-19	53,649,939	3.32		
				772,057	Buy	20-Sep-19	54,421,996	3.37		
				75,000	Buy	27-Sep-19	54,496,996	3.37		
				298,000	Buy	18-Oct-19	54,794,996	3.39		
				293,000	Buy	27-Dec-19	55,087,996	3.41		
				200,000	Buy	3-Jan-20	55,287,996	3.42		

Sr. No.	For Each of the top 10 Shareholders	Shareholding at the beginning of the year April 1, 2019		Date wise increase/(decrease) in shareholding during the year specifying the reasons for increase/ (decrease) (e.g. allotment/transfer/bonus/ sweat equity etc)			Cumulative shareholding during the year		Shareholding at the end of the year March 31, 2020 (or on the date of separation, if separated during the year)	
		No. of shares	% of total shares of the Company				No.of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
				1,643,300	Buy	10-Jan-20	56,931,296	3.52		
				240,000	Buy	17-Jan-20	57,171,296	3.54		
				215,000	Buy	31-Jan-20	57,386,296	3.55		
				294,000	Buy	7-Feb-20	57,680,296	3.57		
				279,000	Buy	6-Mar-20	57,959,296	3.59	57,959,296	3.59
7	MACSF Epargne Retraite	40,416,504	2.50	-	-	-	40,416,504	2.50	40,416,504	2.50
8	Energy Management Limited	40,021,201	2.48	-	-	-	40,021,201	2.48	40,021,201	2.48
9	Standard Chartered Securities (India) Limited	-	-	-	Buy	24-Jan-20	32,171,233	1.99		
				(3,030,000)	Sell	31-Jan-20	29,141,233	1.80		
				(90,000)	Sell	7-Feb-20	29,051,233	1.80		
				(1,405,021)	Sell	14-Feb-20	27,646,212	1.71	27,646,212	1.71
10	HDFC Bank Limited	25,895,818	1.60	-	-	-	25,895,818	1.60	25,895,818	1.60
11	TATA Capital Finance Services Limited	23,280,000	1.44	-	-	-	23,280,000	1.44	23,280,000	1.44

Note: The shares of the Company are traded on a daily basis. Hence, the date-wise increase/decrease has been derived on the basis of analysis of weekly benpos data provided by the depositories and the date of benpos is assumed to be the date of change in shareholding.

V. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

Sr. No	Directors and KMP	Shareholding at the beginning of the year (i.e. on April 1, 2019)		Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc)	Cumulative shareholding during the year		Shareholding at the end of the year (i.e. on March 31, 2020)	
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr. Ashok Shah	-	-	-	-	-	-	-
2	Dr. Shashank Desai	-	-	-	-	-	-	-
3	Ms. Zohra Chatterji#	-	-	-	-	-	-	-
4	Ms. Anjoo Navalkar		-			-		-
5	Mr. Avaya Kumar Mohapatra	-	-	-	-	-	-	-
6	Mr. Gautam Dutta*	-	-	-	-	-	-	-
7	Mr. Rajeev Kumar Sinha#	NA	NA	-	5,000	0.00	5,000	0.00
8	Mr. Padmanabhan Iyer	1,920	0.00	-	1,920	0.00	1,920	0.00
9	Mr. Rajeev Limaye	-	-	-	-	-	-	-

Appointed during the year. Mr. Rajeev Kumar Sinha was holding 5000 equity shares in the Company as on June 14, 2019 - the date of his appointment in the Company.

*Ceased to be a director during the year

Annexure III B

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL FOR THE FINANCIAL YEAR 2019-20

A. Remuneration to Managing Director (MD), Whole-time Directors (WTD) and/or Manager:

In ₹

Sr. No	Particulars of Remuneration	Name of MD/WTD
		Mr. Padmanabhan Iyer
1	Gross salary	
	(a) Salary as per provisions contained in Section 17(1) of Income Tax Act, 1961	28,064,997*
	(b) Value of perquisites under Section 17(2) of Income Tax Act, 1961	-
	(c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	-
2	Stock Option	8,730,000
3	Sweat Equity	-
4	Commission - as % of profit - others, specify	-
5	Others: PF and Pension Fund contribution	810,000
	Total (A)	**28,874,997**
	Ceiling as per the Act	As per Schedule V, Part II of the Companies Act, 2013

* includes performance bonus paid for FY 2018-19

B. Remuneration to other directors:

In ₹

Sr. No.	Particulars of Remuneration	Fees for attending board/ committee meetings (net of TDS)	Commission	Others, please specify	Total Amount
1	**Independent Directors**				
(i)	Dr. Shashank Desai	864,000	-	-	864,000
(ii)	Mr. Ashok Shah	864,000	-	-	864,000
	Total (1)	**1,728,000**	-	-	**1,728,000**
2	**Other Non-Executive Directors**				
(i)	Mr. Rajeev Kumar Sinha # (w.e.f. June 14, 2019*)	297,000	-	-	297,000
(ii)	Mr. Gautam Dutta# (till June 14, 2019**)	-	-	-	-
(iii)	Mr. Avaya Kumar Mohapatra #	207,000	-	-	207,000
(iv)	Ms. Anjoo Navalkar	414,000	-	-	414,000
(v)	Ms. Zohra Chatterji (w.e.f. March 24, 2020***)	-	-	-	-
	Total (2)	**918,000**	-	-	**918,000**
	Total (B) = (1+2)	**2,646,000**	-	-	**2,646,000**
	Total Managerial Remuneration (A+B)	-	-	-	**31,520,997**
	Overall Ceiling as per the Act	₹100,000 for attending each Board Meeting			

\# The sitting fees in respect of these Directors were paid to their respective employers as per their terms of appointment.

* Appointed as Nominee Director (IDBI Bank Limited) effective June 14, 2019.

** Resigned as Nominee Director (IDBI Bank Limited) on June 14, 2019.

*** Appointed as a Non-Executive Independent Director effective March 24, 2020.

C. Remuneration to Key Managerial Personnel other than MD/WTD/Manager

In ₹

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Mr. Padmanabhan Iyer, CEO & CFO	Mr. Rajeev Limaye, Company Secretary	
1	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of Income Tax Act, 1961	28,064,997*	3,697,414*	31,762,411
	(b) Value of perquisites under Section 17(2) of Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	-	-	-
2	Stock Option	8,730,000	2,500,000	11,230,000
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	-	-	-
5	Others: PF and Pension Fund contribution	810,000	116,574	926,574
	Total	**28,874,997**	**3,813,988**	**32,688,985**

* Includes performance bonus paid for FY 2018-19

Annexure IV

EMPLOYEES STOCK OPTION SCHEMES (ESOS)

Employees Stock Option Schemes

The Company has three Employees Stock Option Schemes (ESOS) instituted in the fiscal years 2000, 2007 and 2018 to enable the employees and Directors of the Company and its subsidiaries to participate in the future growth and financial success of the Company. The options granted under ESOS 2000 and ESOS 2007 vest in a graded manner over a three year period, with 20%, 30% and 50% of the grants vesting in each year, commencing one year from the date of grant. Options can be exercised within 10 years from the date of grant or five years from the date of vesting, whichever is later. The options granted under ESOS 2018 vest in a graded manner over a three year period, with 33%, 33% and 34% of the grants vesting in each year, commencing one year from the date of the grant. Options can be exercised within 5 years from the date of vesting. The price of the options granted after the IPO was lower of the face value or the closing market price on the stock exchange which recorded the highest trading volume preceding the date of grant of the options. The ESOS and pricing of the stock options is in line with SEBI (Share Based Employee Benefits) Regulations, 2014.

During the year, the Company granted 10,00,000 stock options to one of the employees of the Company under ESOS 2018.

a. The particulars of the options granted and outstanding up to March 31, 2020 are as under:

Particulars	ESOS 2000	ESOS 2007	ESOS 2018
Options granted	26,284,226	48,752,000	89,430,000
Options declined	-	-	810,000
Options vested	-	16,751,370	26,840,550
Options exercised	34,80,412	-	-
Number of shares allotted pursuant to exercise of options	34,80,412	-	-
Options forfeited / lapsed	22,803,814	33,098,600	65,29,550
Extinguishment or modification of options	-	-	-
Total number of options in force	-	15,653,400	82,090,450
Amount realized by exercise of options (₹)	-	-	-

b. Diluted Earnings Per Share (EPS) pursuant to issue of Equity Shares on exercise of options calculated in accordance with Accounting Standard 20 (AS-20):

In 3 years prior to IPO

Financial Year	Diluted EPS (in ₹)
2002-03	(0.09)
2003-04	0.17
2004-05	2.18

Last 5 years

Financial Year	Diluted EPS (in ₹)
2015-16	(17.08)
2016-17	0.77
2017-18	0.44
2018-19	0.42
2019-20	0.42

c. The number of stock options held by the Directors as on March 31, 2020 are as below:

Name of Director	Number of options	Average Exercise Price (in ₹)
Mr. Ashok Shah	NIL	N.A.
Dr. Shashank Desai*	NIL	N.A.
Ms. Zohra Chatterji#	NIL	N.A.
Mr. Gautam Dutta@	NIL	N.A.
Mr. Avaya Kumar Mohapatra$	NIL	N.A.
Mr. Rajeev Kumar Sinha^	NIL	N.A.
Ms. Anjoo Navalkar	NIL	N.A.
Mr. Padmanabhan Iyer	87,30,000	10

* Resigned as an Independent Director on July 30, 2020

\# Appointed as an Additional Director (designated as Non-Executive Independent Director) on March 24, 2020

@ Resigned as Nominee Director (IDBI Bank Limited) effective June 14, 2019

$ Resigned as Nominee Director (Allahabad Bank) on June 5, 2020

^ Appointed as Nominee Director (IDBI Bank Limited) effective June 14, 2019

d. Details related to Employees Stock Options Scheme (ESOS)

Particulars	ESOS 2000	ESOS 2007	ESOS 2018
Date of shareholders' approval	January 28, 2000 further amended on July 22, 2005	July 25, 2007	July 31, 2018
Total number of options approved under ESOS	13,261,213	74,915,513	100,000,000
Vesting Requirements	The options granted vest in a phased manner over three years		
Exercise price or pricing formula	₹10/-	₹10/-	₹10/-
Maximum term of options granted	10 years from the date of grant or 5 years from the date of vesting of options, whichever is later		5 years from the date of vesting
Source of shares (primary, secondary or combination)	Primary		
Variation in terms of options	As per ESOS Scheme, 2000, the limit for grant of maximum number of Options to any Eligible Employee in a financial year was not in excess of 5% of the issued equity shares of the Company at the time of grant of the Options. The aggregate limit of all such Options granted to all the Eligible Employees was upto 25% of the aggregate number of issued equity shares of the Company as at the time of grant of the options.	As per ESOS Scheme, 2007, the aggregate limit of all Options granted to all the Eligible Employees was upto 25% of the aggregate number of issued equity shares of the Company as at the time of grant of the options from time to time subject to a maximum of 50 million shares of ₹10/- each (excluding the stock options granted as on July 25, 2007), which shall increase or decrease proportionately in the ratio of any further split, consolidation, bonus issue of shares or any other corporate action that has the effect of alteration of the share capital from time to time.	As per ESOS Scheme 2018, the aggregate limit of all options granted to all the Eligible Employees was upto 15% of the paid-up share capital of the Company, subject to a maximum of 10 Crore shares of the Company of ₹10/- each, on such terms and conditions as approved by the Shareholders.
Method used to account for ESOS	Fair Value Method		

e. Movement for each ESOS during the year

Particulars	**ESOS 2000**	**ESOS 2007**	**ESOS 2018**
Number of options outstanding at the beginning of the period	-	16,605,400	87,355,000
Number of options granted during the year	-	-	10,00,000
Number of options forfeited / lapsed during the year	-	-	62,64,550
Number of options vested during the year	-	952,000	26,840,550
Number of options exercised during the year	-	-	-
Number of shares arising as a result of exercise of options	-	-	-
Money realized by exercise of options (INR), if scheme is implemented directly by the company	-	-	-
Loan repaid by the Trust during the year from exercise price received	N.A.	N.A.	N.A.
Number of options outstanding at the end of the year	-	15,653,400	82,090,450
Number of options exercisable at the end of the year	-	15,653,400	26,840,550

f. Employee wise Details of options granted to-

<table>
<tr><th>Sr. No.</th><th>Name</th><th>Number of options granted during the year</th><th>Exercise Price (in ₹)</th><th>Designation</th></tr>
<tr><td colspan="5">Senior Managerial Personnel</td></tr>
<tr><td>1</td><td>Sudeep Nadkarni</td><td>10,00,000</td><td>10</td><td>Chief Revenue Officer – IT Services-North America</td></tr>
<tr><td colspan="5">Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and</td></tr>
<tr><td colspan="5">None</td></tr>
<tr><td colspan="5">Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant</td></tr>
<tr><td colspan="5">None</td></tr>
</table>

Annexure V

FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020

[*Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014*]

To,
The Members of,
3i Infotech Limited
Tower-5, 3rd to 6th Floors
International Infotech Park,
Vashi, Navi Mumbai- 400 703

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **3i Infotech Limited** having **CIN :- L67120MH1993PLC074411** (hereinafter called the 'Company') for the financial year ended on 31st March, 2020 (the "audit period").

We conducted the Secretarial Audit in a manner that provided us a reasonable basis for evaluating the Company's corporate conducts/ statutory compliances and expressing our opinion thereon.

We are issuing this report based on:

(i) Our verification of the Company's books, papers, minutes books, forms and returns filed, records provided through e-mails and other records maintained by the Company;

(ii) Our observations during our visits to the Corporate Office of the Company;

(iii) Compliance certificates confirming compliance with all laws applicable to the Company given by the Key Managerial Personnel / Senior Managerial Personnel of the Company and taken on record by the Audit Committee / Board of Directors; and

(iv) Representations made, documents shown and information provided by the Company, its officers, agents and authorized representatives during our conduct of Secretarial Audit

We hereby report that, in our opinion, during the audit period covering the financial year ended on 31st March 2020, the Company has:

(i) Complied with the statutory provisions listed hereunder; and

(ii) Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

The members are requested to read this report along with our letter of even date annexed to this report as Annexure-A.

1. Compliance with specific statutory provisions

We further report that:

1.1 We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company during the year according to the applicable provisions / clauses of:

(i) The Companies Act, 2013 (the "Act") and the Rules made thereunder; The Company had made an application on August 16, 2019 under Section 96 of the Companies Act, 2013 to the Registrar of Companies, Mumbai, requesting for an extension of time for holding of Annual General Meeting (AGM) and the said extension was granted by Registrar of Companies for the period of three months from the date of due date i.e. September 30, 2019. The AGM of the Company was duly held on December 12, 2019.

(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, External Commercial Borrowings and Overseas Direct Investment;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')

(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 (Share Based Employee Benefits) Regulations, 2014;

(d) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client; and

(f) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(vi) Secretarial Standards issued by The Institute of Company Secretaries of India (Secretarial Standards).

1.2 During the period under review:

(i) The Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines and Secretarial Standards as mentioned above.

(ii) The compliance of the provisions of the Rules made under the Act with regard to the Board meetings held through video conferencing were verified based on the minutes of the meeting provided by the Company.

1.3 We are informed that during / in respect of the year, the Company was not required to initiate any compliance related action in respect of the following laws / rules / regulations / standards and was consequently not required to maintain any books, papers, minute books or other records or file any forms/ returns thereunder:

(i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

(ii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and

(iii) The Securities and Exchange Board of India (Issue and Listing of Debt securities) Regulations, 2008;

2. Board processes:

We further report that:

2.1 As on 31st March, 2020 the Board of Directors of the Company comprised of:

(i) One Executive Director;

(ii) Three Non-Executive Non Independent Directors (including two nominee directors); and

(iii) Three Non-Executive Independent Directors, including a Woman Independent Director appointed by the Board of Directors of the Company whose appointment is subject to the approval of the Shareholders at the ensuing General Meeting.

2.2 The processes relating to the changes in the composition of the Board of Directors and/ or Key Managerial Personnel during the year were carried out as stated in the directors report under para Directors and Key Managerial Personnel ("KMP") in compliance with the provisions of the Act and LODR.

2.3 Adequate notice was given to all the directors to enable them to plan their schedule for the Board meeting, which were compliant with the provisions of the Act as prescribed.

2.4 Notice of the Board meetings was sent to all the directors at least seven days in advance as required under Section 173 (3) of the Act and SS-1.

2.5 Agenda and detailed notes on agenda were sent to all the directors at least seven days before the Board meetings.

2.6 Agenda and detailed notes on agenda for the following items were either circulated separately less than seven days before or at the Board meetings and consent of the Board for so circulating them was duly obtained as required under SS-1

(i) Supplementary agenda notes and annexures in respect of unpublished price sensitive information such as audited financial statement / results, unaudited financial results and connected papers; and

(ii) Additional subjects/ information/ presentations and supplementary notes

2.7 A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meeting and for their meaningful participation at the meeting.

2.8 We note from the minutes verified that, at the Board meetings held during the year:

(i) Decisions were carried through on the basis of majority; and

(ii) No dissenting views were expressed by any Board member on any of the subject matters discussed, that were required to be captured and recorded as part of the minutes.

3. Compliance mechanism

There are reasonably adequate systems and processes in the Company, commensurate with the size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

4. Specific events / actions

4.1 During the year under review, the following specific events/ actions having a major bearing on the Company's affairs took place, in pursuance of the above referred laws, rules, regulations and standards:

1. The Company has incorporated new step-down subsidiary "3i Infotech Nigeria Limited" w.e.f. June 19, 2019.

2. The Company has incorporated new step-down subsidiary "3i Infotech Netherlands B.V." w.e.f. July 11, 2019.

3. The Company has incorporated new step-down subsidiary "3i Infotech (Canada) Inc." on November 26, 2019 (Pacific Time) i.e. November 27, 2019 (Indian Standard Time).

4. Pursuant to application filed by the IFRS Cloud Solutions Limited (CIN:-U74999MH2011FLC215259), the wholly owned step-down subsidiary of the Company, on August 9, 2018, the Registrar of Companies, Mumbai, Ministry of Corporate Affairs, had vide its Notice in Form No. STK-7 dated November 28, 2019, struck off this

subsidiary from the Register of Companies on November 28, 2019. Hence, IFRS Cloud Solutions Limited name has been removed from the records of Registrar of Companies w.e.f. November 28, 2019 and hence it ceased to be the wholly owned step-down subsidiary of the Company.

5. On November 01, 2019, the Company sold 74% shares held by the Company in its material subsidiary, Locuz Enterprise Solutions Limited for consideration of ₹23 Crores, the approval of the Shareholders of the Company was obtained by passing Special Resolution through postal ballot on July 24, 2019. This sale was undertaken as per the mandate received from CDR Lenders.

6. The erstwhile Directors i.e. Mr. Srinivasan Venkatraman, Managing Director; Mr. Amar Chintopanth, Whole Time Director; Mr. Anirudh Prabhakaran, Whole Time Director and Mr. Shivanand Rama Shettigar, Company Secretary (collectively referred to as "applicants/ defaulters") were found to have violated Section 211 (3A) read with Accounting Standard-26 of the Companies Act, 1956 for periods March 31, 2009, March 31, 2010 and March 31, 2011.

   Compounding application was filed before the Registrar of Companies, Mumbai on August 9, 2017 by all the defaulters and the same was forwarded along with the Registrar of Companies Report to National Company Law Tribunal (NCLT), Mumbai Bench on February 05, 2018

   Compounding order dated April 09, 2019 was passed in the matter and since the applicants / defaulters had remitted total amount of ₹36,000/- through demand drafts on November 01, 2018 towards compounding fees, the same was sufficient as a deterrent for not repeating the default in future.

   However, as on the date of the report, none of the above defaulters are serving on the Board of the Company.

7. The Board of Directors at its meeting held on June 29, 2018, approved the Scheme of Arrangement between 3i Infotech Limited (the "Company") and its Equity shareholders, under Section 230 and 232 and other applicable provisions of the Companies Act, 2013 (the "Scheme").

   The Scheme, inter alia, provides for the following:-

   - Reduction of share capital of the Company on the Record Date (as defined in the Scheme). Such reduction shall be effected by reducing the face value of the equity shares of the Company from INR 10 to INR 1. The capital so reduced will be utilized to write off the accumulated losses of the Company.
   - Subsequent to such reduction in face value of the equity shares of the Company, the scheme provides for consolidation of 10 equity shares of the Company of INR 1 into one equity share of the Company of INR 10 each.

   The Company had filed Scheme of Arrangement with Stock Exchanges and the Company has received Observation Letters from both Stock Exchanges i.e. BSE Limited on November 27, 2018 and National Stock Exchange of India on November 28, 2018. As per the Stock Exchange observation letters, the Company may file the said Scheme with National Company Law Tribunal (NCLT) with a period of six months from the aforesaid dates. The Company had informed the Exchanges that the Management has decided to keep the filing of the draft Scheme along with observation Letters with NCLT on hold due to internal re-consideration of certain factors relating to the draft Scheme in the best interest of the Company.

   As on December 10, 2019, the draft Scheme was filed again with the Stock Exchanges after carrying out limited factual updations with respect to Company information that was necessitated due to lapse of time.

Apart from updating the factual details in the Scheme, all other material provisions of the Scheme, as approved by the Board of Directors on June 29, 2018, remained unchanged.

Later, on March 9, 2020, BSE and NSE further issued their no observation letter, valid for a period of 6 months from the date of issuance.

8. During the year, the Company has paid a dividend of ₹65,000 as preference dividend as per terms of issue of 0.01% Cumulative Non-Convertible Redeemable Preference Shares of face value of ₹5/- each ("Class A Preference Shares") to Class A Preference Shareholders for the Financial Year 2019-20.

   During the year, the Company has paid dividend of ₹63,77,607 as preference dividend as per the terms of issue of 0.10% Cumulative Non-Convertible Redeemable Preference Shares of face value ₹5/- each ("Class B Preference Shares") to Class B Preference Shareholders, as per the terms of issue of Class B preference Shares.

9 At the Annual General Meeting held on December 12, 2019, the members had given approval for renewal of resolution passed by the members on March 18, 2016 (renewed on May 21, 2017 and July 31, 2018) for issue of Equity Shares against conversion of a portion of the outstanding amounts due to the DRS Lenders and ratifications of the actions taken pursuant thereto, upto 100 Crore Equity Shares at a price of ₹10/- per equity share.

10 In the course of examination, it was observed that the Company had received approval from the Ministry of Corporate Affairs (MCA) vide its letter dated April 5, 2018 for waiver of ₹61, 54, 452 against a total remuneration of ₹1,23,08,903 paid to Mr. Padmanabhan Iyer, Managing Director of the Company for the period from 11/08/2016 to 31/03/2017 with a direction to the Company to recover remaining (excess) remuneration of ₹61,54,451 paid to him for the period from 11/08/2016 to 31/03/2017, under intimation to the Ministry.

   The Company had obtained prior approval from lenders and also approval from Shareholders by means of Special Resolution at the Annual General Meeting held on September 6, 2017 and thus complied with the provisions of Section 197 of the Companies Act, 2013. The Company has received a notice from MCA dated April 5, 2018 in respect of recovery of the excess remuneration paid to Mr. Iyer in the year 2016-17 and the same was not recovered in view of the Companies Amendment Bill passed in 2018 and on the basis of the legal opinion obtained by the Company.

   As advised by the Management of the Company, the Company again took approval of the Shareholders for waiver of recovery of excess remuneration paid to Mr. Iyer at the 26th Annual General Meeting held on December 12, 2019. .

For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]

Avinash Bagul
Partner
FCS No.:-5578 COP No.:-19862
PR No.:- 637 / 2019
UDIN:- F005578B001037730

Place: Mumbai
Date:- October 22, 2020

Annexure A to the Secretarial Audit Report for the Financial Year Ended 31St March 2020

To,
The Members of,
3i Infotech Limited

Our Secretarial Audit Report of even date is to be read along with this letter.

1. The Company's management is responsible for maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards. Our responsibility is to express an opinion on the secretarial records produced for our audit.
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. We have considered compliance related actions taken by the company based on independent legal /professional opinion obtained as being in compliance with law.
4. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the company on a test basis. We believe that the processes and practices we followed, provides a reasonable basis for our opinion.
5. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
6. We have obtained the management's representation about the compliance of laws, rules and regulations and happening of events ,wherever required.
7. Our 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.

For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]

Avinash Bagul
Partner
FCS No.:-5578 COP No.:-19862
PR No.:- 637 / 2019
UDIN:- F005578B001037730

Place: Mumbai
Date:- October 22, 2020

Annexure VI

DETAILS RELATING TO REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

i. Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2019-20

Name of Director	Designation	Ratio of remuneration to median remuneration of employees
Padmanabhan Iyer	Managing Director and Global CEO, CFO	42.1

ii. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year 2019-20

Name	Designation	Percentage increase / (decrease) in remuneration
Padmanabhan Iyer	Managing Director and Global CEO, CFO	37%
Rajeev Limaye	Company Secretary	26%

iii. The percentage increase in the median remuneration of employees in the financial year 2019-20

The percentage increase in the median remuneration of employees in the financial year is 8% on a like to like basis. The median remuneration for the financial year 2019-20 includes applicable performance bonus for the previous year.

iv. The number of permanent employees on the rolls of the Company

The number of permanent employees on the rolls of the Company as at March 31, 2020 was 2119.

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.

On an average, employees received an annual increase of 8%. The individual increments varied from 5% to 16% based on individual performance. The average increase in the remuneration of the KMP is 35%.

vi. Affirmation that the remuneration is as per the remuneration policy of the Company.

The Company affirms that the remuneration is as per the remuneration policy of the Company.

Annexure VII

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2019-20

<table>
<tr><td>1.</td><td>A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs</td><td>Kindly refer the Corporate Social Responsibility Policy as stated therein below at the Company's website at following link:
https://www.3i-infotech.com/wp-content/uploads/downloads/2017/08/CSR-Policy.pdf</td></tr>
<tr><td>2.</td><td>The composition of the CSR Committee as on March 31, 2020</td><td>1. Mr. Ashok Shah – Chairman
2. Ms. Anjoo Navalkar – Member
3. Mr. Padmanabhan Iyer- Member</td></tr>
<tr><td>3.</td><td>Average net profit of the Company for last three financial years</td><td><table><tr><td>Particulars</td><td>FY 18-19</td><td>FY 17-18</td><td>FY 16-17</td></tr><tr><td>Net Profit/ (Loss) before tax (₹in Crores)</td><td>(2,006.04)</td><td>(2,276.57)</td><td>(2,351.89)</td></tr></table>Average Net Profit/(Loss) before tax for last 3 years calculated in accordance with Section 198 of Companies Act, 2013 = (₹2,211.5 Crores) i.e. [{(2,006.04)+(2,276.57)+(2,351.89)}/3]</td></tr>
<tr><td>4.</td><td>Prescribed CSR expenditure (two percent of the amount as in item 3 above)</td><td rowspan="2">As per Section 135 of the Companies Act, 2013, the Company does not meet the applicability threshold. Hence, the provisions of the said section are not applicable during the current financial year.</td></tr>
<tr><td>5.</td><td>Details of CSR spent during the financial year:
a) Total amount to be spent for the financial year
b) Amount unspent, if any
c) Manner in which the amount spent during the financial year is detailed below:</td></tr>
</table>

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No	**CSR Project or activity identified**	**Sector in which the project is covered**	**Projects or programs (1) Local area or other (2) specify the state and district where projects or programs was undertaken**	**Amount outlay (budget) project or programs wise**	**Amount spent on the projects or programs (1) Direct expenditure on projects or programs (2) Overheads**	**Cumulative expenditure upto the reporting period**	**Amount spent: Direct or through implementing agency**
	-	-	-	-	-	-	-

6. In case the Company has failed to spend two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report: Not applicable.

7. The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and Policy of the Company.

For 3i Infotech Limited

Sd/-
Padmanabhan Iyer
Managing Director and Global CEO

Sd/-
Ashok Shah
Chairman – CSR Committee

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The management discussion and financial analysis is based on the consolidated financial statements prepared in accordance with the Generally Accepted Accounting Principles (‘GAAP’) and in compliance with the Indian Accounting Standards (‘Ind AS’).

Global Information Technology Industry

As per Forrester, global IT spend could yet rise by over 2% in 2020 despite the COVID-19 pandemic. However, Forrester also estimates a 50% probability that US and global tech markets will decline by 2% or more in 2020 if a full-fledged recession sets in. Forrester’s earlier forecast for the global tech market showed slow growth at around 3% in 2020 and 2021, despite the excitement around leading-edge technologies such as AI and big data and the tremendous success of cloud vendors. Forrester had previously projected worldwide IT spending to reach $3.59 trillion in 2020, an increase of 2.6% from 2019. The investments that firms were to make to replace on-premises software with cloud alternatives is a factor driving the growth in software. As a result, global software purchases could have risen by 4.8% in 2020 to touch $901 billion. Cloud will keep tech consulting and tech outsourcing services on a weak growth path. While spending on tech and systems integration services will slow in 2020 to $681 billion, rising demand for cloud solutions will help support growth. Computer equipment, communications equipment and telecom services will sag to $416 billion, $386 billion, $691 billion respectively.

In light of COVID-19 and the uncertain and declining economic outlook, Forrester revised its tech market forecast downward. Computer and communications equipment spending will be weakest, with potential declines of 5% to 10%. Tech consulting and systems integration services spending will be flat in a temporary slowdown and could be down by up to 5% if firms really cut back on new tech projects. Software spending growth will slow to the 2% to 4% range in the best case and will post no growth in the worst case of a recession. Tech outsourcing and telecom services will hold up better, though contract revisions could cause spending to go down as well. Cloud infrastructure services will see continued growth in demand along with potential increases in spending on specialized software, communications equipment, and telecom services for remote work and education as firms encourage workers to work from home and schools move to online courses.

Overview

3i Infotech is a global Information Technology company headquartered in Mumbai, India. A comprehensive set of 20+ IP based software solutions, coupled with a wide range of IT services, uniquely positions the Company to address the dynamic requirements of a variety of industry verticals, predominantly Banking, Financial Services, Insurance, Capital Markets and Asset & Wealth Management (BFSI). The Company also provides solutions for other verticals such as Government, Manufacturing, Distribution, Telecom, Healthcare and Retail. The Company has over 1200 customers, in more than 50 countries across 4 continents.

The Company’s quality certifications include ISO 9001:2015 for Business Process Outsourcing, Application Development & Maintenance Services, e-Governance, Business Intelligence & Infrastructure Management Services, ISO/IEC 27001:2013 for Data Centre Operations for Mumbai, Chennai, Bengaluru & Hyderabad locations & ISO 20000:2018 for our IT Services management process. We have initiated our process of upgrading our CMMi certification from version 1.3 to 2.0 at maturity level 3 and the recertification for Development and Services across Mumbai, Chennai, Bengaluru & Hyderabad will be completed by January 2021.

The Company’s Global Delivery Model provides for optimal resources, to be drawn from its vast talent pool across the globe, to offer best fit solutions to customers. By integrating products and services, the model facilitates customized solutions to enable customers to undertake technology-based business transformation and reorganize in line with today’s dynamic digital business environment. The Company, which has won many awards and recognitions globally, operates in two main business lines namely, IT Solutions and Transaction Services. Its IT Solutions business comprises of Software Products and IT Services contributing 95% and Transaction Services contributing 5% of the total operating revenue.

IT Products & Services

IT Solutions segment includes sale of IT products developed by the Company and providing IT services to varied companies on an outsourcing business model. IT product business includes packaged applications for the BFSI space and an ERP suite. Through IT service offerings, the Company provides clients with application development and maintenance, IT infrastructure services, e-governance services, retail, business intelligence, document management service, business process management and data warehousing. Our services are being strengthened with digital transformation offerings including Consulting, recommending appropriate solutions and partnering with the customers in building, testing and maintaining them.

Transaction Services segment covers management of back office operations. Through Transaction Service offerings, the Company provides clients with services such as remittance, cheque processing, human resources, account origination, printing and mail room services, collection services, record management, registrar and transfer agent services, securitization and contact center services. The Transaction Service offerings cover the banking, insurance, capital markets, healthcare, energy, utilities and telecommunications industries. The Company's major thrust in the Transaction Services space is in the activities of Digitization, Customer On-boarding, Credentials Validation and Payment Management.

Over 25 years of experience across the Banking & Financial Services, Insurance & Healthcare and Government spectrum gives our domain expertise an exceptional edge and puts us in a leadership position. Our long standing understanding of industry practices across these sectors, and across the globe, helps us understand customers' needs and pain points, tailor our solutions to suit their specific needs and add value to their services to their customers. In addition to this, our ongoing investment in our products and services ensures that our products retain their cutting edge. The domain expertise combined with investment ensures that we identify and facilitate our customers' digital transformation journey with maximum impact benefiting their business. Our engagement with industry experts and regulators keeps us abreast of market developments which reflect in our product enhancements.

FY2020 saw a substantial increase in the number of new orders for the Company's products across various geographies. The upgraded version of AMLOCK™ continued to show traction, with the Company winning back a key customer who had opted for an alternate solution earlier, as well as making an entry into the US market. The Company's new General Insurance solution, Premia Astra™ was also well received by the market consequent to which there was a sizeable increase in the number of orders won for all versions of Premia™. Kastle® continued its foray in the current geographies and the Company expects that with the ongoing investments in the suite of products, the trend is expected to sustain the increase in the coming years. During the year, the Company was able to reap the benefits of the spadework done during the previous years, which resulted in a sizeable increase in both Revenue and Operating Profits. The impact of COVID-19 and the resultant lockdowns were not felt significantly by the Company due to the fact that, in the Geographies which constitute the prime markets for the Company's products, the announcements were made towards the end of March 2020. The Company does expect that the adverse impact of COVID-19 would get reflected in the performance for the year FY2021.

The pandemic has accelerated our initiatives to enable our banking clients to enhance their outreach to their customers. In the current situation, our solutions need to support the all-pervasive need of contactless practices. To this end, banks need nuanced digital practices and our banking solutions portfolio, Kastle® is geared to help banks adapt rapidly to this need. Voice enabled solutions are at the forefront. Our digital banking product, Kastle® Digital Banking helps banks to innovatively deliver on customer on-boarding, customer servicing and experience and be more responsive with an omni-channel presence.

Today, guarding liquidity and cashflows is clearly one of the foremost requirement of banks. Recognising this need, we released Liquidity Stress Testing (LST) as a part of the Analytics offering of Kastle® Integrated Risk Management (IRM). The model forecasts cashflows in various stress scenarios, thereby projecting a survival horizon for the entity in the near future. It helps banks understand the impact of their decisions and re-prioritise operations. Banks need to continuously define and refine their risk strategies to proactively address operational issues. The COVID pandemic has increased the probability of financial crime and fraud. AMLOCK™, our Financial Crime Detection and Management Solution provides Analytics with Artificial Intelligence (AI) in the Anti-Money Laundering space for specific use cases on 'behavioral analysis'.

In Orion™, product enhancements done during the year include Finance, Warehouse Management System (WMS),, Fleet, Manufacturing, Fleet and Supply Chain Management (SCM) along with advancements in technology and framework to ensure enriched support to the industry verticals from Orion™11j.

Premia™, our Insurance product, introduced new features during the year, such as integration with WhatsApp and Chatbot. With the use of technologies such as AI, Business Analytics and Natural Language Processing, the product can handle customer queries, run campaigns, product promotions and lead generation, e-Commerce, IT infrastructure support and Human Resource activities such as staff onboarding, 24x7 HR support, surveys, queries and document management.

Key features were also added to our Investment Management Solution, MFund Plus®. In-built Business Intelligence and advanced analytics were introduced to enhance decision making. Machine Learning and Artificial Intelligence powered digital tools like Hybrid Robo Advisors, Remote RMs and Chatbots were integrated with MFund Plus®. APIs with market data providers, global banking/ insurance systems and payment technology providers were also integrated to enable faster time-to-market.

On the services front, the Company's focus has been to increase its presence in the value added segment, such as Application Development and Maintenance and Testing. In all the existing geographies, the Company's engagement with prospective customers has increased and the Company expects conversions, and more importantly in the Advanced Markets, in FY2021. The Company has also initiated steps to tap its existing customer base for rendering value added services, thereby improving the margins of the IT Services business. Some solutions have seen a boost in these COVID times. With the need for remote working, virtual solutions and contactless technologies have received a shot in the arm. Automation, cloud solutions, end point security solutions, virtual healthcare, virtual reality, voice based technologies are driving value across all industries. We have solutions for each of the above and the Company truly believes that they will be the drivers of success.

Business & Company Overview

The extensive use of technology to render services to end customers is becoming more prevalent across all industries and more so, in the BFSI segment, which has the Company's major clientele. With new solutions and niche offerings entering the market with increased frequency, the importance of investment in IT Products and Services has become more urgent. The Company is accelerating its investment in its Products and Services in terms of technology upgrades, features and functionalities enrichment as well as imbibing AI and Machine Learning (ML) capabilities. The investments done in FY2020 have already been mentioned above. The advent of COVID-19 has significantly changed the market dynamics which was already in a state of extreme flux. Customers are not only looking for solutions that will empower their businesses, but more importantly solutions which can be used to render service to their end customers without physical contact. This is the new normal and it is here to stay. It is heartening to submit that the Company's bouquet of Products wrapped with the Company's Digital capabilities is serving customers to reach out to their end customers seamlessly in this age of social distancing where physical contact is seen as extremely avoidable. The Company sees substantial possibilities in terms of upgrades and upselling to its existing customers in addition to prospective customers who are seeking cutting edge technology solutions.

The trend of high value deals continued in FY2020. The Company continues to be a high profile player in its existing markets and has further consolidated its position. The improved financial performance of the Company over the past few years has increased the comfort of prospective customers and the Company's meeting of eligibility criteria for participating in deals has increased the number of deals where the Company gets invited. The resource deployment in Advance Markets such as Europe has been initiated and the Company is taking a prudent and balanced drive for Products and Services in these markets, as against the dedicated products and services teams in its current markets. The build-up of prospective engagements has taken a setback due to the pandemic, but the Company expects that with the easing of restrictions, combined with increased reliance on technology the Company will begin to gain traction towards the end of FY2021.

The trajectory the Company has now achieved would have been impossible without its most important asset, a strength of over 5,600 employees. The Company continues to invest in its human resources by motivating them with enhanced roles, higher responsibilities, exposure to newer technologies, ongoing training and freedom to innovate. Empowering employees and nurturing their talent and ambitions and thereby capitalizing on this for a win-win situation continues to drive the Company's human resources initiatives. With the increased need to induct talent with exposure to new technologies, the program of up-skilling existing resources continues to be a two-pronged initiative to reduce attrition and get the required talent. We continue to hire fresh graduates for different roles and technologies and customize training programs depending on the role selected for. As in earlier years, a substantial portion of our needs are managed by internal initiatives, with the balance being managed by lateral hiring of multi-skilled resources. Being a product and services company focused on BFSI, we stress on technical talent. Our extensive market presence and brand helps attract knowledge seekers and the challenge of ongoing product enhancement ensures retention. Opportunity to work on multiple projects and clients, across the globe, increasing their domain knowledge and familiarity with best practices help them grow professionally. Over a period of time, it is observed that resources feel very passionate about the Product on which they are working and identify with its growth and success. Matured HR processes make us a preferred employer.

The Company's 'secret sauce' is – Keep Learning. We don an active 'learning' hat when we partner our clients in their projects. The learnings go to our Innovation and Research labs, which are part of each business unit. Our labs then consistently introduce solution frameworks using the next-gen applicable technologies, be it AI, ML, Internet of Things (IoT), Augmented Reality/Virtual Reality (AR/VR) or Blockchain. At this juncture, there lies an opportunity for us to innovate processes for our clients and help them stay ahead of the curve. The frameworks are easily adaptable across various business scenarios and help clients stay abreast of digital disruptions that presently infiltrate organisations at every level. The practice is working well for us and helps us keep pace with challenges from the market and from competition.

The Company continues its run of winning awards for its products and services. The Company has won awards which enhance its brand image and perception in the market. The appreciation received for its products and services endorse the capability and recognition of the Company's solutions. The Company has won various awards under The Star of Industry Awards for Excellence in Information Technology. The Company was also ranked among the world's 100 major players in Risk and Compliance technology. The specific awards won by the Company have been detailed in the initial pages of the Annual Report.

The Organization has marked its presence in Asia Pacific, South Asia, Middle East and Africa, Kingdom of Saudi Arabia, Europe and North America, providing a platter of end-to-end solutions that offer product innovation, faster time to market, efficient business processes, productivity and cost savings, enhanced customer service and comprehensive risk management.

As we move further into the COVID-19 situation, all our plans are continuously measured against a single prime objective to reduce the impact of business disruption and consequently, the impact on liquidity. Towards this, our foremost focus is on accelerating completion of current projects to maintain liquidity. We have strengthened our delivery operations. There is also a strong delivery management process in place to ensure delivery timelines do not slip. Our IT deployment model works on the offshore delivery premise. One major learning has been that processes which we had earlier thought unlikely for offshore delivery are now prime candidates for offshore deployment. There has been a paradigm shift in our thinking and more importantly, client acceptance, which will help us upgrade and innovate our delivery processes. Cloud deployments are gathering stronger acceptance and we see this as a platform that will see a significant surge.

Further, the new situation changes customers' business models since their problems and priorities have now changed. Digitalization and virtualization is seeing a paradigm shift. We see this as an area of immense business opportunity to help our customers build value added processes in this new scenario and to help them defend profitability and optimize costs. Strong communication lines with various stakeholders are in place to explore opportunities. Our consulting experience, domain expertise and the repository of best practices remain our asset in these challenging times. All of the above, presupposes a strong action-oriented HR function that ensures the well-being of the employees. Keeping the workforce solid and motivated remains at the grassroots of our strategy. We see our people as the foremost weapon to emerge stronger from this crisis.

Strategic changes are inevitable for the simple reason that constant disruption will be the new normal for the foreseeable future. Our strategic objective now is to further enhance malleability within the Company to ensure agility to adapt to continuous change. There is a relook at fixed and variable costs to ensure the business model strikes the right balance between efficiency and cost effectiveness. For example, we are further strengthening our offshore delivery model to ensure that customer service remains seamless in these times of restricted travel. We are also building partner led ecosystems to enter new markets as well as to strengthen our presence in existing markets. Also, advanced markets will be our new focus. This is the right time for the same because we believe we can deliver distinct value at the right price point.

The one important aspect we have stressed on in the circumstances is communication. Continuous dialogue and engagement with all stakeholders - Customers, Employees, Investors, Lenders, Creditors – is the need of the hour.

Technology Overview

The pace and scale at which technology is growing and enabling business transformation is incredible. The term “Customer satisfaction” has ceased to be an appropriate measure of customer service. “Customer Delight”, to exceed client expectations, is the norm across all industries. Technology is now rewriting business at every stage.

Our solutions focus on three distinct areas - ‘Co-innovation, Customer centric / Modular frameworks & Quantifiable outcomes’. Integrated frameworks and accelerators, ably supported by a strong partner eco-system puts 3i Infotech in an affirmative position to provide customized solutions that meet the end to end expectations of modern day businesses. The Company’s robust Global Delivery Model provides access to a vast talent pool to offer optimal resources to customers.

With technological advancements raising the bar higher, business models in the BFSI sector will inevitably change, mandating Enterprises to reinvent processes and create a productive ecosystem. Cost efficiencies, ability to adapt to customer needs and niche offerings, will shape business. 3i Infotech’s products address the entire spectrum of knowledge intensive industries. The products reflect 3i Infotech’s proficiency in understanding industry trends across various sectors. Its flagship products include AMLOCK™ Financial Crime Detection and Management Solution, Kastle® Universal Banking Solution, MFund™ Asset Management Solution, Orion™ Enterprise Resource Planning Solution and Premia™ Core Insurance Solution. A robust capability in the services domain is evident through consulting services, business optimization services and an extensive expertise in mobility, data analytics, big data, testing and application development services, all of which come under the umbrella brand – Altiray®. The biggest advantage inherent in 3i Infotech’s offerings is the knowledge capital and expertise from across industries.

3i Infotech has now consolidated its position and continues to carry out significant investments to realize its growth goals. The future needs to be powered by product upgrades and innovative services that will provide distinct advantages to customers. To enable its customers to leverage the latest technology solutions, the Company is investing in emerging technologies, be it AI, IoT, Cloud Computing or ML. Further, each of its business units has instituted Innovation and Research Labs where customer feedbacks and requirements are mined to build leading edge, sustainable solutions. The Company’s delivery mechanism is now strengthened to ensure on time results. On the operational front, the Company has successfully made inroads into developed markets with strategic engagements.

Vision and Strategies

The Company’s position in its existing markets continues to get strengthened, both from the Products as well as the Services perspective. A concerted drive has been initiated to tap our existing customer base to capitalize on cross-selling and upselling opportunities. Enhancing revenue without proportionate increase in costs will result in better margins.

The Company is now firmly on the Growth path of the Protect-Consolidate-Grow strategy that was charted earlier. The Company continues its efforts to penetrate Advanced Markets through Partners. This continues to give the Company the advantage of gaining knowledge of the market, its nuances and its requirements, through the partners, while at the same time keeping the Company’s costs largely success based. The traction observed in AMLOCK™ is encouraging.

The Company's objective of revitalizing itself as a future-ready IT enterprise by remaining focused on People, Business Verticals, New Products and Solutions and Growth Markets remains strong as ever. While working towards increasing wallet share from its existing customers with its range of products and services, the Company is exploring the possibility of creating, as a service, composite offerings of its products and services which will obviate the requirement of capital expenditure by its customers, as is expected to be the need of the market, in addition to enhancing longevity of engagements and increase in annuity revenues.

Technologies that are disrupting the industry today and niche solutions addressing specific customer needs offered by start-ups continue to be challenges that the Company faces in the dynamic market landscape. According to industry studies, only about 1% of the data is currently being used effectively, and this lacuna is what these technologies are expected to fill. Going forward, the encryption method offered by Blockchain technologies will be crucial for companies in sectors as varied as financial, medical or transportation. Cloud computing is another disruptive technology which is becoming essential as enterprises strive to transform their business models and processes. The IoT is set to make a major impact in the society as this technology will see widespread usage in smart home gadgets, and mobile payment Apps, among others. The Company is alert to these risks and is committed to invest constantly in upcoming technologies. This is in line with the strategy crystallized over the past few years. Another key challenge is that, with flattening of the world, the market terminology and workflows adopted by businesses in even our existing geographies are becoming similar to advanced markets, thereby necessitating changes to our Products and Services to not only penetrate advanced markets but to also sustain and grow in our current markets. In the light of the growth plans of the Company the need for quality resources is crucial. The Company depends on upskilling of its resources in addition to lateral hiring to fulfill this need. To summarise, the focus of the Company continues to be on increasing our investments in our people, processes, products and services to meet the challenges facing the Company.

Operations during the year

The table below shows the Profit and Loss account of the Group for the year ended March 31, 2020:

₹In Crores

Particulars	**2019-20**	**2018-19**
REVENUE		
I. Revenue from operations (net)	1,141.32	1,121.75
II. Other Income	19.54	21.05
III. Total Revenue (I + II)	**1,160.86**	**1,142.80**
IV. EXPENSES		
Employee Benefit Expenses	658.09	604.35
Cost of third Party Products and Services	172.07	236.06
Finance Costs	90.40	84.23
Depreciation and amortization Expense	19.08	2.11
Other expenses	139.76	136.94
Total Expenses	**1,079.40**	**1,063.69**
V. Profit/(loss) before exceptional items and tax (III - IV)	**81.46**	**79.11**
VI. Exceptional items - Income / (Expenses)	**-**	**-**
VII. Profit /(loss) before tax (V+VI)	**81.46**	**79.11**
VIII. Tax expense	13.43	10.96
IX. Profit/ (loss) for the Year (VII - VIII)	**68.03**	**68.15**

₹In Crores

Particulars	2019-20	2018-19
OTHER COMPREHENSIVE INCOME		
A. Other Comprehensive income not to be reclassified to profit and Loss in subsequent periods :		
Remeasurement of gains (losses) on defined benefit plans	3.05	1.85
Income Tax effect	(0.07)	0.02
Other Comprehensive income for the year, net of tax	**2.98**	**1.87**
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX	**71.01**	**70.02**

The Company made a profit of ₹71.01 Crores for the year ending March 31, 2020 as against a profit of ₹70.02 Crores for the year ending March 31, 2019.

Revenue from Operations, Employee Benefit expenses and Cost of Third Party

The revenue from Operations for the year FY2020 stands at ₹1,141.32 Crores compared to ₹1,121.75 Crores in FY 2019. The increase is mainly due to increase in new business.

The increase in employee benefit expenses pertains to increased headcount and reduction in cost of third party products and services pertains to efficiency of cost management and sale of subsidiary during the current year.

Other Income

The decrease in Other Income from ₹21.05 Crores in FY2019 to ₹19.54 Crores in FY2020 is mainly due to reduction in interest income.

Finance Cost

The increase in finance cost from ₹84.23 Crores in FY 2019 to ₹90.40 Crores in FY2020 is mainly on account of notional interest expense as per new IndAS 116 on Leases.

Depreciation and amortization expense

These expenses stand increased from ₹2.11 Crores in FY2019 to ₹19.08 Crores in FY2020. The increase in depreciation is mainly on account of depreciation as per new Ind AS 116 on Leases and on account of adjustment in FY2019 pertaining to reinstatement of earlier impaired intangible assets in Malaysia.

Other Costs

There has been an overall increase in cost from ₹136.94 Crores in FY2019 to ₹139.76 Crores in FY2020. This is mainly because of increased Legal & Professional fees.

Analysis of Balance Sheet

₹in Crores

Particulars	As at March 31,2020	As at March 31,2019
I. EQUITY AND LIABILITIES		
Shareholders' Funds		
Equity Share Capital	1,616.65	1,616.64
Non-Controlling Interest	-	4.40
Other Equity	(1,225.18)	(1,293.43)
Borrowings	765.91	845.40
Lease liabilities	49.51	-
Trade payables and other Liabilities	321.77	318.65
	1,528.66	**1,491.66**

₹in Crores

Particulars	As at March 31,2020	As at March 31,2019
II. ASSETS		
Goodwill arising on consolidation	435.06	435.06
Non-current investments	0.16	0.16
Property, Plant and Equipment and intangible Assets	369.54	371.27
Right-Of-Use Assets	46.15	-
Deferred tax asset	3.87	3.66
Long-term loans and advances and other non-current assets	155.04	153.21
Cash and bank balances	91.00	104.72
Inventories	-	0.60
Trade receivables and other Assets	427.84	422.98
	1,528.66	**1,491.66**

Equities and Liabilities

1. **Equity Share Capital**

   The Authorized capital of the Company is ₹2,200 Crores divided into 2,200,000,000 Equity shares of ₹10 each, 200,000,000 Non-Convertible Cumulative Redeemable Preference shares (Class A Preference Shares) of ₹5 each, 1,500,000,000 Non-Convertible Cumulative Redeemable Preference shares (Class B Preference Shares) of ₹5 each, 1,050,000,000 Non-Convertible Cumulative Redeemable Preference shares (Class C Preference Shares) of ₹1 each

   The issued, subscribed and paid-up capital stood at ₹1,616.65 Crores as at March 31, 2020 compared to ₹1,616.64 Crores as at March 31, 2019.

2. **Other Equity**

   The Other Equity increase to ₹ (1,225.18) Crores as at March 31, 2020 from ₹ (1,293.43) Crores as at March 31, 2019, The increase of ₹68.25 Crores is on account of profit for the current year of ₹71.01 Crores.

3. **Borrowings**

   There has been a decrease of ₹79.49 Crores in FY2020 from ₹845.40 Crores as at March 31, 2019 to ₹765.91 Crores as at March 31, 2020. This is primarily on account of Principal Repayment and Unwinding of discount under Ind AS 109 of Fair Value of certain Financial instruments.

4. **Trade payables and other liabilities**

   Trade payables and other current liabilities consist of trade liabilities, short term provisions for employee benefits and other liabilities.

Assets

1. **Goodwill on consolidation**

   Goodwill acquired through business combinations has been allocated to various products / services which are considered as cash generating units (CGUs). The Group tests whether goodwill has been impaired periodically. The recoverable amount of a CGU is determined based on value in use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period.

2. **Non-Current Investments**

   Non-current investments consist of unquoted / non-trade long term investments.

3. **Property, Plant and Equipment and Intangible Assets**

   As at March 31, 2020, the Property, Plant and Equipment and Intangible Assets of the Company stood at ₹369.54 Crores as compared to ₹371.27 Crores in FY2019.

4. **Deferred Tax Asset / Liability**

   Deferred Tax Asset of company primarily comprises of benefits available to the company in the form of reduction in tax liability by setting off of brought forward losses and unabsorbed depreciation. The likelihood that the deferred tax asset will be recovered from the future taxable income is assessed annually.

5. **Loans & Advances and other Non-current assets**

   There is a increase in long term loans & advances and other non-current assets, the amount increased from ₹153.21 Crores as at March 31, 2019 to ₹155.04 Crores as at March 31, 2020.

6. **Cash and Bank balance**

   The Bank Balances includes Current Accounts, Fixed Deposits & Margin Money maintained in India and abroad.

7. **Inventories**

   Inventories consist of hardware and supplies and are stated at cost or net realizable value, whichever is lower.

8. **Trade receivables and Other assets**

   assets include unbilled revenue, other financials assets and current assets.

Internal Control Systems

The Company exercises internal controls through a formalized process of an authorization matrix approved by the Board. The adherence to these controls is periodically reviewed by the internal audit process. The Company's budgeting process at various levels monitors performance by business, delivery and support groups.

Enterprise Risk Management

The Enterprise Risk Management (ERM) at 3i Infotech encompasses practices relating to identification, assessment, monitoring and mitigation of various risks to our business. Our ERM seeks to facilitate mitigation of risks that may affect the achievement of our business objectives and impact stakeholder value. Risk management is an integral part of our business model. The business practices at 3i Infotech are oriented to leverage the risk management to generate maximum reward while keeping risks below a defined level.

Major risks identified include geographic and client concentration, attrition, managing of contractual obligations, etc. To address these risks, the Company has increased its diversification across geographies, enlarged the basket of offerings and is considering various steps for employee retention.

Safe Harbour

Certain statements made in the Management Discussion and Analysis report relating to the Company's objectives, projections, outlook, expectations, estimates, etc. may constitute "forward-looking-statements" within the meaning of applicable laws and regulations. Actual results may differ from such expectations, projections, etc. whether expressed or implied. Several factors could make a significant difference to the Company's operations. These include climatic and economic conditions affecting demand and supply, government regulations and taxation, natural calamities, etc. over which the Company does not have any direct control.

Consolidated Financial Statements

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF 3i INFOTECH LIMITED

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of **3i INFOTECH LIMITED** ("*the Holding Company*") its subsidiaries and joint venture (the Holding Company, its subsidiaries and joint venture together referred as "the Group") which comprise the consolidated Balance Sheet as at March 31, 2020, the consolidated Statement of Profit and 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 notes to financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS 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 Group as at March 31, 2020, of the consolidated profit and consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. 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 Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated Ind AS 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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS 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 Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the consolidated Ind AS 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 matters described below to be the key audit matters to be communicated in our report.

Sr.No	Key Audit Matter	How was the matter addressed in our audit
1	**Revenue recognition – Fixed price development contracts** The Group inter alia engages in Fixed-price development contracts, where, revenue is recognized using the percentage of completion computed as per the input method based on management's estimate of contract costs (Refer Note 22 and Note 2(g) to the consolidated financial statements) We identified revenue recognition of fixed price development contracts as a KAM considering – There is an inherent risk around the accuracy of revenues given the customised and complex nature of these contracts and significant involvement of IT systems; Application of revenue recognition accounting standard is complex and involves a number of key judgments and estimates including estimating the future cost-to-completion of these contracts, which is used to determine the percentage of completion of the relevant performance obligation; These contracts may involve onerous obligations on the group that require critical estimates to be made by management; and At year-end a significant amount of work in progress (Unbilled and Unearned revenue) related to these contracts is recognised on the balance sheet.	**Principal Audit Procedures:** Our audit procedures on revenue recognized from fixed price development contracts included: • Obtaining an understanding of the systems, processes and controls implemented by management for recording and calculating revenue and the associated contract assets, unearned and deferred revenue balances. • On selected samples of contracts, we tested that the revenue recognized is in accordance with the accounting standard by– - Evaluating the identification of performance obligation; - Testing management's calculation of the estimation of contract cost and onerous obligation, if any. We: ➢ Observed that the estimates of cost to complete were reviewed and approved by appropriate levels of management; ➢ Performed a retrospective review of costs incurred with estimated costs to identify significant variations and verify whether those variations have been considered in estimating the remaining costs to complete the contract; ➢ Assessed the appropriateness of work in progress (contract assets) on balance sheet by evaluating the underlying documentation to identify possible delays in achieving milestones which may require change in estimated costs to complete the remaining performance obligations; and ➢ Performed test of details including analytic to determine reasonableness of contract costs
2	**Evaluation of uncertain tax position and contingent liability** The Group operates in multiple jurisdictions and is subject to periodic challenges by local tax authorities on a range of tax matters during the normal course of business including transfer pricing and indirect tax matters. These involve significant management judgment to determine the possible outcome of the uncertain tax positions, consequently having an impact on related accounting and disclosures in the consolidated financial statements. Refer Note 32B to the Consolidated Financial Statements	**Principal Audit Procedures:** Our audit procedures include the following substantive procedures: • Obtained understanding of key uncertain tax positions; and • We along with our internal tax experts – - Read and analysed select key correspondences, external legal opinions / consultations by management for key uncertain tax positions; - Discussed with appropriate senior management and evaluated management's underlying key assumptions in estimating the tax provisions; and - Assessed management's estimate of the possible outcome of the disputed cases;

Sr.No	Key Audit Matter	How was the matter addressed in our audit
3	**Impairment of Goodwill and Intangible Assets** Refer to note 2p and note 4 to the consolidated financial statements As at March 31, 2020, the Group had goodwill amounting to ₹435.06 crores and Intangible Assets of ₹ 230.58 crores as at 31 March 2020, which relates system development, software, other license costs and other intangible assets and arose mainly from past acquisitions. The group is required to, at least annually, perform impairment assessments of intangible assets and goodwill which have an indefinite useful life and when there is an indication of impairment. For the purpose of performing impairment assessments, all intangible assets have been allocated to Group's cash generating units ("CGUs"). In carrying out the impairment assessments, significant judgements are required to estimate the future cash flows of the Group's businesses and CGUs and to determine the key assumptions, including including sales growth rates, gross profit margin, net profit margin and perpetual growth rates used to estimate future cash flows, the EBITDA multiples used in determining the terminal values, and the discount rates applied to bring the future cash flows back to their present values. Based on the results of these impairment assessments conducted by the Group, it is believed that there is sufficient headroom and therefore there is no impairment of goodwill and CGUs of Intangible Assets. This conclusion is based on the recoverable amounts is exceeding the book amount of the goodwill and Intangible Assets.	**Principal Audit Procedures:** We understood, evaluated and validated management's key controls over the impairment assessment process. We compared the methodology used (value-in-use calculations based on future discounted cash flows) by the group to market practice. We obtained management's future cash flow forecasts, tested the mathematical accuracy of the underlying value-in-use calculations and compared the same to the approved financial budget and future forecasts. We also compared historical actual results to those budgeted to assess the quality of management's forecasts. We also assessed the reasonableness of key assumptions used in the calculations, comprising sales growth rates, gross profit margin, net profit margin, perpetual growth rate and discount rates. When assessing these key assumptions, we discussed them with management to understand and evaluate management's basis for determining the assumptions, and compared them to external industry outlook reports and economic growth forecasts from a number of sources. We also obtained from management valuation report from external valuation expert. We obtained and tested management's sensitivity analysis around the key assumptions, to ascertain that selected adverse changes to key assumptions, both individually and in aggregate, would not cause the carrying amount of goodwill to exceed the recoverable amount. We evaluated management's assessment on whether any events or change in circumstances indicate there may be a change in the expected useful lives of intangible assets and goodwill. We found the group's estimates and judgments used in the impairment assessment and review of useful lives of goodwill and Intangible Assets are supported by the available evidence.

Emphasis of Matter

We draw attention to Note No 44 of the consolidated Ind AS financial statements, which relates to differences in balances of the subsidiary 3i Infotech Saudi Arabia LLC amounting to ₹ 4.30 crores due in transactions not being considered for consolidation purpose, which the management is in the process of reconciliation.

Other information

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information included comprises the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholders' information, but does not include the consolidated Ind AS financial statements and our auditor's report thereon. The above stated reports are expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS 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 Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the above stated reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows 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 consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group'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 Group 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 Group's financial reporting process.

Auditor's Responsibilities for the Consolidated Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS 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 Ind AS 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 Ind AS 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company and its subsidiaries incorporated in India, 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.
- 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 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 Ind AS 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 Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS 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 are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated Ind AS financial statements of which we are auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditor remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for out audit opinion.

Materiality is the magnitude of misstatements in the Ind AS financial statements that individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated Ind AS 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 Ind AS financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors 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 Ind AS 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.

Other Matter

The consolidated Ind AS financial statement includes the financial statements and other information of 3 subsidiaries whose financial information includes total assets of ₹36.85 Crores as at March 31, 2020 total revenues of ₹48.61 Crores and net profit of ₹2.85 Crores for year ended on March 31, 2020 respectively, which have been audited us.

We did not audit the financial statements and other information, in respect of 8 subsidiaries, whose financial information reflects total assets of ₹664.78 Crores as at March 31, 2020 and total revenues of ₹684.37 Crores and net loss of ₹5.68 crores for the year ended on March 31, 2020 respectively as considered in the consolidated Ind AS financial statements. These financial statements and other financial information have been audited by other auditors, whose reports have been furnished to us by the management. Our opinion, in so far as it relates to the affairs of such subsidiaries is based solely on the report of other auditors.

We did not audit financial statements and other information of 12 subsidiaries and 1 Joint venture, whose financial information reflects total assets of ₹73.51 Crores as at March 31, 2020, total revenues of ₹104.74 Crores and net loss of ₹12.25 crores for the year ended March 31, 2020 respectively as considered in the consolidated Ind AS financial statements. These financial statements and other information are unaudited and have been certified and furnished to us by the Management. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other information are not material to the Group.

Our opinion is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, 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 Ind AS financial statements.

    b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

    c) The Holding company has a branch office, although no separate books of accounts are prepared by the Branch and hence section 143(8) does not apply to the company.

    d) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.

    e) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

    f) In our opinion there are no financial transactions or matters which have any adverse effect on the functioning of the Group.

    g) On the basis of the written representations received from the directors of the Holding company as on March 31, 2020 taken on record by the Board of Directors of the Holding company and its subsidiaries incorporated in India and the reports of the statutory auditors of the subsidiaries incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

h) There is no adverse remark relating to the maintenance of accounts and other matters connected therewith.

i) With respect to adequacy of 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 Holding Company and its subsidiaries incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of those companies, for the reasons stated therein.

j) In our opinion and to the best of our information and according to the explanations given to us, we report as under 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, in our opinion and to the best of our information and according to the explanations given to us:

(i) The consolidated Ind AS financial statements disclose the impact of pending litigations on its Consolidated financial position as referred to Note 32 to the Consolidated Ind AS financial statement.

(ii) Provisions has been made in the consolidated Ind AS financial statement, as required under the applicable law or accounting standard, for material foreseeable laws if any, on long term contracts.

(iii) There has been no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

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 Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

For **GMJ & Co**
Chartered Accountants
(FRN.: 103429W)

(CA S. Maheshwari)
Partner
Membership No.: 038755
UDIN: 20038755AAAABD9894

Place : Navi Mumbai
Date : May 22,2020

Annexure – 'A' to the Auditors' Report

(Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act"))

(Referred to in paragraph 1(i) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of 3i Infotech Limited of even date)

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of "**3i Infotech Limited**" ("the Holding Company") and its subsidiaries companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective board of directors of the Holding Company and its subsidiaries companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies 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 ('the 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 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its subsidiaries companies, which are companies incorporated in India, 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. 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 judgment, 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 internal financial controls system over financial reporting of the Holding Company and its subsidiaries companies, which are companies incorporated in India.

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 standalone 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations 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 Consolidated Ind As 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 and to the best of our information and according to the explanations given to us, the Holding Company and its subsidiaries companies, which are companies incorporated in India, have, 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, 2020 based on the internal control over financial reporting criteria established by the respective Companies 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 **GMJ & Co**

Chartered Accountants

(FRN: 103429W)

(CA S. Maheshwari)
Partner
Membership No.: 038755
UDIN: 20038755AAAABD9894

Place : Navi Mumbai
Date : May 22,2020

3i INFOTECH LIMITED
CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2020

₹ in Crores

Particulars	Notes	March 31, 2020	March 31, 2019
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	3	138.96	140.95
(b) Right-Of-Use Assets	3	46.15	-
(c) Goodwill	4	435.06	435.06
(d) Other Intangible Assets	4	230.58	230.32
(e) Financial Assets			
(i) Investments	5	0.16	0.16
(ii) Other Financial Assets	5	11.48	8.81
(f) Deferred Tax Asset (Net)	12	3.87	3.66
(g) Income Tax Asset	11	131.68	124.12
(h) Other Non-Current Assets	10	11.88	20.28
Total Non-Current Assets		**1,009.82**	**963.36**
Current assets			
(a) Inventories	6	-	0.60
(b) Financial Assets			
(i) Trade Receivables	7	191.72	244.40
(ii) Cash and Cash Equivalents	8	89.53	101.19
(iii) Bank Balances Other than (ii) above	9	1.47	3.53
(iv) Loans	5	-	0.09
(v) Other Financial Assets	5	207.54	154.40
(c) Other Current Assets	10	28.58	24.09
Total Current Assets		**518.84**	**528.30**
TOTAL ASSETS		**1,528.66**	**1,491.66**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	13	1,616.65	1,616.64
(b) Other Equity	14	(1,225.18)	(1,293.43)
Equity attributable to equity holders of the parent		**391.47**	**323.21**
Non Controlling Interest		-	4.40
Total Equity		**391.47**	**327.61**
LIABILITIES			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	765.91	813.70
(ii) Lease Liabilities	21	43.01	-
(b) Other Non Current Liabilities		-	-
(c) Provisions	20	19.62	20.28
Total Non-Current Liabilities		**828.54**	**833.98**
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	-	31.70
(ii) Lease Liabilities	21	6.50	-
(iii) Trade Payables	18	51.19	80.96
(iv) Other Financial Liabilities	17	138.07	96.24
(b) Other Current Liabilities	19	96.92	103.26
(c) Provisions	20	2.45	4.40
(d) Current Tax Liabilities (Net)		13.52	13.51
Total Current Liabilities		**308.65**	**330.07**
TOTAL EQUITY AND LIABILITIES		**1,528.66**	**1,491.66**
Significant Accounting Policies and Notes forming part of the Consolidated Financial Statements	1 to 46		

As per our report of even date attached
For GMJ & Co
Chartered Accountants
F. R. No. 103429W

S. Maheshwari
Partner
M.No. 038755
UDIN: 20038755AAAABD9894

Navi Mumbai
Date: May 22, 2020

For and on behalf of the board

Padmanabhan Iyer
CFO, Managing Director and Global CEO
(DIN: 05282942)

Shashank Desai
Director
(DIN: 00143638)

Rajeev Limaye
Company Secretary
(M. No. A17168)

Navi Mumbai
Date: May 22, 2020

3i INFOTECH LIMITED
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

₹ in Crores

Particulars	Notes	2019-20	2018-19
REVENUE			
Revenue from operations (net)	22	1,141.32	1,121.75
Other income	23	19.54	21.05
Total Revenue (I)		**1,160.86**	**1,142.80**
EXPENSES			
Employee benefits expense	25	658.09	604.35
Cost of third party products and services	24	172.07	236.06
Finance costs	26	90.40	84.23
Depreciation and amortization expense	27	19.08	2.11
Other expenses	28	139.76	136.94
Total Expenses (II)		**1,079.40**	**1,063.69**
Profit/(loss) before tax (I-II)		**81.46**	**79.11**
Tax expense:			
Current tax		13.70	10.69
Adjustment of tax relating to earlier periods		(0.04)	0.67
Deferred tax		(0.23)	(0.40)
Profit/(loss) for the year		**68.03**	**68.15**
OTHER COMPREHENSIVE INCOME			
A. Other Comprehensive Income not to be reclassified to profit and loss in subsequent periods:			
Remeasurement of gains (losses) on defined benefit plans		3.05	1.85
Income tax effect		(0.07)	0.02
B. Other Comprehensive Income to be reclassified to profit and loss in subsequent periods:		-	-
Other Comprehensive income for the year, net of tax		**2.98**	**1.87**
TOTAL COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX		**71.01**	**70.02**
Profit for the year attributable to:			
Equity holders of the parent		67.61	67.25
Non-controlling interests		0.42	0.90
Other comprehensive income for the year attributable to:			
Equity holders of the parent		2.98	1.87
Non-controlling interests		-	-
Total comprehensive income for the year attributable to:			
Equity holders of the parent		70.59	69.12
Non-controlling interests		0.42	0.90
Earnings per share for profit attributable to equity shareholders	29		
Basic EPS		0.42	0.42
Diluted EPS		0.42	0.42

Significant Accounting Policies and Notes forming part of the Consolidated Financial Statements 1 to 46

As per our report of even date attached
For GMJ & Co
Chartered Accountants
F. R. No. 103429W

S. Maheshwari
Partner
M.No. 038755
UDIN: 20038755AAAABD9894

Navi Mumbai
Date: May 22, 2020

For and on behalf of the board

Padmanabhan Iyer
CFO, Managing Director and Global CEO
(DIN: 05282942)

Shashank Desai
Director
(DIN: 00143638)

Rajeev Limaye
Company Secretary
(M. No. A17168)

Navi Mumbai
Date: May 22, 2020

3i INFOTECH LIMITED
CONSOLIDATED CASH FLOWS STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

₹ in Crores

Particulars	2019-20	2018-19
CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit before income tax	81.46	79.11
Adjustments for:		
IndAS 116 - PL impact	(1.03)	-
Rent - Right-Of-Use Assets (IndAS116)	(13.63)	-
Depreciation and amortisation charge	19.08	2.11
Finance costs - PL	90.40	84.23
Employee share-based payment expense	3.31	0.68
Allowance for doubtful debts	12.21	3.59
Interest income classified as investing cash flows - Bank Fixed Deposits	(7.92)	-
Interest income classified as investing cash flows - Others	(0.19)	(14.71)
Gain on disposal of property, plant and equipment	(0.13)	-
Net foreign exchange differences	(7.05)	5.14
Other income	(11.30)	(6.34)
Minority Interest Balance - BS	(4.40)	-
Loss on disposal of property, plant and equipment	-	(0.01)
Reimbursement of Defined Benefit Obligation	-	1.85
Change in operating assets and liabilities:		
(Increase)/Decrease in trade receivables	67.32	(29.43)
(Increase)/Decrease in inventories	0.60	0.39
Increase/(decrease) in trade payables	(29.69)	(7.95)
(Increase) in other financial assets	(50.27)	(31.66)
(Increase)/decrease in other non-current assets	8.41	(5.99)
(Increase)/decrease in other current assets	(2.43)	(7.56)
Increase/(decrease) in provisions	(3.04)	1.54
Increase in other current liabilities	35.69	55.82
Cash generated from operations	**187.40**	**130.81**
Less: Income taxes paid / (Refund) (Net)	(18.81)	6.22
Net cash inflow from operating activities	**168.59**	**137.03**
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payments for property, plant and equipment	(7.01)	(10.83)
Payments for intangible assets / software development	(0.22)	-
Proceeds from property, plant and equipment	0.55	-
Proceeds from intangible assets	-	5.43
Repayment of loans by employees	0.09	0.13
Interest received	0.49	10.84
Dividend received	0.23	-
Net cash inflow/(outflow) from investing activities	**(5.87)**	**5.57**

3i INFOTECH LIMITED
CONSOLIDATED CASH FLOWS STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

₹ in Crores

Particulars	2019-20	2018-19
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from / (Repayment of) borrowings	(131.04)	(45.11)
Interest paid	(42.57)	(44.23)
Dividends paid	(0.64)	(0.64)
Dividend distribution tax paid	(0.13)	(0.32)
Net cash inflow/ (outflow) from financing activities	**(174.38)**	**(90.30)**
Net increase (decrease) in cash and cash equivalents	(11.66)	52.29
Cash and Cash Equivalents at the beginning of the financial year	101.19	48.90
Cash and Cash Equivalents at end of the year	**89.53**	**101.19**
Reconciliation of cash and cash equivalents as per the cash flow statement:		
Cash and cash equivalents as per above comprise of the following:		
Balances with banks:		
- On current accounts	25.64	26.90
- On deposit accounts	63.89	74.28
Cash on hand	-	0.01
Balances as per statement of cash flows	**89.53**	**101.19**

Notes :

1. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Ind AS 7 on "Statement of Cash Flows" notified by the Companies Act, 2013.
2. Previous year's figures have been regrouped / rearranged wherever necessary to conform to the current year's presentation.

Significant Accounting Policies and Notes forming part of the Consolidated Financial Statements 1 to 46

As per our report of even date attached
For GMJ & Co
Chartered Accountants
F. R. No. 103429W

S. Maheshwari
Partner
M.No. 038755
UDIN: 20038755AAAABD9894

Navi Mumbai
Date: May 22, 2020

For and on behalf of the board

Padmanabhan Iyer
CFO, Managing Director and Global CEO
(DIN: 05282942)

Shashank Desai
Director
(DIN: 00143638)

Rajeev Limaye
Company Secretary
(M. No. A17168)

Navi Mumbai
Date: May 22, 2020

3i INFOTECH LIMITED
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

A Equity Share Capital

₹ in Crores

Particulars	**Balance at the Beginning of the year**	**Changes in Equity share capital during the year**	**Balance at the end of the year**
March 31, 2019			
Numbers	1,615,358,178	1,286,684	**1,616,644,862**
Amount	1,615.36	1.28	**1,616.64**
March 31, 2020			
Numbers	1,616,644,862	10,004	**1,616,654,866**
Amount	1,616.64	0.01	**1,616.65**

B Other Equity

₹ in Crores

Particulars	Equity Component of Compound financial instruments	Reserves and Surplus				Share Suspense account - Equity Shares	Total other equity attributable to parent	Non Controlling Interest	Total other equity
		Securities Premium Reserve	Share Based Payment Reserve	Retained Earnings	Property , Plant and Equipment Reserve				
As as April 1, 2018	**19.32**	**895.78**	**2.11**	**(2,423.06)**	**116.31**	**25.95**	**(1,363.59)**	**3.50**	**(1,360.09)**
Profit for the year				67.25			67.25	0.90	68.15
Other comprehensive income				1.87			1.87	-	1.87
Total comprehensive income for the year	**-**	**-**	**-**	**69.12**	**-**	**-**	**69.12**	**0.90**	**70.02**
FCCB conversions during the year	(0.43)	0.40	-	0.32	-	-	0.29	-	0.29
Dividend on Preference Shares				-			-		-
Share based payment expense	-	-	0.68	-	-	-	0.68	-	0.68
Amortisation of Revaluation Reserve	-	-	-	2.76	(2.76)	-	-	-	-
Others- Adjustments				0.07			0.07		0.07
As at March 31, 2019	**18.89**	**896.18**	**2.79**	**(2,350.79)**	**113.55**	**25.95**	**(1,293.43)**	**4.40**	**(1,289.03)**
Profit for the year				67.61			67.61	0.42	68.03
Other comprehensive income				2.98			2.98	-	2.98
Total comprehensive income for the year	**-**	**-**	**-**	**70.59**	**-**	**-**	**70.59**	**0.42**	**71.01**
FCCB conversions during the year	(0.01)	-	-	0.01	-	-	0.01	-	0.01
Dividend on Preference Shares	-	-	-	-	-	-	-	-	-
Share based payment expense	-	-	3.31	-	-	-	3.31	-	3.31
Amortisation of Revaluation Reserve	-	-	-	2.76	(2.76)	-	-	-	-
Removal of NCI				-			-	(4.82)	(4.82)
Transfer to Retained Earnings IndAS 116				(3.06)			(3.06)	-	
Others- Adjustments				(2.60)		-	(2.60)	-	(2.60)
As at March 31, 2020	**18.88**	**896.18**	**6.10**	**(2,283.09)**	**110.79**	**25.95**	**(1,225.19)**	**0.00**	**(1,222.12)**

Significant Accounting Policies and Notes forming part of the Consolidated Financial Statements 1 to 46

As per our report of even date attached
For GMJ & Co
Chartered Accountants
F. R. No. 103429W

S. Maheshwari
Partner
M.No. 038755
UDIN: 20038755AAAABD9894

Navi Mumbai
Date: May 22, 2020

For and on behalf of the board

Padmanabhan Iyer
CFO, Managing Director and Global CEO
(DIN: 05282942)

Shashank Desai
Director
(DIN: 00143638)

Rajeev Limaye
Company Secretary
(M. No. A17168)

Navi Mumbai
Date: May 22, 2020

3i INFOTECH LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

1 Corporate Information

These statements comprise Consolidated Financial Statements of 3i Infotech limited (the Company) and its subsidiaries (collectively referred as 'the Group') and a Joint Venture for the year ended March 31, 2020.

The Company is a Global Information Technology Company committed to Empowering Business Transformation. A comprehensive set of IP based software solutions, coupled with a wide range of IT services, uniquely positions the Company to address the dynamic requirements of a variety of industry verticals of Banking and Financial Services Industry (BFSI), predominantly Banking, Insurance, Capital Markets, Asset & Wealth Management. The Company also provides solutions for other verticals such as Government, Manufacturing, Retail, Distribution, Telecom and Healthcare.

The Company is a Public Limited Company incorporated and domiciled in India. Its shares are listed on Bombay Stock Exchange and National Stock Exchange in India. The address of its registered office is at International Infotech Park, Tower No.5, 3rd to 6th floors, Vashi, Navi Mumbai-400703.

The consolidated financial statements for the year ended March 31,2020 were approved by the Board of Directors and authorised for issue on May 22, 2020.

2 Significant Accounting Policies

a) Statement of compliance

The consolidated financial statements which comprises of Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss for the year ended 31st March 2020, the Statement of Cash Flows for the year ended 31st March 2020 and the Statement of Changes in Equity for the year ended 31st March 2020, and the accounting policies and other explanatory information (together hereinafter referred to as "Consolidated Financial Statements" or "Financial Statements")) have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

b) Basis of preparation

These consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

c) Principles of consolidation and equity accounting

(i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on March 31. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

(ii) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

(iii) Joint arrangements

Under Ind AS 111 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group has both joint operations and joint ventures.

Joint ventures

Interests in joint ventures are accounted for using the equity method (see (iv) below), after initially being recognised at cost in the consolidated balance sheet.

(iv) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in below.

(v) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

d) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- Assets (or disposal Groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or Other Comprehensive Income (OCI), as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash- generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

e) Group companies translation

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet
- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- All resulting exchange differences are recognised in other comprehensive income.

f) Use of estimates and judgments

The preparation of these consolidated financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Group to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the consolidated financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the consolidated financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities.

(i) Impairment of investments

The Group reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

(ii) Useful lives of property, plant and equipment

The Group reviews the useful life of propery,plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

(iii) Valuation of deferred tax assets

The Group reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note (l).

(iv) Provisions and Contingent liabilities

A provision is recognised when the Group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance sheet date. These are reviewed at each Balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the consolidated financial statements. A contingent asset is neither recognised nor disclosed in the consolidated financial statements.

g) Revenue Recognition

The Group earns primarily from providing services of IT solutions and Transaction services.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

Revenue from time and material and job contracts is recognised on output basis measured by units delivered, efforts expended, number of transactions processed, etc. Revenue related to fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognised based on time elapsed mode and revenue is straight lined over the period of performance.

Revenue from software development and related services have been recognised basis guidelines of Ind AS 115 – "Revenue from contract with customers", by applying the revenue recognition criteria for each distinct performance obligation based on the contractual arrangement in conjunction with the Company's accounting policies.

Revenue from Licenses where customer obtains a ' right to use ' the license is recognised at the time when the license is made available to the customer.

When implementation services are provided in conjunction with the licensing arrangement and the license and implementation have been identified as two separate performance obligations, the transaction price for such contracts are allocated to each performance obligation of the contract based on their relative standalone selling price.

Revenue from the sale of and Cost of, distinct third party hardware is recognised upon performance of the contractual obligation.

The Company recognises revenue in terms of the contracts with its customers, combined with its accounting policies. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenue recognition for fixed priced development contracts is based on percentage completion method. Invoicing to the client is based on milestones as stipulated in the contract. Revenue from transaction services and other service contracts is recognized based on transactions processed or manpower deployed."

"Revenue from sharing of infrastructure facilities is recognised based on usage of facilities.

Unbilled Revenue pertains to revenue which would be billed as per the stipulations of the contract. Invoicing in excess of earnings are classified as unearned revenue.

Performance Obligation and remaining performance obligation

The remaining performance obligations disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Group expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Group has not disclosed the remaining performance obligation-related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis or fixed price basis. Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, adjustment for revenue that has not materialized and adjustments for currency."

h) Interest / Dividend Income

Dividend income is recorded when the right to receive payment is established. Interest income is recognised using the effective interest method.

i) **Leases**

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers all relevant facts and circumstances that create an economic incentive for the Group to excericise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics (Refer note 42).

Leases Accounting policy

The Company as a lessee

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether : (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the ROU asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

j) Cost recognition

Costs and expenses are recognised when incurred and have been classified according to their nature.

The costs of the Group are broadly categorised in employee benefit expenses, cost of third party products and services, finance costs ,depreciation and amortisation and other expenses. Employee benefit expenses include employee compensation, allowances paid, contribution to various funds and staff welfare expenses. Cost of third party products and services mainly include purchase of software licenses and products ,fees to external consultants ,cost of running its facilities, cost of equipment and other operating expenses. Finance cost includes interest and other borrowing cost. Other expenses is an aggregation of costs which are individually not material such as commission and brokerage, printing and stationery ,communication, repairs and maintenance etc.

k) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (₹), which is entity's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in statement of profit or loss.

Non monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

l) Income taxes

Current income taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised outside statement of profit or loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Advance taxes and provisions for current income taxes are presented in the Balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

Deferred income taxes

Deferred income tax is recognised using the Balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax asset are recognised 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.

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 tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future economic tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

The Group recognises interest levied and penalties related to income tax assessments in finance costs.

m) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Cash and cash equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

(ii) Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- **Debt instruments at amortised cost**

  A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

  a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

  b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

  After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

- **Debt instrument at fair value through other comprehensive income (FVTOCI)**

  A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

  (a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

  (b) The asset's contractual cash flows represent SPPI.

  Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

- **Debt instrument at fair value through profit and loss (FVTPL)**

  FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

  In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). the Group has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

- **Equity investments**

  All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value, the Group makes such election on an instrument by- instrument basis. The classification is made on initial recognition and is irrevocable.

  If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

  Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows.

(iii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

- **Financial Liabilities at fair value through profit or loss**

  Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to statement of profit and loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

- **Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

- **Financial guarantee contracts**

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(iv) Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

(v) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

n) Compound financial instruments

Compound Financial instruments are separated into liability and equity components based on the terms of the contract.

On issuance of the compound financial instruments, the fair value of the liability component is determined using a market rate for an equivalent non- convertible instrument. This amount is classified as an financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. Transaction costs are dedcuted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent years.

Transaction Costs are apportioned between the liability and equity components of the compound financial instruments based on the allocation of proceeds to the liability and equity components when the instruments are initially recognized.

o) Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives adopted by Group

Category of Assets	Useful lives adopted by Company	Useful Lives prescribed under Schedule II of the Act
Computers	1-6 years	3-6 years
Plant and Machinery, Electrical Installation	5 years	15 years
Office Equipment	1-5 years	5 years
Furniture and Fixtures	3-10 years	10 years
Vehicles	3-8 years	10 years

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

The useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in statement of profit or loss within other gains/(losses).

p) Intangible assets

(i) Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or Groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or Groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

(ii) Software Products- Meant for sale

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and are tested for impairment from the point at which the asset is available for use.

(iii) Software Products- Others

Purchased software meant for in house consumption and significant upgrades thereof which have a probable economic benefit exceeding one year are capitalised at the acquisition price.

(iv) Patents, copyrights , Business commercial rights and other rights

Separately acquired patents and copyrights are shown at historical cost. Patents, copyrights and non-compete acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

(v) Research and development

Research expenditure and development expenditure that do not meet the criteria specified above are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Amortisation methods and periods

The Group amortises intangible assets with a finite useful life using the straight-line method over the following periods:

Category of Assets	Useful lives adopted by Company
Business Commercial rights	10 years
Software others	5 years or as per license period

Intangible Assets with indefinite useful lives

Based on the analysis of product life cycle studies, market and competitive trends, it is assessed that 'Software Products - meant for sale' would generate net cash flows for an indefinite period.

q) Impairment

(i) Financial assets (other than at fair value)

The Group assesses at each date of Balance sheet whether a financial asset or a Group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Group recognises lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk or the financial asset has increased significantly since initial recognition.

(ii) Non-financial assets

Tangible and intangible assets

Property, plant and equipment and intangible assets within finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

r) **Employee benefits**

(i) **Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) **Other long-term employee benefit obligations**

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) **Post-employment obligations**

The Group operates the following post-employment schemes:

(a) defined benefit plans such as gratuity; and

(b) defined contribution plans such as provident fund.

(c) superannuation contribution plans .

- **Gratuity obligations**

The liability or asset recognised in the balance sheet in respect of defined benefit pension and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in Rupees is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than Rupees, the cash flows are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

- **Defined contribution plans**

  The Group pays provident fund contributions to publicly administered provident funds as per local regulations. The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

- **Superannuation contribution plan**

  Certain employees of the Company are also participants in a defined superannuation contribution plan. The Company contributes to the scheme with Life Insurance Corporation of India on a monthly basis. The Company has no further obligations to the scheme beyond its monthly contributions.

(iv) Employee Benefits in Foreign Subsidiaries and Foreign Branch

In respect of employees in foreign subsidiaries and foreign branch, necessary provisions are made based on the applicable local laws. Gratuity and leave encashment/entitlement as applicable for employees in foreign branch are provided on the basis of acturial valuation and based on estimates.

(v) Share-based payments

Share-based compensation benefits are provided to employees via the Employee Option Plan.

Employee options

The fair value of options granted under the Employee Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions
- excluding the impact of any service and non-market performance vesting conditions, and
- including the impact of any non-vesting conditions.

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

s) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

t) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred and are recognised in the statement of profit and loss.

u) Provisions

General

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

v) Contributed equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

w) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

x) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Group
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

y) Current/non current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period the Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

z) Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing the inventory to its present location and condition are included in the cost of inventories.

Hardware and Supplies

Carried at lower of cost and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

aa) Segment Information

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Group's chief operating decision maker is the Chief Executive Officer and Managing Director.

ab) Cash Flows

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated. The Group considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

ac) Rounding of amounts

All amounts disclosed in the consolidated financial statements and notes have been rounded off to the nearest crore as per the requirement of Schedule III, unless otherwise stated.

3. PROPERTY, PLANT AND EQUIPMENT

₹ in Crores

Particulars	Land	Buildings	Plant and Equipments	Furniture and Fixtures	Vehicles	Office Equipments	Computer Hardwares	Leasehold Improvements	Assets under Finance Lease	Total
GROSS CARRYING VALUE										
As at April 1, 2018	**0.70**	**140.47**	**0.70**	**3.09**	**0.40**	**4.82**	**10.57**	**4.90**	**96.57**	**262.22**
Additions	-	-	0.16	0.57	-	1.09	3.00	-	-	**4.82**
Disposals	-	-	(0.04)	(0.36)	(0.08)	(0.50)	(0.01)	-	-	**(0.99)**
Other Adjustments	-	-	-	-	-	-	0.61	-	-	0.61
As at March 31, 2019	**0.70**	**140.47**	**0.82**	**3.30**	**0.32**	**5.41**	**14.17**	**4.90**	**96.57**	**266.66**
Additions	-	-	0.40	0.93	0.43	1.04	4.21	-	-	**7.01**
Disposals	-	-	-	(1.15)	(0.06)	(0.87)	0.83	(1.54)	-	**(2.79)**
As at March 31, 2020	**0.70**	**140.47**	**1.22**	**3.08**	**0.69**	**5.58**	**19.21**	**3.36**	**96.57**	**270.88**
ACCUMULATED DEPRECIATION/IMPAIRMENT										
As at April 1, 2018	0.33	9.33	0.37	2.50	0.35	3.20	5.16	1.86	96.57	119.67
Depreciation for the year	0.01	3.11	0.16	0.53	0.02	0.82	1.95	0.94	-	7.54
Deductions\Adjustments during the period	-	-	-	(0.62)	(0.10)	(0.46)	(0.12)	(0.20)	-	(1.50)
As at March 31, 2019	**0.34**	**12.44**	**0.53**	**2.41**	**0.27**	**3.56**	**6.99**	**2.60**	**96.57**	**125.71**
Depreciation for the year	0.01	3.11	0.21	0.37	0.05	0.83	2.78	0.68	-	8.04
Deductions\Adjustments during the period	(0.00)	(0.01)	0.01	(1.08)	(0.04)	(0.81)	1.70	(1.60)	-	(1.83)
As at March 31, 2020	**0.35**	**15.54**	**0.75**	**1.70**	**0.28**	**3.59**	**11.46**	**1.68**	**96.57**	**131.92**
Net Carrying value as at March 31, 2020	**0.35**	**124.93**	**0.47**	**1.38**	**0.41**	**1.99**	**7.75**	**1.68**	**-**	**138.96**
Net Carrying value as at March 31, 2019	**0.36**	**128.03**	**0.29**	**0.89**	**0.05**	**1.85**	**7.18**	**2.30**	**-**	**140.95**

Particulars	Right-Of-Use Assets
GROSS CARRYING VALUE	
As at April 1, 2018	-
Additions	-
Disposals	-
As at March 31, 2019	**-**
As at April 1, 2019	**46.61**
Additions	14.14
Disposals	(4.48)
As at March 31, 2020	**56.27**
ACCUMULATED DEPRECIATION/IMPAIRMENT	
As at April 1, 2018	-
Depreciation for the year	-
Deductions\Adjustments during the period	-
As at March 31, 2019	-
As at April 1, 2019	-
Depreciation for the year	10.12
Deductions\Adjustments during the period	-
As at March 31, 2020	**10.12**
Net Carrying value as at March 31, 2020	**46.15**
Net Carrying value as at March 31, 2019	**-**

i. **Leased Assets**

Property, Plant and Equipment includes the following amounts where the Group is a lessee under finance lease :

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Land		
Cost	0.40	0.40
Accumulated Depreciation	(0.05)	(0.04)
Net carrying amount	**0.35**	**0.36**
Building		
Cost	140.47	140.47
Accumulated Depreciation	(15.55)	(12.44)
Net carrying amount	**124.92**	**128.03**

ii. **Property, Plant and Equipment pledged as security against borrowings by the Group**

Refer to Note 40 for information on property, plant and equipment pledged as security by the Group.

iii. **Contractual Obligations**

Refer to Note 32 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

4. INTANGIBLE ASSETS

₹ in Crores

Particulars	Goodwill	Software Products - Meant for sale	Software Products - Others	Total
GROSS CARRYING VALUE				
As at April 1, 2018	**676.87**	**1,154.55**	**5.10**	**1,836.52**
Additions	-	32.21	0.08	**32.29**
Deletions	-	-	-	**-**
Other Adjustments	-	-	(0.61)	**(0.61)**
As at March 31, 2019	**676.87**	**1,186.76**	**4.57**	**1,868.20**
Additions	-	-	0.22	**0.22**
Deletions	-	0.05	(0.12)	**(0.07)**
As at March 31, 2020	**676.87**	**1,186.81**	**4.67**	**1,868.35**
ACCUMULATED AMORTISATION AND IMPAIRMENT				
As at April 1, 2018	**241.81**	**930.88**	**3.35**	**1,176.05**
Amortisation for the year	-	0.71	0.11	**0.82**
Deductions\Adjustments during the period	-	25.97	(0.01)	**25.95**
As at March 31, 2019	**241.81**	**957.56**	**3.45**	**1,202.82**
Amortisation for the year	-	(0.24)	0.73	**0.49**
Deductions\Adjustments during the period	-	0.05	(0.65)	**(0.60)**
As at March 31, 2020	**241.81**	**957.37**	**3.53**	**1,202.71**
Net Carrying value as at March 31, 2020	**435.06**	**229.44**	**1.14**	**665.64**
Net Carrying value as at March 31, 2019	**435.06**	**229.20**	**1.12**	**665.38**

i. Significant Estimate : Useful life of Intangible Assets

Refer to sub note (p) of Note 2 'Significant Accounting policies'

ii. Intangible Assets with indefinite useful lives

The Group provides IT based software solutions to variety of industry verticals which includes softwares meant for Banking industry, Insurance industry, Enterprise Resource Panning (ERP) softwares and softwares meant for financial service industry. These softwares have been capitalised as 'Software Products - meant for sale' category under intangible assets. The Group based on the analysis of product life cycle studies, market and competitive trends assesses that the 'Software Products - meant for sale' products will generate net cash flows for an indefinite period.

iii. Impairment testing of goodwill and intangible assets with idefinite lives

(a) Software Products - meant for sale

Software Products - meant for sale with indefinite lives have been allocated to the CGUs below forming part of IT Solution segment which is Group's operating and reportable segment, for impairment testing :

- Banking
- Insurance
- ERP
- Financial Services

Carrying amount of intangible assets with indefinite lives allocated to each of the CGUs:

₹ in Crores

Intangible Assets	March 31, 2020	March 31, 2019
Software meant for sale		
- Banking	110.76	110.52
- Insurance	56.63	56.63
- ERP	47.64	47.64
- Financial Services	14.41	14.41
	229.44	**229.20**

The Group tests whether softwares have suffered any impairment periodically. The recoverable amount of a cash generating unit (CGU) is determined based on value in use of the underlying asset. The valuation is considered to be level 3 in the fair value hierarchy due to unobservable inputs used in the valuation. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period.

The recoverable amount of CGUs (business units) based on value in use as at December 31, 2019 ₹ 1,595 Crores (December 31, 2018: ₹ 1,654 Crores). The recoverable amounts represents the fair value of the business of the software products over the periord of budgeted five years.

Based on estimates of the management, though the fair valuation of the product businesses are much higher than the carrying amount of the software products, these intangibles are carried at amounts which the management estimates to be the residual value of the development costs.

(b) Goodwill

Goodwill acquired through business combinations has been allocated to the below mentioned product / services which are considered as CGUs for impairment testing :

- Banking
- Financial Services
- BPO Services
- US Geography Services

Carrying amount of goodwill allocated to each of the CGUs:

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Allocation to CGUs		
Products		
- Banking	13.69	13.69
- Financial Services	67.40	67.40
Services		
- BPO Services	53.00	53.00
- US Geography Services	300.97	300.97
	435.06	**435.06**

The Group tests whether goodwill has impaired periodically. The recoverable amount of a cash generating unit (CGU) is determined based on value in use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period.

The recoverable amount of CGUs based on value in use as at December 31, 2019 ₹ 1717.55 Crores (December 31, 2018 ₹ 1,648.85 Crores). The recoverable amounts represent the aggregate fair value of the business of the products / services over the period of budgeted five years.

However, having regard to the complexities involved and uncertainties envisaged with respect to the businesses of subsidiaries, the management; as a prudent measure has been writing down the goodwill amounts and has reflected these at carrying values, which have been lower than the aggregate recoverable amounts derived from respective Value in Use of these products / services.

5. INVESTMENTS & OTHER FINANCIAL ASSETS

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
(A) INVESTMENTS		
Non Current		
Investments carried at fair value through Profit and Loss		
Unquoted		
Investments in Equity Instruments		
2200,000 Equity Shares of Sri Lankan ₹ 10 each fully paid up of First Capital Asset Management Co. Ltd. (as at March 31, 2019 - 200,000 shares) (as at March 31, 2020 - 200,000 Shares)	0.10	0.10
55,000 equity shares of ₹10 each fully paid up of Vashi Railway Station Commercial Complex Limited. (as at March 31, 2019 - 55,000 shares) (as at March 31, 2020 - 55,000 Shares)	0.06	0.06
37,500 Equity Shares of Egyptian Pounds 100 each fully paid up of Nile Information Technology (as at March 31, 2019 - 37,500 shares)	2.91	2.91
Less: Impairment Allowance	(2.91)	(2.91)
(as at March 31, 2019 - 37,500 Shares) (as at March 31, 2020 - 37,500 Shares)		
8% holding in Four Seasons Software LLC, a 'S' corporation, Connecticut, USA.	2.10	2.10
Less: Impairment Allowance	(2.10)	(2.10)
Total	**0.16**	**0.16**
Aggregate amount of quoted investments	-	-
Market value of quoted investments	-	-
Aggregate amount of unquoted investments	5.17	5.17
Aggregate amount of impairment in the value of investments	(5.01)	(5.01)
Investments carried at amortised cost	-	-
Investments carried at fair value through other comprehensive income	-	-
Investments carried at fair value through profit and loss	0.16	0.16
Investments carried at cost	-	-

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
(B) LOANS		
Current		
Unsecured, considered good unless otherwise stated		
Loans to Employees	-	0.09
Total	**-**	**0.09**
(C) OTHER FINANCIAL ASSETS		
Non Current		
Financial assets carried at amortised cost		
Security Deposits	11.97	9.30
Less: Loss Allowances	(0.49)	(0.49)
Total	**11.48**	**8.81**
Current		
Financial assets carried at amortised cost		
Security Deposits	2.90	8.69
Unbilled Revenue	238.47	169.12
Interest Accrued but not due	2.71	2.06
Less: Loss Allowances on Doubtful deposits	(0.82)	(0.89)
Less: Loss Allowances on Doubtful unbilled revenue	(35.72)	(24.58)
Total	**207.54**	**154.40**

6. INVENTORIES

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
(Valued at lower of Cost and Net Realisable value)		
Hardware and Supplies	-	0.60
Total	**-**	**0.60**

7. TRADE RECEIVABLES

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Current		
Trade Receivables from customers	191.72	244.40
Receivables from other related parties	-	-
	191.72	**244.40**
Breakup of Security details		
Secured, considered good	-	-
Unsecured, considered good	191.72	244.40
Which have significant increase in credit risk	-	-
Doubtful	28.95	25.60
	220.67	**270.00**
Impairment Allowance (allowance for bad and doubtful debts)		
Unsecured, considered good	-	-
Doubtful	28.95	25.60
	28.95	**25.60**
Total	**191.72**	**244.40**

Trade or Other Receivable due from directors or other officers of the company either severally or jointly with any other person amounted to ₹ NIL (Previous year ₹ NIL)

Trade or Other Receivable due from firms or private companies respectively in which any director is a partner, a director or a member amounted to ₹ NIL (Previous year ₹ NIL)

8. CASH AND CASH EQUIVALENTS

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Balances with banks:		
- On current accounts	25.64	26.90
- On deposit accounts	63.89	74.28
Cash on hand	-	0.01
Total	**89.53**	**101.19**

9. OTHER BANK BALANCES

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Balances with banks to the extent held as margin money	-	2.15
Deposits with banks to the extent held as margin money	1.47	1.38
Other Balances with banks		
- in Dividend accounts	-	-
- in Escrow accounts	-	-
Total	**1.47**	**3.53**

10. OTHER ASSETS

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Non Current		
Capital Advances	0.78	1.33
Others		
- Prepaid expenses	0.51	8.69
- Balances with Statutory, Government Authorities	10.59	10.26
Total	**11.88**	**20.28**
Current		
Advances other than Capital advances		
- Advances to creditors	12.87	4.32
- Other Advances	3.32	4.72
Others		
- Prepaid expenses	8.79	12.38
- Balances with Statutory, Government Authorities	2.42	2.39
- Other current assets	1.18	0.28
Total	**28.58**	**24.09**

11. INCOME TAX ASSET

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
- Payment of Taxes (Net of Provisions)	131.50	122.93
- MAT Credit entitlement	0.18	1.19
Total	**131.68**	**124.12**

12. INCOME TAX

Deferred Tax

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Deferred tax relates to the following:		
Depreciation for tax purposes	(107.75)	(102.97)
Gratuity	5.57	5.60
Expenses allowable on payment basis	3.68	-
Leave Encashment	0.43	0.46
Loss Allowance on Financial Assets	5.66	6.39
Losses available for offsetting against future taxable income	210.92	223.16
Other Ind AS adjustments	(114.63)	(128.98)
Net Deferred Tax Assets / (Liabilities)	**3.87**	**3.66**

Movement in deferred tax liabilities/assets

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Opening balance as of April 1	3.66	3.24
Tax income/(expense) during the period recognised in profit or loss	0.23	0.40
Tax income/(expense) during the period recognised in OCI	(0.07)	0.02
Foreign exchange fluctuation loss	0.05	-
Closing balance as at March 31	**3.87**	**3.66**

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Unrecognised deferred tax assets		
Deductible temporary differences	324.77	328.98
Unrecognised tax losses	528.26	554.90

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Tax losses which arose in India of ₹ 499.78 crores (Previous year ₹ 628.23 crores) that are available for offsetting for eight years against future taxable profits of the company. Majority of these losses will expire in March 2021.

Considering the probability of availability of future taxable profits in the period in which tax losses expire, deferred tax assets have not been recognised in respect of tax lossses carried forward by the Company.

Unrecognised Tax Assets are subject to compliance with the Tax Laws of respective countries.

Major Components of income tax expense for the years ended March 31, 2020 and March 31, 2019 are as follows:

i. **Income tax recognised in profit or loss**

₹ in Crores

Particulars	2019-20	2018-19
Current income tax charge	13.70	10.69
Adjustment in respect of current income tax of previous year	(0.04)	0.67
Deferred tax		
Relating to origination and reversal of temporary differences	(0.23)	(0.40)
Income tax expense recognised in profit or loss	**13.43**	**10.96**

ii. **Income tax recognised in OCI**

₹ in Crores

Particulars	2019-20	2018-19
Net loss/(gain) on remeasurements of defined benefit plans	(0.07)	0.02
Income tax expense recognised in OCI	**(0.07)**	**0.02**

Reconciliation of tax expense and accounting profit multiplied by income tax rate for March 31, 2020 and March 31, 2019

₹ in Crores

Particulars	2019-20	2018-19
Accounting profit before income tax	**81.46**	**79.11**
Enacted tax rate in India	34.61%	34.61%
Income tax on accounting profits	**28.19**	**27.38**
Effect of		
Loss credit forward to next year	-	-
Loss for the year	-	0.01
Utilisation of previously unrecognised tax lossses	(43.94)	(92.00)
Depreciation	1.56	(2.23)
Accounting Income not assessable for tax purpose	(20.37)	(11.30)
Adjustment for current tax of prior period	-	-
Translation Effect	3.53	15.52
Other non taxable income	-	(0.04)
Withholding Tax on Remittances to Holding Company	9.29	6.12
Loss not allow to carried forward due to Tax Heaven for Foreign Company	1.96	-
Inter Company Elimination	-	(22.58)
Other Adjustments	1.35	1.12
Non-deductible expenses for tax purposes:		
Accounting expenses not deductible for tax purpose	21.69	19.99
Other non deductible expenses	0.25	(0.12)
Share based payment expenses not deductible for tax purposes	-	32.81
Allowable expenses for tax purposes:		
Expenditure allowable on payment basis	-	0.09
Tax impact on Intercompany transaction	-	-
Effect of differential tax rate	9.92	36.19
Income Tax Expense	**13.43**	**10.96**

13. SHARE CAPITAL

i. Authorised Share Capital **₹ in Crores**

Particulars	Equity Share (₹ 10 Each)		Non Convertible Cumulative Reedemable Preference Share (Class A) (₹ 5 Each)	
	Number	Amount in ₹ Crores	Number	Amount in ₹ Crores
At April 1, 2018	**2,200,000,000**	**2,200.00**	**200,000,000**	**100.00**
Increase/(decrease) during the year	-	-	-	
At April 1, 2019	**2,200,000,000**	**2,200.00**	**200,000,000**	**100.00**
Increase/(decrease) during the year	-	-	-	-
At March 31, 2020	**2,200,000,000**	**2,200.00**	**200,000,000**	**100.00**

Particulars	Non Convertible Cumulative Reedemable Preference Share (Class B) (₹ 5 Each)		Non Convertible Cumulative Reedemable Preference Share (Class C) (₹ 1 Each)	
	Number	Amount in ₹ Crores	Number	Amount in ₹ Crores
At April 1, 2018	**1,500,000,000**	**750.00**	**1,050,000,000**	**105.00**
Increase/(decrease) during the year	-	-	-	-
At April 1, 2019	**1,500,000,000**	**750.00**	**1,050,000,000**	**105.00**
Increase/(decrease) during the year	-	-	-	-
At March 31, 2020	**1,500,000,000**	**750.00**	**1,050,000,000**	**105.00**

Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 each. Each shareholder has right to vote in respect of such share, on every resolution placed before the Company and his voting right on a poll shall be in proportion to his share of the paid up equity capital of the Company. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the Company after payments of preferential amounts in proportion to their shareholding.

Terms/rights attached to preference shares

The terms of Class A Preference Shares having face value of ₹ 5 each, had been amended in financial year 2015-2016 and these were made redeemable on March 15, 2026. Redemption Premium shall be an amount that would provide the holder of the said shares an internal rate of return (IRR) of 6% per annum excluding the Dividend Rate on the outstanding amount of the said shares, to be paid at the time of redemption of the said shares.

Contingent liability in respect of arrears of dividend on these preference shares as at March 31, 2020 would be ₹ Nil crores (₹ Nil crores as at March 31, 2019).

Class B Preference Shares of face value of ₹ 5 each are redeemable on March 15, 2026 and would carry a dividend of 0.10 % per annum.

Class C Preference Shares of face value of ₹ 1 each with a premium of ₹ 4 each and would carry a dividend of 0.10 % per annum.

ii. Issued Capital

Equity Shares — **₹ in Crores**

Particulars	Number	Amount
Equity shares of ₹ 10 each issued, subscribed and fully paid		
At April 1, 2018	**1,615,358,178**	**1,615.36**
Issued during the period		
Shares issued towards conversion of FCCB	1,286,684	1.28
Shares issued under CDR/DRS	-	-
At March 31, 2019	**1,616,644,862**	**1,616.64**
Issued during the period		
Shares issued towards conversion of FCCB	10,004	0.01
Shares issued under CDR/DRS	-	-
At March 31, 2020	**1,616,654,866**	**1,616.65**

Preference Shares — **₹ in Crores**

Particulars	Non Convertible Cumulative Reedemable Preference Share (Class A) of ₹ 5 each issued and fully paid		Non Convertible Cumulative Reedemable Preference Share (Class B) of ₹ 5 each issued and fully paid	
	Number	Amount	Number	Amount
At April 1, 2018	**130,000,000**	**-**	**1,275,521,596**	**-**
Issued during the year	-	-	-	-
At March 31, 2019	**130,000,000**	**-**	**1,275,521,596**	**-**
Issued during the year	-	-	-	-
At March 31, 2020	**130,000,000**	**-**	**1,275,521,596**	**-**

This note covers the number of preference shares issued by the Company. Since the preference shares are non convertible redeemable shares, it is reflected in financial liabilities.

iii. Paid up Capital — **₹ in Crores**

Particulars	Number	Amount
Equity shares of ₹ 10 each		
At April 1, 2018	**1,615,358,178**	**1,615.36**
Issued Capital during the year	1,286,684	1.28
Less : Shares held in abeyance	-	-
At March 31, 2019	**1,616,644,862**	**1,616.64**
At April 1, 2019	**1,616,644,862**	**1,617**
Issued Capital during the year	10,004	0.01
Less : Shares held in abeyance		
At March 31, 2020	**1,616,654,866**	**1,616.65**

iv. Shares held by holding/ ultimate holding company and / or their subsidiaries / associates

The Company does not have a holding company or ultimate holding company.

v. Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at March 31, 2020		As at March 31, 2019	
	Number	% holding	Number	% holding
Equity shares of ₹ 10 each fully paid				
SREI Multiple Asset Investement Trust (SMAIT)	263,909,361	16.32	263,909,361	16.32
Standard Chartered Bank	116,131,094	7.18	148,302,327	9.17
IDBI Bank Limited	123,087,521	7.61	123,637,521	7.65
Non Convertible Cumulative Reedemable Preference Share (Class A) of ₹ 5 each issued and fully paid				
IDBI Trusteeship Services Limited (ICICI Strategic Investments Fund)	130,000,000	100	130,000,000	100.00
Non Convertible Cumulative Reedemable Preference Share (Class B) of ₹ 5 each issued and fully paid				
SREI Multiple Asset Investement Trust (SMAIT)	444,982,211	34.89	444,982,211	34.89
Standard Chartered Bank	189,505,860	14.86	189,505,860	14.86
IDBI Bank Limited	180,743,103	14.17	180,743,103	14.17

vi. Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date are Nil.

vii. Shares reserved for issue under options

For details of shares reserved for issue under the Share based payment plan of the company, please refer note 31

For details of shares reserved for issue on conversion of Foreign Currency Convertible Bonds , please refer note 16 related to terms of conversion/ redemption of Foreign Currency Convertible Bonds.

viii. Shares issued/to be issued under DRS

Appendix D 'Extinguishing Financial Liabilities with Equity Instruments' of IndAS 109 on Financial Instruments requires an entity to measure equity shares issued on extinguishment of liabilities at fair value on the date of extinguishment. Accordingly, fair value of equity shares issued under DRS Scheme is the consideration paid against settlement of liabilities and the difference between the fair value of consideration and liability settled is to be charged to statement of profit or loss.

On the date of extinguishment of liability, which is the date of implementation of DRS scheme, the fair value of equity shares is below face value. Therefore as per IndAS 109, the difference between the liability settled and fair value of equity shares is required to be charged to statement of profit or loss.

However, as per Section 53 of the Companies Act, 2013, a Company shall not issue shares at a discount. Therefore, for the purpose of compliance of Companies Act, 2013, the Company has considered face value of shares issued as consideration paid towards extinguishment of liabilities and no impact is given in the statement of profit or loss.

14. OTHER EQUITY

i. Reserves and Surplus

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Securities Premium Reserve	896.18	896.18
Share Based Payment Reserve	6.10	2.79
Retained Earnings	(2,283.08)	(2,350.79)
Property, Plant Equipment Reserve	110.79	113.55
Total	**(1,270.01)**	**(1,338.27)**

(a) Securities Premium Reserve

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Opening balance	896.18	895.78
Add/(Less):		
Allotment of equity shares under FCCB conversion	-	0.40
Closing balance	**896.18**	**896.18**

The amount received in excess of face value of the equity shares is recognised in Share Premium Reserve. This is not available for distribution of dividend but can be utilised for issuing bonus shares.

(b) Share Based Payment Reserve

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Opening balance	2.79	2.11
Add/(Less):		
Employee Stock Option Expense recognised	3.31	0.68
Closing balance	**6.10**	**2.79**

The Company has three share option schemes under which options to subscribe for the company's shares have been granted to certain executives and senior employees.

The Share based payment reserve is used to recognise the value of equity settled share based payments provided to employees, including key management personnel, as part of their remuneration. Refer to Note 31 for further details of these plans.

(c) Retained Earnings

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Opening balance	(2,350.79)	(2,423.06)
Net Profit/(Loss) for the period	67.61	67.25
Add/(Less):		
Transfer From PPE Reserve	2.76	2.76
FCCB's Converted during the year	0.01	0.32
Dividend on Preference Shares	-	-
Others	(2.60)	0.07
Transfer to Retained Earnings IndAS 116	(3.06)	
Remeasurement of post employment benefit obligation, net of tax	2.98	1.87
Closing balance	**(2,283.09)**	**(2,350.79)**

(d) Property, Plant and Equipment Reserve ₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Opening balance	113.55	116.31
Add/(Less):		
Transferred to Retained Earnings	(2.76)	(2.76)
Closing balance	**110.79**	**113.55**

Property, Plant and Equipment Reserve represents reserve created on revaluation of leasehold building and it is non distributable reserve.

ii. Other Components of Equity: ₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Share Application Money Pending Allotment	25.95	25.95
Equity Component of Compound Financial Instruments	18.88	18.89
Total	**44.83**	**44.84**

Share Application Money Pending Allotment ₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Opening Balance	25.95	25.95
Allotment of equity shares under FCCB conversion	-	-
Total	**25.95**	**25.95**

Equity Component of Compound Financial Instruments ₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Opening Balance	18.89	19.32
Allotment of equity shares under FCCB conversion	(0.01)	(0.43)
Total	**18.88**	**18.89**

15. DISTRIBUTION MADE AND PROPOSED

Cash dividends ₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Cash dividends on Preference shares declared and paid	0.64	0.64
Dividend distribution tax (DDT) on final dividend	0.13	0.13
Total	**0.77**	**0.77**

The amount of cumulative preference dividends not recognised as at reporting date was ₹ Nil (DDT ₹ Nil) [As at March 31, 2019 : ₹ Nil (DDT ₹ Nil)].

16. BORROWINGS

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Non Current Borrowings		
Secured		
(a) Term Loans		
From Banks	326.85	348.97
From Others	9.76	24.53
Unsecured		
(a) Liability Component of Foreign Currency Convertible Bonds	104.05	113.45
(b) Cumulative Non Convertible Reedemable Preference Shares	412.32	375.43
(A)	**852.98**	**862.38**
Current Maturity of Non Current Borrowings		
Secured		
(a) Term Loans		
From Banks	63.45	45.26
From Others	4.58	3.42
Unsecured		
(a) Liability Component of Foreign Currency Convertible Bonds	19.04	-
(B)	87.07	48.68
Total (A)-(B)	**765.91**	**813.70**
Current Borrowings		
Secured		
(a) Loans repayable on demand		
From Banks	-	31.49
From Other Parties	-	0.21
Total	**-**	**31.70**

₹ in Crores

Particulars	Coupon / Interest Rate	March 31, 2020	March 31, 2019
Non Current Borrowings			
Secured			
(a) Term Loans			
From Banks	10.00%	326.85	348.97
From Others	6.75% to 10%	9.76	24.53
Unsecured			
(a) Liability Component of Foreign Currency Convertible Bonds	2.50%	104.05	113.45
(b) Cumulative Non Convertible Reedemable Preference Shares	0.01% to 0.10%	412.32	375.43
Gross Non Current Borrowings		**852.98**	**862.39**
Less: Current maturity		(87.07)	(48.68)
Net Non Current Borrowings (as per Balance sheet)		**765.91**	**813.70**

The Debt Restructuring Scheme (DRS) proposal submitted by the Company in December 2015 was approved by the CDR-Empowered Group vide its Letter of Approval dated June 14, 2016. Accordingly, the Lenders executed a Supplementary Master Restructuring Agreement with the Company in FY2017. The Supplementary Master Restructuring Agreement was not executed by three lenders, viz. State Bank of Hyderabad (SBH) and State Bank of Travancore (SBT) (which subsequently got merged with State Bank of India (SBI)) as well as Indian Overseas Bank (IOB). Consequently, in the Books of the Company, for SBI and IOB, out of the debt to be restructured, the Equity portion and Preference portion, as per the DRS proposal computation is being reflected as Share Suspense under Other Equity. On the other hand, SBI and IOB are still reflecting the entire amount due, as debt.

Maturity Date, Terms of Repayment and coupon / interest rate for Rupee Term Loan from Lenders and Foreign Currency Convertible Bonds (FCCBs):

Particulars	LENDERS	FCCBs
Interest / coupon rate	10%	2.50%
Moratorium on Debt Principal	Upto March 31, 2018	Upto March 31, 2019
Servicing of Interest	Monthly from April 2016	Semi Annual from April 2016
Repayment of Debt Principal	Monthly over 6 years	Annual over 6 years
Repayment of Preference Shares	March 31, 2026	Not Applicable
Other Terms		Conversion of 25% FCCB to Equity @ ₹ 12.50; i.e. Premium of ₹ 2.50 (25%)

Convertible Bonds

For details of convertible bonds, repayable terms, coupon rate, conversion rate, etc refer to Note 16 Part A Summary of Amended terms and conditions of 'Existing FCCBs' and terms and conditions of New FCCBs

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Face value of bonds issued	131.44	131.44
Transaction Cost	(1.38)	(1.38)
Equity component of convertible bonds - value of conversion rights#	(30.79)	(30.79)
Interest charged till reporting date *	31.80	23.14
Interest paid till reporting date	(13.33)	(9.86)
Foreign Exchange Loss / (Gain) till reporting date	14.34	5.10
Conversion / Markdown	(28.03)	(4.20)
Non Current Borrowings	**104.05**	**113.45**

* Interest expense is calculated by applying the effective interest rate of 7.50% to the liability component.

\# The equity component of convertible bonds has been presented under other equity net of deferred tax of ₹ 18.88 crores (March 31, 2019: ₹ 18.89 Crores).

Non Convertible Redeemable Preference Shares

The terms of Class A Preference Shares having face value of ₹ 5 each, had been amended in financial year 2015-2016 and these were made redeemable on March 15, 2026. Redemption Premium shall be an amount that would provide the holder of the said shares an internal rate of return (IRR) of 6% per annum excluding the Dividend Rate on the outstanding amount of the said shares, to be paid at the time of redemption of the said shares.

Class B Preference Shares of face value of ₹ 5 each are redeemable on March 15, 2026 and would carry a dividend of 0.10 % per annum.

Class C Preference Shares of face value of ₹ 1 each with a premium of ₹ 4 each and would carry a dividend of 0.10 % per annum.

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Value of preference shares issued (old)	65.00	65.00
Value of preference shares issued (under DRS)	660.15	660.15
Transaction Cost	(0.94)	(0.94)
Fair Valuation Gain	(440.55)	(440.55)
Interest expense till reporting date	131.24	93.70
Dividend paid till reporting date	(2.58)	(1.93)
Non Current Borrowings	**412.32**	**375.43**

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Current Borrowings		
Secured		
Loans repayable on demand		
From Banks	-	31.49
From Other Parties	-	0.21

Net debt Reconciliation

This section sets out an analysis of net debt and the movements in net debt for the year ended March 31, 2020:

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Non-current Borrowings	836.31	865.28
Current Borrowings	-	31.70
Net Debt	**836.31**	**896.98**

₹ in Crores

Particulars	Liabilities from financing activities		
	Non Current Borrowings	Current Borrowings	Total
Net Debt as at March 31, 2018	**828.78**	**21.92**	**850.70**
Reclassification of borrowings	(54.89)	9.78	(45.11)
Interest Paid	(44.68)	-	(44.68)
Preference Dividend Paid	(0.64)	-	(0.64)
Interest Expense	131.66	-	131.66
Foreign Exchange Reinstatement	7.17	-	7.17
Other non cash movements			
- Adjusted against Trade Receivables	(0.67)	-	(0.67)

₹ in Crores

Particulars	Liabilities from financing activities		
	Non Current Borrowings	Current Borrowings	Total
- Shares issued towards conversion of FCCB	(1.57)	-	(1.57)
- Amortisation of Transaction Cost	0.12	-	0.12
- Revision in account balances on account of DRS	-	-	-
Net Debt as at March 31, 2019	**865.28**	**31.70**	**896.98**
Reclassification of borrowings	31.70	(31.70)	-
Interest Paid	(122.37)	-	(122.37)
Preference Dividend Paid	-	-	-
Interest Expense	72.02	-	72.02
Foreign Exchange Reinstatement	(9.24)	-	(9.24)
Other non cash movements			
- Adjusted against Trade Receivables	(0.44)	-	(0.44)
- Shares issued towards conversion of FCCB	0.00	-	0.00
- Amortisation of Transaction Cost	(0.64)	-	(0.64)
- Revision in account balances on account of DRS	-	-	-
Net Debt as at March 31, 2020	**836.31**	**-**	**836.31**

The carrying amounts of financial and non-financial assets pledged as security for current and non current borrowings are disclosed in Note 40.

There are no guarantees given by directors.

There are no defaults in repayment of borrowings during the year.

A. Summary of Amended terms and conditions of 'Existing FCCBs' and terms and conditions of New FCCBs:

Particulars	Fourth Issue Amended	Fifth Issue Amended	New Issue
Issue currency	USD	USD	USD
Issue size	2.435 million	125.356 million	42.44175 million
Issue date	July 26, 2007	April 25, 2012	December 09, 2016
Amendment date	April 25, 2012 and December 09, 2016	December 09, 2016	N.A.
Maturity date*	March 31, 2025	March 31, 2025	March 31, 2025
Coupon rate	2.50%	2.50%	2.50%
Fixed exchange rate of conversion	₹ 40.81	₹ 50.7908	₹ 66.326
Conversion price–post bonus	₹ 165.935	₹ 16.50	₹ 12.5
Writeback – (USD)			
2019-20	Nil	Nil	Nil
2018-19	Nil	Nil	Nil
Conversions/Redemptions – (USD)			

Particulars	Fourth Issue Amended	Fifth Issue Amended	New Issue
2019-20	(0.07 million)	(0.44 million)	(2.67 million)
2018-19	Nil	(0.06 million)	(0.21 million)
Outstanding as at - (USD)			
March 31, 2020	0.36 million	2.22 million	13.35 million
March 31, 2019	0.43 million	2.67 million	16.01 million
Outstanding as at - (₹ Crores)			
March 31, 2020	2.70	16.61	99.76
March 31, 2019	3.01	18.51	111.02

*One-sixth portion of the outstanding principal amount of the FCCBs shall be redeemed on March 31 of each year starting from March 31, 2020 through March 31 2025.

B. Securities offered

The borrowing from the CDR lenders (excluding Specified CDR lenders i.e. Axis Bank Limited, RBL Bank Limited, L&T Finance Limited, Reliance Capital Limited, SREI Equipment Finance Limited and EXIM Bank) together with all interest, default interest, additional interest, commitment fees, all and any other costs, charges, expenses, fees, financing charges/fees/ remuneration shall continue to be secured by the security created in terms of the original Master Restructuring Agreement including the Corporate Guarantee and pledge over the Subject Shares.

Certain Specified lenders referred above/ non CDR lenders shall have pari passu share in the cash flow of the Company.

Details of 'Security created', 'Corporate Guarantees from Material Subsidiaries' and 'Pledge of share's are as described under:

a) Security created

Sr No.	Security	First Charge to	Second Charge to
1	A charge and mortgage on all the present and future immovable and movable tangible fixed assets (except leased assets) of the Company.	ICICI Bank and IDBI Bank	All CDR Facilities (other than ones of ICICI Bank and IDBI Bank in respect of which the First Charge is created).
2	A charge on all the Receivables and stocks of the Company.	IDBI Bank, Oriental Bank of Commerce ('OBC'), State Bank of Travancore ('SBT') and Standard Chartered Bank ('SCB'). First charge shall be pari passu with the existing first charge created in favour of a working capital facility (non fund based) provided by the Development Bank of Singapore ('DBS').	All CDR Facilities (other than the ones of IDBI Bank, O BC, SBT and SCB in respect of which the First charge is created).

Sr No.	Security	First Charge to	Second Charge to
3	A charge on all the present and future Current Assets (except Receivables) of the Company.	SBT First charge shall be pari passu with the existing first charge created in favour of (i) a working capital facility (non fund based) provided by DBS. Further, first ranking pari passu charge has been created over stock in trade consisting of raw materials, finished goods, goods in process of manufacturing and other merchandise of the Company, to secure SCB Facility.	All CDR Facilities (other than the one of SBT in respect of which the First charge is created).
4	A charge on all the present and future intellectual property rights (other than in respect of Orion™ and Premia™) of the Company.	All CDR Facilities. Intellectual property rights in respect of Orion™ and Premia™ are charged in favour of SCB on exclusive basis.	Not Applicable

b) Corporate guarantees from material subsidiaries:

Corporate guarantees of each of the material subsidiaries guaranteeing the secured obligations (“Corporate Guarantees”), in favour of all the CDR lenders. Each Corporate Guarantee shall be secured/ credit enhanced by security interest over assets of the relevant material subsidiary providing the Corporate Guarantee, as permitted under applicable laws in the relevant jurisdictions, as detailed in the table below and shall have the ranking as mentioned against each security.

Sr No.	Security	First Charge to	Second Charge to
Charge on assets of 3i Infotech Inc (including assets of 3i Infotech Financial Software Inc which has been merged with 3i Infotech Inc effective December 31, 2017)			
1	A charge on all the present and future movable fixed assets and current assets of 3i Infotech Inc (including current assets of 3i Infotech Financial Software Inc which has been merged with 3i Infotech Inc effective December 31, 2017).	ICICI Bank First charge shall be pari passu with the existing first charge created in favour of State Bank of India, California to secure line of credit of US$ 4.5 million.	All CDR Facilities other than the one of ICICI Bank in respect of which the First charge is created.
Charge on assets of 3i Infotech (Middle East) FZ LLC			
2	A charge on all the present and future movable fixed assets and current assets (except receivables and the collection account) of 3i Infotech (Middle East) FZ LLC.	All CDR Facilities. First ranking pari passu security interest has been created over collection account of 3i Infotech (Middle East) FZ LLC to secure USD 17 million STF facility and guarantee facility by SCB, Dubai.	Not Applicable

3	A charge on all the receivables of 3i Infotech (Middle East) FZ LLC.	Not Applicable	All CDR Facilities
Charge on assets of 3i Infotech Asia Pacific Pte Limited			
4	A charge on all the present and future movable fixed assets and current assets (other than receivables and stocks) of 3i Infotech Asia Pacific Pte Limited.	All CDR Facilities. First ranking pari passu charge has been created over stock in trade consisting of raw materials, finished goods, goods in process of manufacturing and other merchandise of 3i Infotech Asia Pacific Pte Limited, to secure the cash credit facility of USD 2 million provided by SCB Singapore.	Not Applicable
5	A charge on all the receivables and stocks of 3i Infotech Asia Pacific Pte Limited.	Not Applicable First charge has been created to secure the cash credit facility of USD 2 million provided by Standard Chartered Bank, Singapore.	All CDR Facilities.
Charge on assets of 3i Infotech SDN BHD and 3i Infotech BPO Limited.			
6	A charge on all the present and future movable assets including current assets of 3i Infotech SDN BHD and 3i Infotech BPO Limited, except current assets of 3i Infotech BPO Limited.	All CDR Facilities	Not Applicable
7	A charge on all the current assets of 3i Infotech BPO Limited	First charge has been created to secure the cash credit facility of ₹ 3 crores provided by Development Credit Bank ('DCB')	All CDR Facilities

c) Pledge of shares:

Pledge of shares held by the Companies set out in Column I of the Table below in respect of their respective investments set out in Column II and with details of shares mentioned in column III:

Pledgor (I)	Company whose shares have been pledged (II)	Details of shares pledged (III)
3i Infotech Limited	3i Infotech Holdings Private Limited	6,258,371,598 ordinary shares of MUR 1 each
	3i Infotech Asia Pacific Pte Limited	5,346,202 ordinary shares of SGD 1 each
	3i Infotech BPO Limited	100,000 equity shares of ₹ 10 each

Pledgor (I)	Company whose shares have been pledged (II)	Details of shares pledged (III)
3i Infotech Asia Pacific Pte Limited.	3i Infotech SDN BHD	5,000,000 shares of RM 1 each
3i Infotech Holdings Private Limited	3i Infotech Inc	100,138,406 Class A common stock of US$ 0.30 each and 1,000,000 Class B common stock of US$ 0.01 each
		935,187 Class A common stock of US$ 0.30 each (issued by 3i Infotech Inc to 3i Infotech Holdings Private Limited consequent to merger of 3i Infotech Financial Software Inc with 3i Infotech Inc effective December 31, 2017).
	3i Infotech (Middle East) FZ LLC	46,174 shares of AED 1000 each

17. OTHER FINANCIAL LIABILITIES

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Current		
Financial Liabilities at amortised cost		
Current maturities of long term debts	68.03	48.68
Current maturities of FCCB	19.04	-
Lease obligations	-	0.01
Interest accrued and not due on borrowings	2.37	2.90
Unclaimed dividends*	-	-
Dues to employees	48.12	43.64
Deposits Payable	0.51	1.01
Other Payables	-	-
Total	**138.07**	**96.24**

* As at 31st March,2020 there is no amount due and outstanding to the IEPF, Unclaimed Dividednd, if any, shall be transferred to IEPF as and when they become due.

18. TRADE PAYABLES

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Current		
Trade Outstanding Dues of Micro Enterprises and Small Enterprises	-	-
Trade Outstanding Dues of Creditors other than Micro and Small Enterprises	51.19	80.96
Total	**51.19**	**80.96**

19. OTHER LIABILITIES

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Current		
Unearned Revenue	53.97	49.52
Deferred Income	-	-
Advance received from Customers	0.96	2.56
Others		
Statutory Liabilities	41.99	29.19
Others	-	21.99
Total	**96.92**	**103.26**

20. PROVISIONS

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Non Current		
Provision for employee benefits (Refer Note 30)		
Gratuity	18.68	19.29
Leave encashment	0.94	0.99
Total	**19.62**	**20.28**
Current		
Provision for employee benefits (Refer Note 30)		
Gratuity	1.54	1.74
Leave encashment	0.91	1.09
Others Provision for Employee benefits	-	1.57
Total	**2.45**	**4.40**

21. LEASE LIABILITIES

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Non Current Lease Liabilities	43.01	-
Current Lease Liabilities	6.50	-
Total	**49.51**	**-**

22. REVENUE FROM OPERATIONS

₹ in Crores

Particulars	2019-20	2018-19
IT Solutions	1,083.69	1,067.10
Transaction services	57.63	54.65
Total	**1,141.32**	**1,121.75**

Timing of Revenue Recognition

₹ in Crores

Particulars	2019-20	2018-19
For Contractual obligations rendered at a point in time	90.09	53.00
For Contractual obligations rendered over a period of time	1,051.23	1,068.75
Total	**1,141.32**	**1,121.75**

Summary of Contract Balances

₹ in Crores

Particulars	2019-20	2018-19
Trade receivables	191.72	244.40
Contract assets*	238.47	169.12
Contract liabilities*	53.97	49.52

*Contract assets represents revenue accrued and not billed and unbilled revenues. Contract Liabilities represents Billing in excess of revenue.

The aggregate value of performance obligations that are unsatisfied as at March 31,2020 other than those meeting the exclusion criteria mentioned in note 2(g) is ₹293.58 Crores Out of this the company expects to recognise revenue of around 75% within the next one year and remaining thereafter. This includes contracts that can be terminated for convenience without a substantive penalty since based on current assessment, the occurence of the same is expected to be remote.

23. OTHER INCOME

₹ in Crores

Particulars	2019-20	2018-19
Interest income on		
Bank Fixed Deposits	7.92	10.35
Others	0.19	4.36
Financial Assets at amortised cost	-	-
Other Non Operating Income (Net of expenses directly attibutable to such income)		
Net gain/(loss) on disposal of property, plant and equipment	0.13	-
Foreign Exchange Fluctuation Gain	-	-
Financial Guarantee Commission Income	-	-
Others	-	
Provision reversal for doubtful advances	-	-
Amortisation of Deferred Income	-	-
Miscellaneous Income	11.30	6.34
Total	**19.54**	**21.05**

24. COST OF THIRD PARTY PRODUCTS AND SERVICES

₹ in Crores

Particulars	2019-20	2018-19
Cost of third party products and services	172.07	236.06
Total	**172.07**	**236.06**

25. EMPLOYEE BENEFITS EXPENSE

₹ in Crores

Particulars	2019-20	2018-19
Salaries, wages and bonus	628.49	577.61
Contribution to provident and other funds	15.65	13.56
Staff welfare expenses	3.80	5.77
Recruitment and training expenses	2.76	2.37
Employee Stock Option Expense	3.31	0.68
Gratuity Expenses	4.08	4.36
Total	**658.09**	**604.35**

26. FINANCE COST

₹ in Crores

Particulars	2019-20	2018-19
Interest expense on debts and borrowings *	83.09	81.66
Interest expense - Lease Liabilities (IndAS 116)	4.40	
Total Interest Expenses	**87.49**	**81.66**
Other borrowing costs		
Others	2.91	2.57
Total	**90.40**	**84.23**

* Includes unwinding of discount to the extent of ₹ 39.42 crores for the year ended March 31, 2020 (₹ 43.49 crores for the year ended March 31, 2019) on Preference Share Capital, FCCBs and Interest free debts as required by Ind AS 109.

27. DEPRECIATION AND AMORTISATION EXPENSE

₹ in Crores

Particulars	2019-20	2018-19
Depreciation on tangible assets	8.04	7.54
Depreciation on Right-Of-Use assets	10.55	-
Amortisation of intangible assets	0.49	0.82
Reversal of impaired intangible assets	-	(6.25)
Total	**19.08**	**2.11**

28. OTHER EXPENSES

₹ in Crores

Particulars	2019-20	2018-19
Electric power, fuel and water	7.44	7.32
Building	1.93	1.10
Others	2.31	1.91
Commission	4.23	-
Insurance	6.53	5.99
Legal and professional fees	38.66	33.66
Rates and taxes	1.07	3.01
Rent	6.49	21.13
Hire Charges	3.34	3.68
Telephone and internet expenses	5.15	5.29
Travelling and conveyance expenses	32.73	33.06
Allowance for doubtful debts and advances	12.21	3.59
Office expenses	3.31	2.53
Miscellaneous expenses	7.02	9.20
Foreign exchange fluctuation loss	7.05	5.14
Directors sitting fees	0.29	0.32
Net loss on disposal of property, plant and equipment	-	0.01
Total	**139.76**	**136.94**

(a) Details of Payments to auditors

₹ in Crores

Particulars	2019-20	2018-19
As auditor		
Audit Fee	0.75	0.70
Tax audit fee	0.07	0.05
In other capacity		
Consulting Fees	-	-
Other services (certification fees)	0.10	0.22
Re-imbursement of expenses	0.01	0.03
Total	**0.92**	**1.00**

(b) Corporate Social Responsibility (CSR) expenditure

As per Section 135 of the Companies Act, 2013, the Company does not meets the applicability threshold. Hence no expenditure has been incurred during the current year towards CSR activities.

(c) Research And Development Costs

The Group during the year has incurred cost on research and development activities which are not eligible for capitalisation in terms of Ind AS 38 and therefore they are recognised in statement of profit and loss. Amount charged to profit or loss during the year ended March 31, 2020 ₹ 30.09 crores (March 31, 2019: ₹ 25.03 crores) details of which are as follows:

₹ in Crores

Particulars	2019-20	2018-19
i. On Revenue Account :		
Payments to and provision for employees		
- Salaries, Wages, Bonus, Allowances, contribution to provident and other funds etc.	21.82	18.25
Other Expenses		
- Legal and Professional charges	0.20	0.14
- Other Expenses	1.07	2.18
- Cost of third party products and services	7.00	4.46
Total	**30.09**	**25.03**
ii. On Capital Account	-	-
Total Research and Development Expenditure (i + ii)	**30.09**	**25.03**

29. EARNINGS PER SHARE

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
(a) Basic earnings per share (Amount in ₹)	0.42	0.42
(b) Diluted earnings per share (Amount in ₹)	0.42	0.42
(c) Face Value per share (Amount in ₹)	10.00	10.00
(d) Reconciliations of earnings used in calculating earnings per share		
Basic earnings per share		
Profit attributable to the equity holders of the company used in calculating basic earnings per share (₹ in Crores)	68.03	68.15
Diluted earnings per share		
Profit attributable to the equity holders of the company used in calculating diluted earnings per share (₹ in Crores)	68.03	68.15
(e) Weighted average number of shares used as the denominator		
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	1,616,645,355	1,615,918,779
Adjustments for calculation of diluted earnings per share:		
Options*	-	-
Convertible Bonds*	-	-
Weighted average number of equity shares used as the denominator in calculating diluted earnings per share	**1,616,645,355**	**1,615,918,779**

*Since the market price of the shares is lower than the exercise price/ conversion price of potentially dilutive instruments, these instruments have not been considered for calculation of diluted EPS.

30. EMPLOYEE BENEFIT OBLIGATIONS

₹ in Crores

Particulars	March 31, 2020			March 31, 2019		
	Current	Non Current	Total	Current	Non Current	Total
Leave obligations	0.91	0.94	**1.85**	1.09	0.99	**2.08**
Gratuity	1.54	18.68	**20.22**	1.74	19.29	**21.03**
Total Employee Benefit Obligation	**2.44**	**19.62**	**22.06**	**2.83**	**20.28**	**23.11**

(i) Leave Obligations

The leave obligations cover the company's liability for sick and earned leave.

The amount of the provision of ₹ 0.91 crores (March 31, 2019: ₹ 1.09 crores) is presented as current, since the company does not have an unconditional right to defer settlement for any of these obligations.

(ii) Post Employement obligations

(a) Defined benefit plan - Gratuity

The company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by number of years of service upto 10 years and 26 days salary multiplied by number of years of service beyond 11 years.

The gratuity plan is a unfunded plan and the company makes contributions to recognised funds in India. The company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

The amount recognised in the balance sheet and the movement in the net defined benefit obligation over the period are as follows:

₹ in Crores

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at March 31, 2018	**20.25**	**-**	**20.25**
Forex on Translation	0.11	-	0.11
Current service cost	3.87	-	3.87
Interest expense/(income)	1.38	-	1.38
Total amount recognised in profit or loss	**5.36**	**-**	**5.36**
Remeasurements			
Return of plan assets, excluding amount included in interest (income)	-	-	-
(Gain)/Loss from change in demographic assumptions	(2.06)	-	(2.06)
(Gain)/Loss from change in financial assumptions	0.05	-	0.05
Experience (gains)/losses	0.16	-	0.16
Total amount recognised in other comprehensive income	**(1.85)**	**-**	**(1.85)**

₹ in Crores

Particulars	Present value of obligation	Fair value of plan assets	Net amount
Employer contributions	-	-	-
Benefit payments	(2.20)	-	(2.20)
Translation Differences	(0.01)	-	(0.01)
As at March 31, 2019	**21.55**	**-**	**21.55**
Forex on Translation	0.14	-	0.14
Current service cost	2.68	-	2.68
Interest expense/(income)	1.32	-	1.32
Total amount recognised in profit or loss	**4.15**		**4.15**
Remeasurements			-
Return of plan assets, excluding amount included in interest (income)	(0.28)	-	(0.28)
(Gain)/Loss from change in demographic assumptions	0.11	-	0.11
(Gain)/Loss from change in financial assumptions	(1.83)	-	(1.83)
Experience (gains)/losses	(0.87)	-	(0.87)
Total amount recognised in other comprehensive income	**(2.88)**	**-**	**(2.88)**
Employer contributions	-	-	-
Benefit payments	(2.25)	-	(2.25)
Translation Differences	0.01	-	0.01
As at March 31, 2020	**20.57**	**-**	**20.57**

The net liability disclosed above relates to funded and unfunded plans are as follows:

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Present value of unfunded obligations	20.57	21.55
Fair value of plan assets	-	-
Deficit of unfunded gratutiy plan	**20.57**	**21.55**

The following table shows a breakdown of the defined benefit obligation and plan assets by Geography:

₹ in Crores

Particulars	March 31, 2020		March 31, 2019	
	Gratuity		Gratuity	
	India	Mearc	India	Mearc
Present value of obligations	18.34	2.23	18.62	2.92
Fair value of plan assets	-	-	-	-
	18.34	**2.23**	**18.62**	**2.92**
Asset Ceiling	-	-	-	-
Total Liability	**18.34**	**2.23**	**18.62**	**2.92**

The significant actuarial assumptions were as follows:

Particulars	March 31, 2020	March 31, 2019
Discount rate	2.70% - 12.30%	2.70% - 11.70%
Expected return on plan assets		
Salary growth rate		
For first 3 years	0.00% - 3.00%	3.00% - 5.00%
After 3 years	1.00% to 2.00%	2.00%
Withdrawal rate		
Upto 4 years	0%-75%	3%-58.09%
5 years and above	0%-4%	3.00%-21.28%
Mortality rate	100.00%	100.00%

A quantitative sensitivity analysis for significant assumption as at March 31, 2020 is shown below:

₹ in Crores

Assumptions	Discount rate		Salary growth rate		Attrition rate	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	50% increase	50% decrease
March 31, 2020						
Impact on defined benefit obligation	12.87	15.68	15.76	12.79	14.97	13.18
% Impact	-9.20%	10.70%	11.20%	-9.80%	5.60%	-7.00%
March 31, 2019						
Impact on defined benefit obligation	13.18	15.82	15.88	13.11	14.96	13.78
% Impact	-8.50%	9.80%	10.20%	-9.00%	3.80%	-4.30%

₹ in Crores

Assumptions	Mortality rate	
Sensitivity Level	10% increase	10% decrease
March 31, 2020		
Impact on defined benefit obligation	14.20	14.14
% Impact	0.20%	-0.20%
March 31, 2019		
Impact on defined benefit obligation	14.43	14.39
% Impact	0.10%	-0.10%

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occuring at the end of the reporting period.

The Company's best estimate of future cash flows during the next 12 months is ₹ 15.85 crores (as at March 31, 2019 : ₹ 17.05 crores).

The average duration of the defined benefit plan obligation at the end of the reporting period is 10 years (March 31, 2019: 9 years)

Expected cash flows over the next (valued on undiscounted basis)

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
1 year	1.15	1.67
2 to 5 years	5.23	6.37
6 to 10 years	6.96	8.02
More than 10 years	27.12	28.38

(b) Defined contribution plans

The company also has defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual nor any contructive obligation. The expense recognised during the year towards defined contribution plan is ₹ 13.04 crores (March 31, 2019: ₹ 10.94 crores)

31. SHARE BASED PAYMENTS

(a) Employee option plan

The Company's Employee Stock Option Schemes are applicable to "Eligible Employees" as defined in the scheme which includes directors and employees of the Company and its subsidiaries. Currently, the Company has 3 schemes, ESOS 2000, ESOS 2007 and ESOS 2018 (as amended). ESOS Scheme 2000 and 2007 provide for issue of equity options up to 25% of the paid-up equity capital to eligible employees and ESOS Scheme 2018 provide for issue of equity options up to 15% of the paid-up equity capital to eligible employees.

The options granted under the ESOS scheme 2000 and 2007 vest in a phased manner over three years with 20%, 30% and 50% of the grants vesting at the end of each year commencing one year from the date of the grant and the same can be exercised within ten years from the date of the grant or five years from the date of vesting of options whichever is later by paying cash at a price determined on the date of the grant. The options granted under ESOS 2018 vest in a graded manner over a three year period, with 33%, 33% and 34% of the grants vesting in each year, commencing one year from the date of the grant and the same can be exercised within 5 years from the date of vesting. One Stock option if exercised will be equivalent to one equity share.

During the year ended March 31, 2013, the Board of Directors of the Company approved ESOS Plan -2013 under the existing scheme ESOS 2007. The plan consist of variations in certain terms with regard to vesting and certain other related matters in ESOS 2007. The options granted are convertible and one option is equivalent to one equity share each. This plan is applicable to all the new options granted to eligible employees for the year ended March 31, 2014.

During the year ended March 31, 2015, the Board of Directors of the Company approved ESOS Plan-2014 under the existing scheme ESOS 2007. The plan consists of variations in certain terms with regard to vesting and certain other related matters in ESOS 2007. The options granted are convertible and one option is equivalent to one equity share each. This plan is applicable to all the new options granted to eligible employees for the year ended March 31, 2015.

During the current year ended March 31, 2016, the Board of Directors of the Company approved ESOS Plan-2015 under the existing scheme ESOS 2007. The plan consists of variations in certain terms with regard to vesting and certain other related matters in ESOS 2007. The options granted are convertible and one option is equivalent to one equity share each. This plan is applicable to all the new options granted to eligible employees for the year ended March 31, 2016.

Vesting Criteria for ESOS plan 2013 and 2014 under ESOS Scheme 2007 is in the ratio of 33%, 33% and 34% vesting in each year, commencing one year from the date of grant. Vesting Criteria for ESOS plan 2015 under ESOS Scheme 2007 is in the ratio of 50%, 25% and 25% vesting in each year, commencing one year from the date of grant.

The existing options (other than those granted under ESOS plan-2013, ESOS plan-2014 & ESOS plan-2015) would continue to be governed by the existing terms.

During the year ended March 31, 2020, 10,00,000 Stock Options were granted (8,84,30,000 Options granted for the year ended March 31, 2019).

Movement during the year

The number and weighted average exercise prices (WAEP) of the options and movement during the period is as follows:

Particulars	March 31, 2020		March 31, 2019	
	Numer of options	WAEP	Numer of options	WAEP
Opening balance	103,960,400	10.24	18,959,900	17.27
Granted duing the period*	1,000,000	10.00	88,430,000	10.00
Exercised during the period	-	-	-	-
Expired during the period	-	-	810,000	10.00
Forfeited during the period	7,216,550	13.27	2,619,500	52.99
Closing balance**	**97,743,850**	**10.02**	**103,960,400**	**10.24**
Vested and exercisable	43,573,920	10.04	17,585,370	11.44

* During the year ended March 31, 2020, NIL options (for the year ended March 31, 2019 75,00,000 Options) granted to Managing Director and Global CEO.

** Includes 87,30,000 options granted to Managing Director/Executive Director and Non-Executive Directors (for the year ended March 31, 2019, 87,30,000 options)

The following tables summarize information about outstanding stock options:

As at March 31, 2020

Range of exercise price	Number of shares arising out of options	Weighted average remaining life (in years)	Weighted average exercise price (₹)
₹ 45 to ₹ 50	-	-	-
₹ 57 to ₹ 144	25,000	0	76
₹ 10	97,718,850	6	10

As at March 31, 2019

Range of exercise price	Number of shares arising out of options	Weighted average remaining life (in years)	Weighted average exercise price (₹)
₹ 45 to ₹ 50	-	-	-
₹ 57 to ₹ 144	375,000	0	77
₹ 10	103,863,400	7	10

(b) Expense arising from share based payment transactions

Total expenses arising from share based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

₹ in Crores

Particulars	2019-20	2018-19
Employee stock option expense	3.31	0.68
Total employee share-based payment expense	**3.31**	**0.68**

32. COMMITMENTS AND CONTINGENCIES

A. Commitments

i. Capital Commitments

Capital expenditure contracted for at the end of the reporting year but not recognised as liabilities is as follows:

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Property, plant and equipment	1.11	1.43

B. Contingent Liabilities

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
i. Claim against the company not acknowledged as debt		
- Disputed income tax matters	100.87	94.33
- Disputed service tax matters (excluding interest as applicable)	182.04	172.82
- Disputed sales tax matters	4.57	5.54
- Customer claims	13.14	50.84
- Others*	1.25	1.68
ii. Outstanding bank guarantees	34.34	48.38
iii. Other money for which the company is contingently liable		
- Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	1.11	1.43
- Uncalled capital pertaining to Joint Venture	-	-
iv. Arrears of Cummulative Preference Dividend (including dividend distribution tax thereon)	-	-

* Includes claim in respect of legal cases relating to Registrar and Transfer Services, which are reimbursable by the Principal to the extent of ₹ 1.20 crores (as at March 31, 2019: ₹ 1.18 crores).

The Company's pending litigation is in respect of proceedings pending with Tax Authorities and customer claims with various courts. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material impact on its financial statements.

33. INVESTMENT IN JOINT VENTURE

The Group has 47.50% interest in Process Central Limited, Joint Venture in Nigeria – Jointly Controlled Entity.

The aggregate amounts of assets, liabilities, income and expenses related to the Group's share in Process Central Limited (Joint venture in Nigeria) are as under:

Assets & Liabilities in Joint venture **₹ in Crores**

Particulars	March 31, 2020	March 31, 2019
Assets	0.25	0.25
Liabilities	0.21	0.21

There are no Income & Expense of Joint venture during the year and there are no Contingent Liabilities/ Capital Commitments.

34. DISCLOSURES REQUIRED BY SCHEDULE III

₹ in Crores

Name of the Entity in the Group	Net Assets, i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	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	136%	533.32	189%	127.89	47%	1.42	183%	129.31
Subsidiaries								
Indian :								
Professional Access Software Development Pvt Limited, (India)	0%	1.16	0%	-	0%	-	0%	-
3i-Infotech BPO Limited , (India)	11%	43.25	2%	1.61	6%	0.17	3%	1.78
3i Infotech Consultancy Services Limited, (India)	6%	23.76	2%	1.24	1%	0.04	2%	1.28
3i Infotech Outsourcing Services Limited (India)	0%	-	0%	-	0%	-	0%	-
Locuz Enterprise Solutions Limited, (India)	5%	18.55	1%	0.82	0%	-	1%	0.82
Foreign								
3i Infotech Inc., (USA)	49%	191.82	-56%	(37.61)	0%	-	-53%	(37.61)
3i Infotech Holdings Private Limited, (Mauritius)	144%	561.88	-19%	(12.91)	0%	-	-18%	(12.91)
3i Infotech (Africa) Limited, (Kenya)	-12%	(48.70)	-15%	(10.28)	3%	0.09	-14%	(10.19)
3i Infotech (Cyprus) Limited	0%	(1.27)	0%	(0.30)	0%	-	0%	(0.30)
3i Infotech Asia Pacific Pte. Ltd., (Singapore) (Consolidated)	18%	70.34	9%	5.80	0%	-	8%	5.80

Name of the Entity in the Group	Net Assets, i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	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
3i Infotech (Middle East) FZ LLC., (UAE)	-21%	(81.76)	-78%	(52.64)	14%	0.41	-74%	(52.23)
3i Infotech (UK) Limited, (UK) (Consolidated)	-1%	(2.61)	0%	0.19	0%	-	0%	0.19
3i Infotech Saudi Arabia LLC., (Saudi Arabia)	-15%	(58.55)	-9%	(5.91)	29%	0.85	-7%	(5.06)
Elegon Infotech Ltd., (China)	0%	-	0%	-	0%	-	0%	-
3i infotech South Africa (PTY) Ltd	0%	(0.47)	0%	(0.10)	0%	-	0%	(0.10)
3i Infotech Software Solution LLC	0%	0.49	0%	(0.07)	0%	-	0%	(0.07)
3i Infotch Nigeria Limited			-1%	(1.00)			-1%	(1.00)
3i Infotech Netherlands B.V.			-1%	(0.61)			-1%	(0.61)
Adjustments arising out of consolidation	-218%	(854.95)	77%	51.90	0%	-	74%	51.90
Non Controlling Interest in all subsidiaries/Associates (Investment as per the equity method)								
Indian								
Locuz Enterprise Solutions Limited, (India)	-1%	(4.82)	-1%	(0.42)	0%	-	-1%	(0.41)
Foreign								
Joint Ventures (as per proportionate consolidation/ investment as per the equity method)								
Indian								
Foreign								
Process Central Limited, (Nigeria)++	0%	0.05	0%	-	0%	-	0%	-
	100%	**391.47**	**100%**	**67.61**	**100%**	**2.98**	**100%**	**70.59**

35. GROUP INFORMATION AND RELATED PARTY TRANSACTIONS

Parent Company's Subsidiaries /Joint ventures are listed below :

Name of Subsidiaries	Percentage of holding	Country of Incorporation
3i Infotech Holdings Private Limited	100% held by Parent Company	Mauritius
3i Infotech (Africa) Limited	100% held by 3i Infotech (Middle East) FZ LLC	Kenya
3i Infotech (Middle East) FZ LLC	100% held by 3i Infotech Holdings Private Limited	UAE
3i Infotech (Thailand) Limited	100% held by 3i Infotech Asia Pacific Pte Limited	Thailand
3i Infotech (UK) Limited	100% held by Parent Company	UK
3i Infotech (Western Europe) Group Limited	100% held by 3i Infotech (Western Europe) Holdings Limited	UK
3i Infotech (Western Europe) Holdings Limited	100% held by 3i Infotech (UK) Limited	UK
Rhyme Systems Limited	100% held by 3i Infotech (Western Europe) Group Limited	UK
3i Infotech Asia Pacific Pte Limited	100% held by Parent Company	Singapore
3i Infotech Inc	100% held by 3i Infotech Holdings Private Limited	USA
3i Infotech Saudi Arabia LLC	100% held by Parent Company	Kingdom of Saudi Arabia
3i Infotech SDN BHD	100% held by 3i Infotech Asia Pacific Pte Limited	Malaysia
3i Infotech (Cyprus) Limited (formerly known as Black-Barret Holdings Limited)	100% held by 3i Infotech Holdings Private Limited	Cyprus
3i Infotech Services SDN BHD	100% held by 3i Infotech Asia Pacific Pte Limited	Malaysia
Elegon Infotech Limited	100% held by Parent Company	China
3i Infotech (South Africa) (Pty) Limited	100% held by 3i Infotech Holdings Private Limited	Republic of South Africa
Professional Access Software Development Private Limited	100% held by 3i Infotech (Cyprus) Limited	India
3i Infotech BPO Limited	100% held by Parent Company	India
3i Infotech Consultancy Services Limited	100% held by Parent Company	India
3i Infotech Software Solutions LLC	100% held by 3i Infotech Holdings Private Limited	Dubai
3i Infotech (Canada) Inc.	100% held by 3i Infotech Holdings Private Limited	Canada
3i Infotech Nigeria Limited	100% held by 3i Infotech Holdings Private Limited	Nigeria
3i Infotech Netherlands B.V.	100% held by 3i Infotech Holdings Private Limited	Netherlands

Name of Subsidiaries	Percentage of holding	Country of Incorporation
Locuz Inc. (Ceased to be subsidiary w.e.f November 1, 2019)	100% held by Locuz Enterprise Solutions Limited	USA
Locuz Enterprise Solutions Limited. (Ceased to be subsidiary w.e.f November 1, 2019)	74% held by Parent Company	India
IFRS Cloud Solutions Limited – (Voluntarily struck off from Register on November 28, 2019 and stands dissolved)	100% held by 3i Infotech Inc (USA)	India

The details of our investment in the joint venture is listed below:

Name of Joint Venture	Percentage of holding	Country of incorporation
Process Central Limited	47.50% held by 3i Infotech (Middle East) FZ LLC	Nigeria

As on March 31, 2020, the number of subsidiaries are 23 (twenty three).

Key Managerial Personnel (KMP) :

Name of Related Party	Designation / Details	Remarks
1. Mr. Padmanabhan Iyer	Managing Director, Global CEO and CFO	Appointed on November 11, 2014*
2. Mr. Rajeev Limaye	Company Secretary	Appointed on July 05, 2016
3. Mr. Ashok Shah	Chairman	Appointed on October 01, 2015
4. Dr. Shashank Desai	Director	Resigned on July 30, 2020
5. Mr. Gautam Dutta	Nominee Director- IDBI Bank Ltd	Resigned as a Director on June 14, 2019 due to withdrawal of nomination by IDBI Bank
6. Ms. Zohra Chatterji	Director	Appointed on March 24, 2020
7. Ms. Ranjeev Kumar Sinha	Nominee Director- IDBI Bank Ltd	Appointed on June 14, 2019
8. Ms. Anjoo Navalkar	Non - Executive Director	Appointed on November 16, 2018
9. Ms. Avaya Kumar Mohapatra	Nominee Director- Allahabad Bank	Resigned as a Director on June 5, 2020 due to withdrawal of nomination by Allahabad Bank

* November 11, 2014 was the date of appointment of Mr. Padmanabhan Iyer as CFO of the Company. He has also been appointed as an Executive Director on the Board of the Company on May 18, 2016, as an acting CEO on June 7, 2016 and as Managing Director and Global CEO of the Company effective August 11, 2016.

Related Party Transactions

Key management personnel compensation **₹ in Crores**

Particulars	2019-20	2018-19
Short term employee benefits		
Salaries and other employee benefits to Whole-time directors and executive officers	3.27	2.42
Commission and other benefits to non-executive / independent directors	0.29	0.36
Post-employment benefits*	-	-
Long term employee benefits*	-	-
Employee share based payment*	-	-
	3.55	**2.78**

The Company had received approval from the Ministry of Corporate Affairs (MCA) for waiver of ₹ 61,54,452 against a total remuneration of ₹1,23,08,903 paid to Mr. Padmanabhan Iyer, Managing Director of the Company for the period from 11/8/2016 to 31/3/2017 with a direction to the Company to recover remaining (excess) remuneration of ₹ 61,54,451 paid to him for the period from 11/08/2016 to 31/03/2017, under intimation to the MCA.

The Company had obtained prior approval from lenders and also approval from Shareholders by means of Special Resolution at the Annual General Meeting held on September 6, 2017 and thus complied with the provisions of Section 197 of the Companies Act, 2013. The Company has received a notice from MCA dated April 5, 2018 in respect of recovery of the excess remuneration paid to Mr. Iyer in the year 2016-17 and the same was not recovered in view of the Companies Amendment Bill passed in 2018 and on the basis of the legal opinion obtained by the Company.

As advised by the Management of the Company, the Company again took approval of the Shareholders for waiver of recovery of excess remuneration paid to Mr. Iyer at the 26th Annual General Meeting held on December 12, 2019.

* The amounts of Post employement benefits, Long term employee benefits and Employee share based payments cannot be seperately identified from the composite amount advised by the actuary / valuer.

36. SEGMENT REPORTING

The Group's Chief Operating Decision Maker (CODM) is the Chief Executive Officer and Managing Director. CODM monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the standalone financial statements. Also, the Company's financing (including finance costs and finance income) and income taxes are managed on a Group basis and are not allocated to operating segments.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

A. For management purposes, the Company is organised into business units based on its products and services and has two reportable segments, as follows:

IT Solutions

Transaction Services

Year ended March 31, 2020 **₹ in Crores**

Particulars	IT Solutions	Transaction Services	Total segments	Adjustments and eliminations	Consolidated
Revenue					
External customers	1083.61	57.71	1141.32	-	1141.32
Inter-segment	-	-	-	-	-
Total revenue	**1083.61**	**57.71**	**1141.32**	**-**	**1141.32**
Income/(Expenses)					
Other material cost	782.02	44.75	826.77	-	826.77
Segment profit	**301.59**	**12.96**	**314.55**	**-**	**314.55**
Total assets					**1528.66**
Total liabilities					**1528.66**

Year ended March 31, 2019 **₹ in Crores**

Particulars	IT Solutions	Transaction Services	Total segments	Adjustments and eliminations	Consolidated
Revenue					
External customers	1067.26	54.49	1121.75	-	1121.75
Inter-segment	-	-	-	-	-
Total revenue	**1067.26**	**54.49**	**1121.75**	**-**	**1121.75**
Income/(Expenses)					
Other material cost	790.27	38.98	829.25	-	829.25
Segment profit	**277.00**	**15.50**	**292.50**	**-**	**292.50**
Total assets					**1491.66**
Total liabilities					**1491.66**

Inter-segment revenues are eliminated upon consolidated and reflected in the 'adjustments and eliminations' column. All other adjustments and eliminations are part of detailed reconciliaitons presented further below.

Considering the nature of the Group's Business, the assets and liabilities cannot be identified to any specific business segment.

Adjustments and eliminations

Finance income and costs, and fair value gains and losses on financial assets are not allocated to individual segments as the underlying instruments are managed on a group basis.

Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on a group basis.

B. Reconciliations to amounts reflected in financial statements

Reconciliation of profit **₹ in Crores**

Particulars	**2019-20**	**2018-19**
Segment profit	314.55	292.50
Finance cost	90.40	84.23
Depreciation and amortisation expense	19.08	2.11
Foreign Exchange Fluctuation loss/(gain)	7.05	5.13
Operating, Selling and Other expenses	136.10	142.97
Un-allocable income	19.54	21.05
Tax expense	13.43	10.96
Profit after tax	**68.03**	**68.15**

Considering the nature of the Group's Business, the assets and liabilities cannot be identified to any specific business segment.

Disclosure of details of secondary Segments , being geographies , are as under :

₹ in Crores

Segment Revenue	**2019-20**	**2018-19**
Emerging Markets	768.71	773.22
Developed Markets	372.61	348.53
	1141.32	**1121.75**

Emerging Markets : South Asia, Asia Pacific,Middle East and Africa Geography entities.

Developed Markets : U.S. and U.K. Geography entities

Information about major customers

No Single customer represents 10% or more of the group's total revenue for the year ended March 31, 2020 and March 31, 2019.

37. FAIR VALUE MEASUREMENTS

i. Financial Instruments by Category

₹ in Crores

Particulars	**Carrying Amount**		**Fair Value**	
	March 31, 2020	**March 31, 2019**	**March 31, 2020**	**March 31, 2019**
Amortised cost				
Trade Receivables	191.72	244.40	191.72	244.40
Cash and Cash Equivalents	89.53	101.19	89.53	101.19
Other Bank Balances	1.47	3.53	1.47	3.53
Loan	-	0.09	-	0.09
Other Financial Assets	219.02	163.21	219.02	163.21
FVTPL				
Investment in Equity Instruments	0.16	0.16	0.16	0.16
Total	**501.90**	**512.58**	**501.90**	**512.58**

₹ in Crores

Particulars	Carrying Amount		Fair Value	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
FINANCIAL LIABILITIES				
Amortised cost				
Borrowings	765.91	845.40	765.91	845.40
Lease Liabilities	49.51	-	49.51	-
Trade Payables	51.19	80.96	51.19	80.96
Other financial liabilities	138.07	96.24	138.07	96.24
Total	**1,004.68**	**1,022.60**	**1,004.68**	**1,022.60**

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The fair values for loans and security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the Fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

The fair values of non current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

The fair value of unquoted equity instruments carried at fair value through profit or loss are not materially different from their carrying amount. Hence the impact of fair valuation is considered to be insignificant in the financial statements.

ii. Fair Value Hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table:

Assets and liabilities measured at amortised cost and for which fair values are disclosed in the financial statements:

Particulars	March 31, 2020			Total
	Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Financial Assets				
Deposits			13.56	**13.56**
Total Financial Assets	**-**	**-**	**13.56**	**13.56**
Financial Liabilities				
Borrowings	-	-	852.98	852.98
Total Financial Liabilities	**-**	**-**	**852.98**	**852.98**

Particulars	March 31, 2019			Total
	Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Financial Assets				
Deposits			16.61	**16.61**
Total Financial Assets	**-**	**-**	**16.61**	**16.61**
Financial Liabilities				
Borrowings			894.08	894.08
Total Financial Liabilities	**-**	**-**	**894.08**	**894.08**

There have been no transfers among Level 1, Level 2 and Level 3 during the year.

Level 1 - Level 1 hierarchy includes Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity shares and preference shares included in level 3.

iii. Valuation technique used to determine fair value

Specific Valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

iv. Valuation processes

The finance department of the Group includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Managing Director (MD) and the audit committee (AC). Discussions of valuation processes and results are held between the MD, AC and the valuation team at least once every three months, in line with the company's quarterly reporting periods.

38. FINANCIAL RISK MANAGEMENT

The Group is exposed primarily to fluctuations in foreign currency exchange rates ,credit ,liquidity and interest rate risk ,which may adversely impact the fair value of its financial instruments. The Group has a risk management policy which covers risks associated with the financial assets and liabilities . The risk management policy is approved by Board of Directors . The focus of the risk management committee is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the Group.

i. Market Risk

Market risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of the change in market prices . Such changes in the value of financial instruments may result from changes in the foreign currency exchange, interest rates, credit ,liquidity and other market changes. The Group's exposure to market risk is primarily on account of foreign currency exchange rate risk.

(a) Foreign currency exchange rate risk

The fluctuation in foreign currency exchange rate may have potential impact on the statement of profit and loss and the other comprehensive income and equity ,where any transaction reference more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the Group.

Considering the countries and the economic environment in which the Group operates, its operations are subject to risk arising from fluctuations in exchange rates in those countries. The risks primarily relates to fluctuations in US Dollar and Great Britain Pound against the functional currency of the Group.

The Group , as per its current risk management policy ,does not use any derivatives instruments to hedge foreign exchange . Further ,any movement in the functional currency of the various operations of the Group against major foreign currencies may impact the Group's revenue in international business.

The Group evaluates the impact of the foreign exchange rate fluctuation by assessing its exposure to exchange rate risks. Apart from exposures of foreign currency payables and receivables, which partially are naturally hedged against each other, the Group does not use any hedging instruments to hedge its foreign currency exposures; in line with the current risk management policies.

The foreign exchange rate sensitivity is calculated by aggregation of the net foreign exchange rate exposure and a simultaneous parallel foreign exchange rate shift of all the currencies by 10% against the functional currency of the Group.

The following analysis has been worked out based on the net exposures of the Group as on the date of Balance Sheet which could affect the statement of profit and loss and the other comprehensive income and equity .

The following table set forth information relating to foreign currency exposure as at March 31,2020:

₹ in Crores

	USD	GBP	AED	Total
Total financial assets	307.38	9.23	0.15	316.76
Total financial liabilities	1,150.13	2.10	2.80	1,155.03

1% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Group would result in decrease /increase in the Group 's profit before tax by approximately ₹ 623.84 crores for the year ended March 31,2020.

The following table set forth information relating to foreign currency exposure as at March 31,2019:

₹ in Crores

	USD	GBP	Total
Total financial assets	272.59	10.81	283.40
Total financial liabilities	999.39	2.06	1,001.45

1% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Group would result in decrease /increase in the Group 's profit before tax by approximately ₹ 495.93 crores for the year ended March 31,2019.

(b) Interest rate risk

The Group's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market.

(ii) Credit risk

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, investments carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables and unbilled revenues.

(1) Credit risk management

- **Trade receivables and Unbilled revenues**

"The credit risk has always been managed by the group through an assessment of the companies financials , market intelligence and customers credibility. The Company makes provisions for Debtors and Unbilled based on a critical assessment of the amount in relation to the ageing combined with the historical trend observed in the respective geography, the past history of the client and comparison with similar projects to determine the recoverability of the receivables.

- **Other Financials Assets**

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

(2) Credit risk exposure

- Trade receivables and Unbilled revenues

The carrying amount of trade receivables and unbilled revenues represents the maximum credit exposure from customers. The maximum exposure to credit risk from customers is ₹ 430.19 crores (March 31, 2019: ₹ 413.51 crores). The lifetime expected credit loss on customer balance for the year ended March 31, 2020 is ₹ 64.68 crores (March 31, 2019: ₹ 50.18 crores).

Reconciliation of loss allowance provision - Trade receivables and Unbilled revenue

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Balance at the beginning	50.18	77.22
Impairment loss recognised/reversed	11.24	1.21
Amount written off against Trade receivables	2.83	(30.50)
Translation differences	0.42	2.25
Balance at the end	**64.68**	**50.18**

- **Other Financial Assets**

The carrying amount of cash and cash equivalents, investments carried at amortised cost, deposits with banks and financial institutions and other financial assets represents the maximum credit exposure. The maximum exposure to credit risk is ₹ 108.57 crores (March 31, 2019: ₹ 124.86 crores). The 12 months expected credit loss and lifetime expected credit loss on these financial assets for the year ended March 31, 2020 is ₹ 1.31 crores (March 31, 2019: ₹ 1.38 crores).

Reconciliation of loss allowance provision - other financial assets

₹ in Crores

Particulars	March 31, 2020		March 31, 2019	
	12 month expected losses	life-time expected losses	12 month expected losses	life-time expected losses
Balance at the beginning	-	1.38	-	3.15
Add(Less): Changes in loss allowances due to changes in risk parameters	-	(0.07)	-	(1.77)
Balance at the end	**-**	**1.31**	**-**	**1.38**

(iii) Liquidity risks

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Company consistently generated sufficient cash flow from operations to meet its financial obligation as and when they fall due .

The table below provides details regarding the contractual maturities of significant financial liabilities as at :

March 31,2020 **₹ in Crores**

Particulars	Due in 1 year	Due in 1-2 year	Due in 2-5 year	Due after 5 years	Total
Non-derivative financial liabilities :					
Trade and other payables	51.19	-	-	-	51.19
Borrowings including Interest thereon	176.64	122.33	245.81	838.45	1,383.23
Lease Liabilities	6.50	5.81	18.30	18.91	49.51
Other financial liabilities	138.07	-	-	-	138.07
Total	**372.40**	**128.14**	**264.11**	**857.36**	**1,622.01**

March 31, 2019 ₹ in Crores

Particulars	Due in 1 year	Due in 1-2 year	Due in 2-5 year	Due after 5 years	Total
Non-derivative financial liabilities :					
Trade and other payables	80.96	-	-	-	80.96
Borrowings including Interest thereon	170.72	128.96	340.70	857.82	1,498.20
Other financial liabilities	96.24	-	-	-	96.24
Total	**347.92**	**128.96**	**340.70**	**857.82**	**1,675.40**

39. CAPITAL MANAGEMENT

For the purpose of the company's capital management, capital includes issued equity capital, convertible instruments, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value..

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Borrowings	353.59	469.97
Trade payables	51.19	80.96
Other payables	234.99	199.5
Convertible preference shares	412.32	375.43
Less: Cash and Cash equivalents and Other Bank Balances	(91.00)	(104.72)
Net Debt	**961.09**	**1021.14**
Equity Share Capital	1616.65	1616.64
Other Equity	(1,225.18)	(1,293.43)
Total Equity	**391.47**	**323.21**
Capital and net debt	**1352.56**	**1344.35**
Gearing ratio	**71.06**	**75.96**

40. ASSETS PLEDGED AS SECURITY

The carrying amount of assets pledged as security for current and non current borrowings are:

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
CURRENT ASSETS		
i. Financial Assets		
Trade Receivable	191.72	244.40
Cash and cash equivalents	89.53	101.19
Bank Balances Other than above	1.47	3.53
Other Financial Assets	207.54	154.40
ii. Non Financial Assets		
First Charge		
Inventories	-	0.60
Other Current Assets (excluding Prepaid Expenses)	19.79	11.71
Total current assets pledged as security	**510.05**	**515.84**
NON CURRENT ASSETS		
Land - Leasehold	0.35	0.36
Building - Leasehold	124.93	128.03
Plants and equipments	0.47	0.29
Furniture and Fixtures	1.38	0.89
Vehicle	0.41	0.05
Office Equipments	1.99	1.85
Computer Hardware	7.75	7.18
Intangible Assets	230.58	230.32
Total non current assets pledged as security	**367.87**	**368.98**

41. OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The following table presents the recognised financial instruments that are offset and other agreements but not offset, as at March 31, 2020 and March 31, 2019. The column 'net amount' shows the impact on the company's balance sheet if all set-off rights were exercised.

₹ in Crores

Particulars	Effects of offsetting on the balance sheet			Related amounts not offset	
	Gross amount	Gross amounts set off in the balance sheet	Net amount presented in the balance sheet	Financial instru-ments collateral	Net amount
March 31, 2020					
Financial assets					
Cash and cash equivalents	89.53	-	89.53	(89.53)	-
Bank Balances Other than above	1.47	-	1.47	(1.47)	-

₹ in Crores

Particulars	Effects of offsetting on the balance sheet			Related amounts not offset	
	Gross amount	Gross amounts set off in the balance sheet	Net amount presented in the balance sheet	Financial instru-ments collateral	Net amount
Trade receivables	192.95	(1.22)	191.72	(191.72)	-
Other financial assets	207.87	(0.33)	207.54	(207.54)	-
Total	**491.81**	**(1.55)**	**490.26**	**(697.80)**	**-**
Financial liabilities					
Trade payables	52.74	(1.55)	51.19	-	51.19
Borrowings	765.91	-	765.91	(697.80)	68.12
Other Financial Liabilities	138.07	-	138.07	-	138.07
Total	**956.72**	**(1.55)**	**955.17**	**(697.80)**	**257.38**
March 31, 2019					
Financial assets					
Cash and cash equivalents	101.19	-	101.19	(101.19)	-
Bank Balances Other than above	3.53	-	3.53	(3.53)	-
Trade receivables	263.45	(19.04)	244.40	(244.40)	-
Other financial assets	157.61	(3.21)	154.40	(154.40)	-
Total	**525.77**	**(22.24)**	**503.52**	**(503.52)**	**-**
Financial liabilities					
Trade payables	100.78	(19.82)	80.96	-	80.96
Borrowings	845.40	-	845.40	(503.52)	341.89
Other Financial Liabilities	98.66	(2.42)	96.24	-	96.24
Total	**1,044.84**	**(22.24)**	**1,022.60**	**(503.52)**	**519.09**

42. LEASES

Transition

Effective April 1, 2019, the Company adopted Ind AS 116, Leases and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the ROU asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019.

On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of ₹ 46.61 Crores, 'Net investment in sublease' of ROU asset of ₹ 0.21 crore and and lease liability of ₹ 49.88 Crores. The cumulative effect of applying the standard, amounting to ₹ 3.06 Crores was debited to retained earnings, net of taxes. The effect of this adoption is insignificant on the profit before tax, profit for the period and earnings per share. Ind AS 116 has resulted in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments.

The following is the summary of practical expedients elected on initial application :

1. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
2. Applied the exemption not to recognize ROU assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
3. Excluded the initial direct costs from the measurement of the ROU asset at the date of initial application.
4. Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

The difference between the lease obligation recorded as of March 31, 2019 under Ind AS 17 disclosed under Note 30 of the Consolidated financial statements forming part of the 2019 Annual Report and the value of the lease liability as of April 1, 2019 is primarily on account of inclusion of extension and termination options reasonably certain to be exercised, in measuring the lease liability in accordance with Ind AS 116 and discounting the lease liabilities to the present value under Ind AS 116.

The weighted average incremental borrowing rate applied to lease liabilities of the respective entitites as at April 1, 2019.

The changes in the carrying value of ROU assets for the year ended March 31, 2020 are as follows :

₹ in Crores

Particulars	**Category of ROU Asset**
	Buildings
Balance as at April 1, 2019	**46.61**
Reclassified on account of adoption of Ind AS 116 (Refer to Note 2(i))	-
Additions	14.14
Deletion	(4.47)
Depreciation	(10.12)
Balance as at March 31, 2020	**46.15**

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the Statement of Profit and Loss.

The break-up of current and non-current lease liabilities as at March 31, 2020 is as follows:

₹ in Crores

Particulars	**March 31, 2020**
Current Lease Liabilities	6.50
Non-Current Lease Liabilities	43.01
Total	**49.51**

The movement in lease liabilities during the year ended March 31, 2020 is as follows:

₹ in Crores

Particulars	March 31, 2020
Balance at the beginning	**49.88**
Additions	14.14
Finance cost accrued during the period	4.16
Deletions	(5.53)
Payment of lease liabilities	(13.10)
Translation difference	(0.03)
Balance at the end	**49.51**

The details of the contractual maturities of lease liabilities as at March 31, 2020 on an undiscounted basis are as follows:

₹ in Crores

Particulars	March 31, 2020
Less than one year	10.83
One to five years	42.88
More than five years	14.70
Total	**68.40**

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Rental expense recorded for short-term leases was ₹ 3.01 Crores for the year ended March 31, 2020.

Rental income on assets given on operating lease to subsidiaries was ₹ nil crores for the year ended March 31, 2020.

The movement in the net investment in sublease in ROU asset during the year ended March 31, 2020 is as follows :

₹ in Crores

Particulars	March 31, 2020
Balance at the beginning of the period	**0.21**
Interest income accrued during the period	0.01
Lease receipts	(0.25)
Translation difference	0.04
Balance at the end of the period	**0.00**

The details of the contractual maturities of net investment in sublease of ROU asset as at March 31, 2020 on an undiscounted basis are as follows :

₹ in Crores

Particulars	March 31, 2020
Less than one year	-
One to five years	-
More than five years	-
Total	**-**

43. The accounts of certain Trade Receivables, Trade Payables, Loans and Advances and Banks are however, subject to formal confirmations/reconciliations and consequent adjustments, if any. However, the management does not expect any material difference affecting the current year's financial statements on such reconciliation/adjustments.

44. The books of accounts of 3i Infotech Saudi Arabia LLC reflect debit balances /credit balances net amounting to ₹ 4.30 crores. This net difference represents entries passed in previous financial years in various accounts based on local accounting and compliance requirements which has not been incorporated in the above consolidated results. The Company is in the process of reconciling the differences.

45. Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID-19):

The Group has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, unbilled revenues, goodwill and intangible assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Group, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts and consensus estimates from market sources on the expected future performance of the Group. The Group has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered.

46. Previous year's figures have been regrouped / rearranged wherever necessary to conform to the current year's presentation.

For and on behalf of the board

Padmanabhan Iyer
CFO, Managing Director and Global CEO
(DIN: 05282942)

Shashank Desai
Director
(DIN: 00143638)

Rajeev Limaye
Company Secretary
(M.No.: A17168)

Navi Mumbai
Date: May 22, 2020

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3i INFOTECH LIMITED
CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2020

USD Million

Particulars	March 31, 2020	March 31, 2019
ASSETS		
Non-Current Assets		
(a) Property, Plant and Equipment	18.59	20.33
(b) Right-Of-Use Asset	6.18	-
(c) Goodwill	58.21	62.76
(d) Other Intangible Assets	30.85	33.22
(e) Financial Assets		
(i) Investments	0.02	0.02
(ii) Other Financial Assets	1.54	1.27
(f) Deferred Tax Asset (Net)	0.52	0.53
(g) Income Tax Asset	17.62	17.90
(h) Other Non-Current Assets	1.59	2.93
Total Non Current Assets	**135.12**	**138.96**
Current assets		
(a) Inventories	-	0.09
(b) Financial Assets		
(i) Investments	-	-
(ii) Trade Receivables	25.65	35.26
(iii) Cash and Cash Equivalents	11.98	14.60
(iv) Bank Balances Other than (iii) above	0.20	0.51
(v) Loans	-	0.01
(vi) Other Financial Assets	27.77	22.27
(c) Other Current Assets	3.81	3.48
Total Current Assets	**69.41**	**76.22**
TOTAL	**204.53**	**215.18**
EQUITY AND LIABILITIES		
Equity		
(a) Equity Share capital	216.29	233.21
(b) Other Equity	(163.92)	(186.59)
Equity attributable to equity holders of the parent	**52.37**	**46.62**
Non Controlling Interest	-	0.63
Total Equity	**52.37**	**47.25**
Liabilities		
Non Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	102.47	117.38
(ii) Lease Liabilities	5.75	-
(b) Provisions	2.62	2.93
Total Non Current Liabilities	**110.84**	**120.31**
Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	-	4.57
(ii) Lease Liabilities	0.87	-
(iii) Trade Payables	6.85	11.68
(iv) Other Financial Liabilities	18.47	13.88
(b) Other Current Liabilities	12.98	14.91
(c) Provisions	0.34	0.63
(d) Current Tax Liabilities (Net)	1.81	1.95
Total Current Liabilities	**41.32**	**47.62**
TOTAL	**204.53**	**215.18**

Note: The above balance sheet is just the conversion of Consolidated Balance Sheet of 3i Infotech Ltd (prepared as per IND AS) ₹ in Crores. The conversion has been done at exchange rate of ₹74.74339 for the year ended March 31, 2020 and ₹69.32100 for the year ended March 31, 2019.

3i INFOTECH LIMITED
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

USD Million

	Particulars	2019-20	2018-19
	REVENUE		
I	Revenue from operations (net)	161.26	160.80
II	Other income	2.76	3.02
III	**Total Revenue (I + II)**	**164.02**	**163.82**
IV	**EXPENSES**		
	Employee benefits expense	92.98	86.63
	Cost of third party products and services	24.31	33.84
	Finance costs	12.77	12.07
	Depreciation and amortization expense	2.70	0.30
	Other expenses	19.75	19.63
	Total Expenses	**152.51**	**152.47**
V	**Profit/(loss) before tax for the year (III- IV)**	**11.51**	**11.35**
VI	Tax expense		
	Current tax	1.94	1.53
	Adjustment of tax relating to earlier periods	(0.01)	0.10
	Deferred tax	(0.03)	(0.06)
VII	**Profit/(loss) for the year (V - VI)**	**9.61**	**9.78**
	OTHER COMPREHENSIVE INCOME		
	A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods:		
	Remeasurement of gains (losses) on defined benefit plans	0.43	0.27
	Income tax effect	(0.01)	0.00
	B. Other Comprehensive income to be reclassified to profit and loss in subsequent periods:	-	-
	Other Comprehensive income for the year, net of tax	**0.42**	**0.27**
	TOTAL COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	**10.03**	**10.05**
	Total comprehensive income for the year, net of tax attributable to:		
	Profit for the year attributable to:		
	Equity holders of the parent	9.55	9.65
	Non-controlling interests	0.06	0.13
	Other comprehensive income for the year attributable to:		
	Equity holders of the parent	0.42	0.27
	Non-controlling interests	-	-
	Total comprehensive income for the year attributable to:		
	Equity holders of the parent	9.97	9.92
	Non-controlling interests	0.06	0.13

Note: The above statement of Profit and Loss is just the conversion of Consolidated Statement of Profit and Loss of 3i Infotech Ltd (prepared as per IND AS) ₹ in Crores. The conversion has been done at exchange rate of ₹70.77698 for the year ended March 31, 2020 and ₹69.75905 for the year ended March 31, 2019.

STATEMENT PURSUANT TO FIRST PROVISO TO SUB-SECTION (3) OF SECTION 129 OF THE COMPANIES ACT 2013 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014 IN THE PRESCRIBED FORM AOC-1 RELATING TO SUBSIDIARY COMPANIES / JOINT VENTURE (PART A & PART B)

Sr. No.	Name of Entities	Financial year of Entities ended on	Extent of interest of 3i Infotech Limited in the capital of the Entity
1	3i Infotech Holdings Private Limited	March 31, 2020	100%
2	3i Infotech (Africa) Limited	March 31, 2020	@100%
3	3i Infotech (Middle East) FZ LLC	March 31, 2020	$100%
4	3i Infotech (Thailand) Limited	March 31, 2020	*100%
5	3i Infotech (UK) Limited	March 31, 2020	100%
6	3i Infotech (Western Europe) Group Limited	March 31, 2020	$$100%
7	3i Infotech (Western Europe) Holdings Limited	March 31, 2020	##100%
8	Rhyme Systems Limited	March 31, 2020	*$100%
9	3i Infotech Asia Pacific Pte Limited	March 31, 2020	100%
10	3i Infotech Inc.	March 31, 2020	$100%
11	3i Infotech Saudi Arabia LLC	March 31, 2020	100%
12	3i Infotech SDN BHD	March 31, 2020	*100%
13	3i Infotech (Cyprus) Limited (formerly known as Black-Barret Holdings Limited)	March 31, 2020	$100%
14	3i Infotech Services SDN BHD	March 31, 2020	*100%
15	Elegon Infotech Limited	March 31, 2020	100%
16	3i Infotech (South Africa) (Pty) Limited	March 31, 2020	$100%
17	Professional Access Software Development Private Limited	March 31, 2020	#100%
18	3i Infotech BPO Limited	March 31, 2020	100%
19	3i Infotech Consultancy Services Limited	March 31, 2020	100%
20	3i Infotech Software Solutions LLC	March 31, 2020	$100%
21	3i Infotech (Canada) Inc.	March 31, 2020	$100%
22	3i Infotech Nigeria Limited	March 31, 2020	$100%
23	3i Infotech Netherlands B.V.	March 31, 2020	$100%
24	Process Central Limited++ - Joint Venture	March 31, 2020	@47.50%

$ Held by 3i Infotech Holdings Private Limited (Mauritius)

* Held by 3i Infotech Asia Pacific Pte Ltd (Singapore)

Held by 3i Infotech (Cyprus) Limited (formerly known as Black-Barret Holdings Limited)

Held by 3i Infotech (UK) Limited (UK)

$$ Held by 3i Infotech (Western Europe) Holdings Limited (UK)

*$ Held by 3i Infotech (Western Europe) Group Limited (UK)

@ Held by 3i Infotech (Middle East) FZLLC (UAE)

++ Joint Venture of 3i Infotech (Middle East) FZ LLC with Soft Solutions Ltd, Skye Bank PLC and Unity Bank PLC

STATEMENT PURSUANT TO FIRST PROVISO TO SUB-SECTION (3) OF SECTION 129 OF THE COMPANIES ACT 2013, READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES , 2014 IN THE PRESCRIBED FORM AOC-1 RELATING TO SUBSIDIARY COMPANIES / JOINT VENTURE (PART A & PART B)

₹ in Crores

Sr No.	Entity	Country of Incorporation	Reporting Currency	Exchange Rate	% of Shareholdings	Issued and Subscribed Share Capital	Reserves	Total Assets	Total Liabilities	Investments	Turnover	Profit/ (Loss) before Taxation	Provision for Taxation	Profit/(Loss) after Taxation	Proposed Dividend
1	3i Infotech Inc (USA)$	USA	USD	74.7434	100%	226.71	(485.97)	1,072.54	1,072.54	-	381.88	(29.09)	0.45	(29.55)	-
2	3i Infotech Holdings Private Limited (Mauritius)$	Mauritius	USD	74.7434	100%	1,633.55	(630.92)	1,774.28	1,774.28	1,603.63	-	(4.74)	-	(4.74)	-
3	3i Infotech (Africa) Limited (Kenya)&	Kenya	KES	0.7054	100%	0.01	(48.71)	4.13	4.13	-	4.92	(9.03)	-	(9.03)	-
4	3i Infotech (Cyprus) Limited (Cyprus)$	Cyprus	USD	74.7434	100%	0.02	(1.29)	0.02	0.02	0.00	-	(0.22)	-	(0.22)	-
5	Professional Access Software Development Pvt Limited (India)	India	INR	1.0000	100%	0.86	0.30	2.73	2.73	-	-	-	-	-	-
6	3i Infotech Asia Pacific Pte. Ltd. (Singapore)$$	Singapore	SGD	52.4825	100%	28.06	(4.25)	116.00	116.00	4.06	48.24	1.99	0.35	1.64	-
7	3i Infotech SDN BHD (Malaysia)*	Malaysia	MYR	17.3154	100%	8.66	43.28	83.14	83.14	-	30.25	2.18	0.33	2.51	-
8	3i Infotech (Thailand) Limited (Thailand)**	Thailand	THB	2.2804	100%	2.28	(3.46)	39.50	39.50	-	41.63	0.91	0.52	0.39	-
9	3i Infotech Services SDN BHD (Malaysia)*	Malaysia	MYR	17.3154	100%	(0.96)	(0.97)	-	-	-	-	(0.00)	-	(0.00)	-
10	3i Infotech (Middle East) FZ LLC (UAE)$$	UAE	AED	20.3425	100%	93.93	(45.73)	1,743.76	1,743.76	0.01	212.49	32.92	0.69	32.23	-
11	3i Infotech (UK) Limited (UK)£	UK	GBP	92.4796	100%	29.84	(32.44)	10.74	10.74	-	11.31	0.26	-	0.26	-
12	3i Infotech (Western Europe) Holdings Limited (UK)£	UK	GBP	92.4796	100%	18.06	12.02	67.69	67.69	17.94	-	-	-	-	-
13	3i Infotech (Western Europe) Group Limited (UK)£	UK	GBP	92.4796	100%	17.94	147.25	77.38	77.38	-	-	-	-	-	-
14	Rhyme Systems Limited (UK)£	UK	GBP	92.4796	100%	1.85	(0.33)	2.18	2.18	-	-	-	-	-	-
15	3i Infotech BPO Limited (India)	India	INR	1.0000	100%	0.10	43.15	43.15	43.15	-	48.98	2.03	0.42	1.61	-
16	3i Infotech Saudi Arabia LLC (Kingdom of Saudi Arabia)#	Kingdom of Saudi Arabia	SAR	19.8316	100%	0.99	11.74	228.04	228.04	-	93.60	9.07	11.07	(2.00)	-
17	3i Infotech Consultancy Services Limited (India)	India	INR	1.0000	100%	4.81	18.95	33.82	33.82	-	59.20	1.49	0.25	1.24	-
18	Elegon Infotech Ltd. (China)¤	China	CNY	10.5398	100%	17.52	(17.52)	-	-	-	-	-	-	-	-
19	3i infotech South Africa (PTY) Ltd. +++	Republic of South Africa	ZAR	4.1735	100%	-	(0.47)	0.11	0.11	-	-	(0.15)	-	(0.15)	-
20	Process Central Limited (Nigeria)++ - Joint Venture	Nigeria	NGN	0.1964	47.5%	0.84	0.79	0.25	0.25	-	-	-	-	-	-
21	3i Infotech Nigeria Limited (Nigeria)++	Nigeria	NGN	0.1964	100%	0.06	(1.00)	5.99	5.99	-	-	(1.00)	-	(1.00)	-
22	3i Infotech Netherlands B.V.++++	Netherlands	EUR	82.2143	100%	-	(0.61)	0.08	0.08	-	-	(0.61)	-	(0.61)	-

Sr No.	Entity	Country of Incorporation	Reporting Currency	Exchange Rate	% of Shareholdings	Issued and Subscribed Share Capital	Reserves	Total Assets	Total Liabilities	Investments	Turnover	Profit/ (Loss) before Taxation	Provision for Taxation	Profit/(Loss) after Taxation	Proposed Dividend
23	3i Infotech (Canada) Inc.$	Canada	USD	74.7434	100%	-	-	-	-	-	-	-	-	-	-
24	3i Infotech Software Solutions LLC$$	UAE	AED	20.3425	100%	0.61	(0.12)	3.01	3.01	-	2.91	(0.06)	-	(0.06)	-

Details of Subsidiaries sold and struck off:

1) Locuz Enterprise Solutions Limited & Locuz Inc. sold on November 1, 2019

2) IFRS Cloud Solutions Limited was struck off the ROC register voluntarily from register of Registrar of Companies, Mumbai on November 28, 2019 and stands dissolved.

$ Converted to Indian Rupees at the Exchange rate, 1 USD = 64.8232
S$ Converted to Indian Rupees at the Exchange rate, 1 SGD = 49.3791
£ Converted to Indian Rupees at the Exchange rate, 1 GBP = 90.8066
* Converted to Indian Rupees at the Exchange rate, 1 MYR = 16.7674
** Converted to Indian Rupees at the Exchange rate, 1 THB = 2.0697
# Converted to Indian Rupees at the Exchange rate, 1 SAR = 17.2626
$$ Converted to Indian Rupees at the Exchange rate, 1 AED = 17.6487
& Converted to Indian Rupees at the Exchange rate, 1 KES = 0.6351
¤ Converted to Indian Rupees at the Exchange rate, 1 CNY = 10.3201
++ Converted to Indian Rupees at the Exchange rate, 1 NGN = 0.1777
+++ Converted to Indian Rupees at the Exchange rate, 1 ZAR = 5.4631
++++ Converted to Indian Rupees at the Exchange rate, 1 EUR = 82.2143

For and on behalf of the board

Padmanabhan Iyer
CFO, Managing Director and Global CEO
(DIN: 05282942)

Shashank Desai
Director
(DIN: 00143638)

Rajeev Limaye
Company Secretary
(M. No. A17168)

Navi Mumbai
Date: May 22, 2020

Standalone Financial Statements

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF 3i INFOTECH LIMITED

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of **3i INFOTECH LIMITED** ("*the Company*") which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "the Standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS 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, 2020, and its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the 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 independence requirements that are relevant to our audit of the standalone Ind AS 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 Ind AS 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 Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the standalone Ind AS 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 matters described below to be the key audit matters to be communicated in our report:

<table>
<tr><th>Sr.No.</th><th>Key Audit Matter</th><th>How was the matter addressed in our audit</th></tr>
<tr><td>1</td><td><u>Revenue recognition – Fixed price development contracts</u>

The Company inter alia engages in Fixed-price development contracts, where, revenue is recognized using the percentage of completion computed as per the input

method based on management's estimate of contract costs (Refer Note 2(d) and Note 20 to the standalone financial statements)

We identified revenue recognition of fixed price development contracts as a KAM considering –

• There is an inherent risk around the accuracy of revenues given the customized and complex nature of these contracts and significant involvement of IT systems;

• Application of revenue recognition accounting standard is complex and involves a number of key judgments and estimates including estimating the future cost-to-completion of these contracts, which is used to determine the percentage of completion of the relevant performance obligation;

• These contracts may involve onerous obligations on the Company that require critical estimates to be made by management; and

• At year-end a significant amount of work in progress (Contract assets and liabilities) related to these contracts is recognised on the balance sheet.</td><td><u>Principal Audit Procedures:</u>

Our audit procedures on revenue recognized from fixed price development contracts included:

• Obtaining an understanding of the systems, processes and controls implemented by management for recording and calculating revenue and the associated contract assets, unearned and deferred revenue balances.

• On selected samples of contracts, we tested that the revenue recognized is in accordance with the accounting standard by–
– Evaluating the identification of performance obligation;
– Testing management's calculation of the estimation of contract cost and onerous obligation, if any. We:
➢ Observed that the estimates of cost to complete were reviewed and approved by appropriate levels of management;
➢ Performed a retrospective review of costs incurred with estimated costs to identify significant variations and verify whether those variations have been considered in estimating the remaining costs to complete the contract;
➢ Assessed the appropriateness of work in progress (contract assets) on balance sheet by evaluating the underlying documentation to identify possible delays in achieving milestones which may require change in estimated costs to complete the remaining performance obligations; and
➢ Performed test of details including analytics to determine reasonableness of contract costs.</td></tr>
<tr><td>2</td><td><u>Evaluation of uncertain tax position and contingent liability</u>

The Company is subject to periodic challenges by local tax authorities on a range of tax matters during the normal course of business including transfer pricing and direct and indirect tax matters. These involve significant management judgment to determine the possible outcome of the uncertain tax positions, consequently having an impact on related accounting and disclosures in the standalone Ind AS financial statements. Refer Notes 2(t) and 31 to the standalone financial statements.</td><td><u>Principal Audit Procedures:</u>

Our audit procedures include the following substantive procedures:

• Obtained understanding of key uncertain tax positions; and

• We along with our internal tax experts-
– Read and analysed select key correspondences, external legal opinions / consultations by management for key uncertain tax positions;
– Discussed with appropriate senior management and evaluated management's underlying key assumptions in estimating the tax provisions; and
– Assessed management's estimate of the possible outcome of the disputed cases;</td></tr>
</table>

Sr.No.	Key Audit Matter	How was the matter addressed in our audit
3	**<u>Assessment of impairment on investment in subsidiaries, Joint Ventures and Intangible Assets</u>** As described in note 5 to the standalone financial statements, the carrying amount of investments in subsidiaries and joint ventures recorded in the separate financial statements is ₹1,199.84 crores (net of impairment) as of March 31, 2020. The Company recognized impairment loss on investments in subsidiaries and joint ventures amounted to ₹ 1,146.85 Crores in previous years. As described in note 4 to the standalone financial statements, intangible assets balance of ₹ 224.07 Crores as of 31 March 2020, which relates system development, software, other license costs and other intangible assets and arose mainly from past acquisitions. For the purpose of performing impairment assessments, all intangible assets have been allocated to company's cash generating units ("CGUs"). The Company identifies whether an impairment indication occurs every year and performs impairment test over investments in subsidiaries, joint venture and CGU of Intangible Assets that have an indefinite useful life and compares the carrying amount with the greater of the calculated value-in-use and fair value used to determine whether it is impaired. In estimating the value-in-use, management's judgment is involved in determining the key assumptions such as sales growth rate, gross profit margin, net profit margin, cash flows, discount rate and terminal growth rate that have a significant impact on the estimated value-in-use. Considering significant degree of judgment in estimating value-in-use and likelihood of management bias, we identified assessment of impairment on investments in subsidiaries, joint ventures and Intangible Assets as a key audit matter.	**<u>Principal Audit Procedures:</u>** We understood, evaluated and validated management's key controls over the impairment assessment process. • We compared the methodology used (value-in-use calculations based on future discounted cash flows) by the Company to market practice. • We obtained management's future cash flow forecasts, tested the mathematical accuracy of the underlying value-in-use calculations and compared the same to the approved budget and future forecasts. We also compared historical actual results to those budgeted to assess the quality of management's forecasts. • We also assessed the reasonableness of key assumptions used in the calculations, comprising sales growth rates, gross profit margin, net profit margin, perpetual growth rate and discount rates. When assessing these key assumptions, we discussed them with management to understand and evaluate management's basis for determining the assumptions, and compared them to external industry outlook reports and economic growth forecasts from a number of sources. • We also obtained from management valuation report from external valuation expert. • We obtained and tested management's sensitivity analysis around the key assumptions, to ascertain that selected adverse changes to key assumptions, both individually and in aggregate, would not cause the carrying amount of investment to exceed the recoverable amount. • We evaluated management's assessment on whether any events or change in circumstances indicate there may be a change in the expected useful lives of intangible assets. • We found the Company's estimates and judgments used in the impairment assessment and useful life to be supported by the available evidence.

Emphasis of Matter

We draw attention to Note No 43 of the Standalone Ind AS financial statements, which relates to differences in balances with the subsidiary 3i Infotech Saudi Arabia LLC amounting to ₹75.56 crores, relating to various previous financial years, for which the company is in process of obtaining approvals for compliances.

Our Opinion is not modified in respect of this matter.

Other Information

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholders information, but does not include the standalone Ind AS financial statements and our auditor's report thereon. The above stated reports are expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the above stated reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's Responsibility for the Standalone Ind AS 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the standalone 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Ind AS financial statements, the Board of Directors 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 Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS 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 Ind AS 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 Ind AS 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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 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 Ind AS 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 Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone Ind AS financial statements that individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS 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 Ind AS 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 Ind AS 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 the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, 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 Standalone Ind AS financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Standalone Ind AS financial statements have been kept by the Company so far as it appears from our examination of those books.

   c) The company has a branch office, although no separate books of accounts are prepared by the Branch and hence section 143(8) does not apply to the company.

   d) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

   e) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   f) In our opinion, there are no financial transactions or matters which have any adverse effect on the functioning of the company

   g) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

   h) There is no adverse remark relating to the maintenance of accounts and other matters connected therewith.

   i) With respect to adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **"Annexure B"**

   j) In our opinion and to the best of our information and according to the explanations given to us, we report as under 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, 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 as referred to Note 31 to the Standalone Ind AS financial statement.

      (ii) The Company has made provision, as required under the applicable law or accounting standard, for material foreseeable laws if any, on long term contracts.

(iii) has been no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

k) 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 company to its directors during the year is in accordance with the provisions of section 197 of the Act.

For **GMJ & Co**
Chartered Accountants
FRN: 103429W

CA Sanjeev Maheshwari
Partner
M. No.: 038755
UDIN: 20038755AAAABC4047

Place : Navi Mumbai
Date : May 22,2020

Annexure 'A' to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of "The Company" of even date)

i. In respect of the company's Property, plant and equipment:

a. The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.

b. During the year, the Company in accordance to a phased programme has physically verified Furniture & Fixtures, Office equipment, Plant & Machinery and Computers, which in our opinion is reasonable, considering the size of the company and the nature of its assets. No material discrepancies were noticed on such physical verification.

c. Based on the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company, except in respect of immovable properties of Land & Building that have been taken on lease and disclosed as fixed assets in Note No.3 to the Standalone and Ind AS financial statements, title deeds of the same are in erstwhile name of the company.

ii As the Company is a service company, primarily rendering software services. Accordingly, it does not hold any physical inventories during the year. Accordingly, paragraph 3(ii) of the Order is not applicable to the Company.

iii. The Company has granted loans (taking over of lenders liability of wholly owned subsidiary in terms of DRS Scheme) to a body corporate covered in the register maintained under section 189 of the companies act 2013 which are outstanding as on the date of financial statements.

a. During the year, 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 Companies Act, 2013. Accordingly, paragraph 3(iii)(a) of the order is not applicable.

b. In respect of existing loans outstanding, the schedule of repayment of principal and interest has been stipulated, and the parties are repaying the principal amounts, as stipulated, and also regular in payment of interest.

c. In respect of existing loans outstanding as on March 31, 2020, there is no amount which was overdue during the year.

iv. In our opinion and according to the information and explanations given to us, the Company has not advanced any loan, provided guarantee and security covered in Section 185 of the Act. The Company has complied with the provisions of Section 186 of the Act to the extent applicable, with respect to the loans and investments made, guarantees given and security provided.

v. The Company has not accepted deposits from public within the meaning of directives issued by RBI (Reserve Bank of India) and Sections 73 to 76 or any other relevant provisions of the Act and rules framed there under.

vi. The Central Government has not prescribed the maintenance of cost records under Section 148 (1) of the Companies Act 2013, for any of the services rendered by the Company. Accordingly, paragraph 3(vi) of the Order is not applicable.

vii. a) According to the information and explanations given to us and on the basis of examination of records, the Company has generally been regular in depositing amounts deducted/ accrued in respect of undisputed statutory dues including provident fund, Employees' State insurance, income tax, goods and service tax , duty of customs, cess and other material statutory dues applicable to it with the appropriate authorities.

According to the information and explanations given to us and on the basis of examination of records of the Company, no undisputed amounts payable in respect of provident fund, Employees' State insurance, income tax, goods and service tax, duty of customs, cess and other material statutory dues were in arrears as at March 31, 2020 for a period more than six months from the date they became payable.

b) According to the books of accounts and records as produced and examined by us in accordance with the generally accepted auditing practices in India, as at March 31,2020, the following are the particulars of the dues that have not been deposited on the account of dispute.

Name of Statute	Nature of Demand	Period to which amount Relates	Amount of Dispute	Amount Paid/ Adjusted	Amount Unpaid	Forum where dispute is pending
MVAT Act, 2002	Sales Tax	Financial Year 2005-06, 2006-07	0.28	-	0.28	Sales Tax Officer
Karnataka Sales Tax Act, 1957	Sales Tax	Financial Year 2009-10	3.89	2.04	1.85	Appellate deputy Commissioner
AP VAT Act,2005	Sales Tax	Financial Year 2009-10 and 2010-11	0.68	-	0.68	Appellate deputy Commissioner
Income Tax Act 1961	Income Tax	Assessment Year 2004-05	1.00	-	1.00	Commissioner of Income Tax(Appeals)
		Assessment year 2007-08	25.25	25.25	-	Income Tax Appellate Tribunal
		Assessment year 2007-08	5.64	5.64		Income Tax Appellate Tribunal
		Assessment year 2007-08	2.83	-	2.83	Income Tax Appellate Tribunal
		Assessment year 2006-07	0.18	-	0.18	
Finance Act, 1994	Service Tax	Financial year 2004-05 to 2006-07, 2006-07, 2012-13	2.81	0.21	2.60	Commissioner (Appeal)
		Financial Year 2004-05 to 2008-09,2009-10, 2010-11, 2011-12	168.81	-	168.81	CESTAT
		Financial year 2014-15 and 2015-16	1.04	-	1.04	Additional Commissioner of GST & C. Ex
		Financial Year 2004-05 & 2005-06	0.15	0.03	0.12	Commissioner of Service Tax

viii. As per clause 3.4 of the Supplement Restructuring Agreement in terms of DRS to the Master Restructuring Agreement dated 30th March, 2012 with the lenders and as per the revised terms of the Foreign Currency Convertible Bonds (FCCB), there is no default in repayment of dues to the banks, financial institutions and debenture holders.

ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year or in the recent past. Based on the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud by or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the management.

xi. According to the information and explanations given to us and based on our examination of the records, during the year the Company has paid managerial remuneration as per the limits prescribed under Section 197 of the Act.

xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.

xiii. According to information and explanations given us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by Ind AS 24, Related Party Disclosures specified under section 133 of the Act read with the relevant rules issued thereunder. Refer Note 32 to the standalone Ind AS financial statements.

xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, the provisions of clause 3(xiv) of the Order are not applicable to the Company.

xv. According to information and explanations given to us and based on our examination of records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly paragraph 3 (xv) of the Order is not applicable.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly paragraph 3 (xvi) of the Order is not applicable.

For GMJ & Co
Chartered Accountants
FRN: 103429W

CA Sanjeev Maheshwari
Partner
M. No.: 038755

UDIN: 20038755AAAABC4047

Place : Navi Mumbai

Date : May 22,2020

Annexure – 'B' to the Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

(Referred to in paragraph 2(i) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of 3i Infotech Limited of even date)

We have audited the internal financial controls over financial reporting of "**3i infotech Limited**" ("the Company") as of March 31, 2020 in conjunction with our audit of the Standalone Ind AS 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 ('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 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. 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 judgment, 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 standalone 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations 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 Standalone 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 31,2020, 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 **GMJ & Co**
Chartered Accountants
FRN: 103429W

CA Sanjeev Maheshwari
Partner
M. No.: 038755
UDIN: 20038755AAAABC4047

Place : Navi Mumbai
Date : May 22,2020

3i INFOTECH LIMITED
STANDALONE BALANCE SHEET AS AT MARCH 31, 2020

₹ in Crores

Particulars	Notes	March 31, 2020	March 31, 2019
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	3	138.02	138.64
(b) Right-Of-Use Assets	3	44.58	-
(c) Other Intangible Assets	4	224.07	224.66
(d) Financial Assets			
(i) Investments	5	1,199.84	1,167.21
(ii) Loans	5	40.83	40.83
(iii) Other Financial Assets	5	10.73	5.14
(e) Deferred Tax Asset (Net)	10	-	-
(f) Income Tax Asset (Net)		112.29	98.17
(g) Other Non-Current Assets	9	5.09	8.01
		1,775.45	**1,682.66**
Current assets			
(a) Inventories		-	-
(b) Financial Assets			
(i) Trade Receivables	6	653.04	629.00
(ii) Cash and Cash Equivalents	7	67.24	79.47
(iii) Bank Balances Other than (iii) above	8	0.00	0.00
(iv) Loans	5	-	0.01
(v) Other Financial Assets	5	69.93	58.89
(c) Other Current Assets	9	10.61	8.03
		800.82	**775.40**
TOTAL		**2,576.27**	**2,458.06**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	11	1,616.65	1,616.64
(b) Other Equity	12	(1,083.34)	(1,214.24)
		533.31	**402.40**
Liabilities			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	739.61	812.15
(ii) Lease Liabilities	19	42.54	-
(iiI) Other Financial Liabilities	15	5.00	5.00
(b) Provisions	18	15.37	15.39
		802.52	**832.54**
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	13.08	12.13
(ii) Lease Liabilities	19	5.31	-
(iii) Trade Payables	16		
Total outstanding dues of micro enterprises and small enterprises		0.53	0.02
Total outstanding dues of creditors other than micro enterprises and small enterprises		41.81	66.94
(iv) Other Financial Liabilities	15	1,165.00	1,133.73
(b) Other Current Liabilities	17	12.93	8.35
(c) Provisions	18	1.78	1.95
		1,240.44	**1,223.12**
TOTAL		**2,576.27**	**2,458.06**

Significant Accounting Policies and Notes forming part of the Financial Statements 1 to 45

As per our report of even date attached
For GMJ & CO
Chartered Accountants
F. R. No. 103429W

S. Maheshwari
Partner
M.No.: 038755
UDIN: 20038755AAAABC4047

Navi Mumbai
Date: May 22, 2020

For and on behalf of the board

Padmanabhan Iyer
CFO, Managing Director and Global CEO
(DIN: 05282942)

Shashank Desai
Director
(DIN: 00143638)

Rajeev Limaye
Company Secretary
(M.No.: A17168)

Navi Mumbai
Date: May 22, 2020

3i INFOTECH LIMITED

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

₹ in Crores

Particulars	Notes	2019-20	2018-19
Revenue from operations (net)			
Revenue from operations (net)	20	338.27	283.93
Other income	21	103.02	221.55
Total Revenue (I)		**441.29**	**505.48**
EXPENSES			
Employee benefits expense	23	128.69	88.63
Cost of third party products and services	22	43.72	29.01
Finance costs	24	86.62	80.56
Depreciation and amortization expense	25	16.31	6.82
Other expenses	26	37.99	49.61
Total Expenses (II)		**313.33**	**254.63**
Profit/(loss) before exceptional items and tax (I-II)		**127.96**	**250.85**
Exceptional Items		-	-
Profit/(loss) before tax		**127.96**	**250.85**
Tax expense:			
Current tax		-	-
Adjustment of tax relating to earlier periods		0.07	-
Deferred tax		-	-
Profit/(loss) for the period		**127.89**	**250.85**
OTHER COMPREHENSIVE INCOME			
A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods:			
Remeasurement of gains (losses) on defined benefit plans		1.41	1.40
Income tax effect		-	-
B. Other Comprehensive income to be reclassified to profit and loss in subsequent periods:		-	-
Other Comprehensive income for the year, net of tax		**1.41**	**1.40**
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX		**129.30**	**252.25**
Earnings per share for profit			
Basic EPS	28	0.79	1.55
Diluted EPS		0.79	1.55

Significant Accounting Policies and Notes forming part of the Financial Statements 1 to 45

As per our report of even date attached
For GMJ & CO
Chartered Accountants
F. R. No. 103429W

S. Maheshwari
Partner
M.No.: 038755
UDIN: 20038755AAAABC4047

Navi Mumbai
Date: May 22, 2020

For and on behalf of the board

Padmanabhan Iyer
CFO, Managing Director and Global CEO
(DIN: 05282942)

Shashank Desai
Director
(DIN: 00143638)

Rajeev Limaye
Company Secretary
(M.No.: A17168)

Navi Mumbai
Date: May 22, 2020

3i INFOTECH LIMITED
STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2020

₹ in Crores

Particulars	2019-20	2018-19
CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit/(Loss) before income tax from:		
Continuing operations	127.96	250.85
Profit before income tax	**127.96**	**250.85**
Adjustments for:		
Depreciation and amortisation expense	16.31	6.82
Employee share-based payment expense	3.31	0.68
Allowance for doubtful debts	(2.97)	(1.64)
Net loss on disposal of property, plant and equipment	-	0.02
Net gain on disposal of property, plant and equipment	(0.01)	-
(Gain)/Loss on the sale of Investments (IGAAP)	(0.20)	-
(Gain)/Loss on the sale of Investments (IndAS)	2.34	-
(Gain)/Loss on modification of leased assets (IndAS116)	(0.12)	-
Guarantee Commission Income	(0.78)	(0.96)
Interest Income on Financial Assets at Amortised Cost	(20.10)	(19.16)
Miscellaneous Income	(0.97)	(129.98)
Remeasurement of Employee benefit obligation	1.41	1.40
Interest income classified as investing cash flows	(11.69)	(18.12)
Finance costs	86.62	80.56
Net foreign exchange differences	(69.42)	(51.67)
Rent - Right-To-Use Assets (IndAS116)	(10.88)	-
Change in operating assets and liabilities:		
(Increase)/Decrease in trade receivables	16.82	(31.73)
Increase/(decrease) in trade payables	(23.56)	(5.28)
(Increase) in other financial assets	(7.01)	(11.71)
(Increase)/decrease in other non-current assets	2.92	(3.60)
(Increase)/decrease in other current assets	(2.55)	(1.48)
Increase/(decrease) in provisions	(0.62)	0.42
Increase in other current liabilities	(2.03)	(5.66)
Cash generated from operations	**104.78**	**59.77**
Less: Income taxes paid	**11.82**	**(26.75)**
Net cash inflow from operating activities	**92.96**	**86.52**
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payments for property, plant and equipment	(6.47)	(3.82)
Payments for software development costs	(0.10)	(0.08)
Proceeds from sale of subsidiary	23.00	-
Proceeds from sale of property, plant and equipment	0.01	0.01

3i INFOTECH LIMITED
STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31,2020

₹ in Crores

Particulars	2019-20	2018-19
Repayment of loans by employees	0.01	0.13
Dividends received	0.23	-
Interest received	-	6.39
Net cash inflow (outflow) from investing activities	**16.68**	**2.64**
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayment of borrowings	(83.67)	(2.51)
Repayment of borrowings - Related Parties	0.00	(2.93)
Interest paid	(37.43)	(35.51)
Dividends paid	(0.64)	(0.64)
Dividend distribution tax paid	(0.13)	(0.32)
Net cash inflow (outflow) from financing activities	**(121.87)**	**(41.91)**
Net increase (decrease) in cash and cash equivalents	(12.23)	47.25
Cash and Cash Equivalents at the beginning of the financial year	79.47	32.22
Effects of exchange rate changes on Cash and Cash Equivalents		
Cash and Cash Equivalents at end of the year	**67.24**	**79.47**
Cash and cash equivalents as per above comprise of the following:		
Cash and cash equivalents		
Balances with banks:		
- On current accounts	3.35	5.19
- On deposit accounts	63.89	74.28
Cash on hand	0.00	0.00
Balances per statement of cash flows	**67.24**	**79.47**

Notes :

1. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Ind AS 7 on "Statement of Cash Flows" notified by the Companies Act, 2013.
2. Previous year's figures have been regrouped / rearranged wherever necessary to conform to the current year's presentation.

Significant Accounting Policies and Notes forming part of the Financial Statements 1 to 45

As per our report of even date attached
For GMJ & CO
Chartered Accountants
F. R. No. 103429W

S. Maheshwari
Partner
M.No.: 038755
UDIN: 20038755AAAABC4047

Navi Mumbai
Date: May 22, 2020

For and on behalf of the board

Padmanabhan Iyer
CFO, Managing Director and Global CEO
(DIN: 05282942)

Shashank Desai
Director
(DIN: 00143638)

Rajeev Limaye
Company Secretary
(M.No.: A17168)

Navi Mumbai
Date: May 22, 2020

3i INFOTECH LIMITED
STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31,2020

A Equity Share Capital

₹ in Crores

Particulars	Balance at the Beginning of the year	Changes in Equity share capital during the year	Balance at the end of the year
March 31, 2019			
Numbers	**1,615,358,178**	**1,286,684**	**1,616,644,862**
Amount	**1,615.36**	**1.28**	**1,616.64**
March 31, 2020			
Numbers	**1,616,644,862**	**10,004**	**1,616,654,866**
Amount	**1,616.64**	**0.01**	**1,616.65**

B Other Equity

₹ in Crores

Particulars	Reserves and Surplus: Equity Component of Compound financial instruments	Capital Reserve	Securities Premium Reserve	Share Based Payment Reserve	Retained Earnings	Property, Plant and Equipment Reserve	Share Suspense account - Equity Shares	Total
As at April 01, 2018	**19.32**	**0.07**	**895.78**	**2.11**	**(2,526.99)**	**116.31**	**25.94**	**(1,467.46)**
Profit for the year					250.85			**250.85**
Other comprehensive income					1.40			**1.40**
Total comprehensive income for the year	-	-	-	-	252.25	-	-	252.25
FCCB conversions during the year	(0.43)		0.40		0.32			**0.29**
Share based payment expense				0.68				**0.68**
Amortisation of Revaluation Reserve					2.76	(2.76)		**-**
Dividend on Preference Shares					0.00			**0.00**
Transfer to Retained Earnings								**-**
As at March 31, 2019	**18.89**	**0.07**	**896.18**	**2.79**	**(2,271.66)**	**113.55**	**25.94**	**(1,214.24)**
Profit for the year					127.89			**127.89**
Other comprehensive income					1.41			**1.41**
Total comprehensive income for the year	-	-	-	-	129.30	-	-	129.30
FCCB conversions during the year	(0.01)		0.00		0.01			**0.01**
Share based payment expense				3.31				**3.31**
Amortisation of Revaluation Reserve					2.76	(2.76)		**-**
Dividend on Preference Shares					0.00			**0.00**
Transfer to Retained Earnings					(1.72)			**(1.72)**
As at March 31, 2020	**18.88**	**0.07**	**896.18**	**6.10**	**(2,141.30)**	**110.79**	**25.94**	**(1,083.34)**

Significant Accounting Policies and Notes forming part of the Financial Statements 1 to 45

As per our report of even date attached
For GMJ & CO
Chartered Accountants
F. R. No. 103429W

S. Maheshwari
Partner
M.No.: 038755
UDIN: 20038755AAAABC4047

Navi Mumbai
Date: May 22, 2020

For and on behalf of the board

Padmanabhan Iyer
CFO, Managing Director and Global CEO
(DIN: 05282942)

Shashank Desai
Director
(DIN: 00143638)

Rajeev Limaye
Company Secretary
(M.No.: A17168)

Navi Mumbai
Date: May 22, 2020

3i Infotech Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

1 Corporate Information

3i Infotech Limited (referred to as "the Company") is a Global Information Technology Company committed to Empowering Business Transformation. A comprehensive set of IP based software solutions, coupled with a wide range of IT services, uniquely positions the Company to address the dynamic requirements of a variety of industry verticals of Banking and Financial Services Industry (BFSI), predominantly Banking, Insurance, Capital Markets, Asset & Wealth Management. The Company also provides solutions for other verticals such as Government, Manufacturing, Retail, Distribution, Telecom and Healthcare.

The Company is a public limited Company incorporated and domiciled in India. Its shares are listed on Bombay Stock Exchange and National Stock Exchange in India. The address of its registered office is International Infotech Park, Tower No.5, 3rd to 6th floors, Vashi, Navi Mumbai-400 703.

The financial statements for the year ended March 31, 2020 were approved by the Board of Directors and authorised for issue on May 22, 2020.

2 Significant Accounting Policies

a) Statement of compliance

The Standalone financial statements which comprises of Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss for the year ended 31st March 2020, the Statement of Cash Flows for the year ended 31st March 2020 and the Statement of Changes in Equity for the year ended 31st March 2020 and accounting policies and other explanatory information (together hereinafter referred to as 'Standalone Financial Statements' or 'financial statements') and have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

b) Basis of preparation

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

c) Use of estimates and judgments

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities.

(i) Impairment of investments

The Company reviews its carrying value of investments carried at cost / amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

(ii) Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

(iii) Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note (i) below.

(iv) Provisions and Contingent liabilities

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value unless the effect of time value of money is material and are determined based on best estimate required to settle the obligation at the Balance sheet date. These are reviewed at each Balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements.

d) Revenue Recognition

The Company earns primarily from providing services of Information Technology (IT) solutions and Transaction services.

- Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

  Revenue from time and material and job contracts is recognised on output basis measured by units delivered, efforts expended, number of transactions processed, etc.

  Revenue related to fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognised based on time elapsed mode and revenue is straight lined over the period of performance.

  Revenue from software development and related services have been recognised basis guidelines of Ind AS 115 – "Revenue from contract with customers", by applying the revenue recognition criteria for each distinct performance obligation based on the contractual arrangement in conjunction with the Company's accounting policies.

  Revenue from Licenses where customer obtains a ' right to use ' the license is recognised at the time when the license is made available to the customer.

  When implementation services are provided in conjunction with the licensing arrangement and the license and implementation have been identified as two separate performance obligations, the transaction price for such contracts are allocated to each performance obligation of the contract based on their relative standalone selling price.

  Revenue from the sale of and Cost of, distinct third party hardware is recognised upon performance of the contractual obligation.

The Company recognises revenue in terms of the contracts with its customers, combined with its accounting policies. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers. Revenue recognition for fixed priced development contracts is based on percentage completion method. Invoicing to the client is based on milestones as stipulated in the contract.

Revenue from transaction services and other service contracts is recognized based on transactions processed or manpower deployed.

Revenue from sharing of infrastructure facilities is recognised based on usage of facilities. Unbilled Revenue pertains to revenue which would be billed as per the stipulations of the contract. Invoicing in excess of earnings are classified as unearned revenue.

Performance Obligation and remaining performance obligation

The remaining performance obligations disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Group expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Group has not disclosed the remaining performance obligation-related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis or fixed price basis. Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, adjustment for revenue that has not materialized and adjustments for currency.

e) Interest / Dividend Income

Dividend income is recorded when the right to receive payment is established. Interest income is recognised using the effective interest method.

f) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any option to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers all relevant facts and circumstances that create an economic incentive for the Company to excericise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics (Refer note 38).

Leases Accounting policy

The Company as a lessee

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether : (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the Balance Sheet.

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the ROU asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

g) Cost recognition

Costs and expenses are recognised when incurred and have been classified according to their nature.

The costs of the Company are broadly categorised in employee benefit expenses, cost of third party products and services, finance costs ,depreciation and amortisation and other expenses. Employee benefit expenses include employee compensation, allowances paid, contribution to various funds and staff welfare expenses. Cost of third party products and services mainly include purchase of software licenses and products ,fees to external consultants ,cost of running its facilities, cost of equipment and other operating expenses. Finance cost includes interest and other borrowing cost. Other expenses is an aggregation of costs which are individually not material such as commission and brokerage, printing and stationery, legal and professional charges, communication, repairs and maintenance etc.

h) Foreign currency

The functional currency of the Company is Indian rupee (INR).

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in statement of profit and loss. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

Non monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined

i) Income taxes

Current income taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Advance taxes and provisions for current income taxes are presented in the Balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

Deferred income taxes

Deferred income tax is recognised using the Balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable statement of profit and loss at the time of the transaction.

Deferred income tax asset are recognised 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.

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 tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future economic tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

The Company recognises interest levied and penalties related to income tax assessments in finance costs.

j) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

(ii) Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- **Debt instruments at amortised cost**

  A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

  a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

  b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

- **Debt instrument at fair value through other comprehensive income (FVTOCI)**

  A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

  (a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

  (b) The asset's contractual cash flows represent SPPI.

  Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

- **Debt instrument at fair value through profit and loss (FVTPL)**

  FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

  In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

  Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

- **Equity investments**

  All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by- instrument basis. The classification is made on initial recognition and is irrevocable.

  If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Interest in subsidiaries, associates and joint ventures are accounted at cost.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(iii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss, loans and borrowings or payables as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

- **Financial Liabilities at fair value through profit and loss**

  Financial liabilities at fair value through profit and loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit and loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

  Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

  Financial liabilities designated upon initial recognition at fair value through profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. These gains / loss are not subsequently transferred to Statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss. The Company has not designated any financial liability as at FVTPL.

- **Loans and borrowings**

  After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

  Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

- **Financial guarantee contracts**

  Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

(iv) Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

(v) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

k) Compound financial instruments

Compound financial instruments are separated into liability and equity components based on the terms of the contract.

On issuance of the compound financial instruments, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent years.

Transaction costs are apportioned between the liability and equity components of the compound financial instruments based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

l) Investments in subsidiaries

Investments in subsidiaries are measured at cost less impairment.

m) Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statment of profit and loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives adopted by Company

Category of Assets	Useful lives adopted by Company	Useful Lives prescribed under Schedule II of the Act
Computers	5 years	3-6 years
Plant and Machinery, Electrical Installation	5 years	15 years
Office Equipment	5 years	5 years
Furniture and Fixtures	5 years	10 years
Vehicles	5 years	10 years

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Company will obtain ownership at the end of the lease term.

The useful lives have been determined based on technical evaluation done by the management's expert which are different than those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit and loss within other gains/(losses).

n) Intangible assets

(i) Software Products - Meant for Sale

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and are tested for impairment from the point at which the asset is available for use.

(ii) Software Products-Others

Purchased software meant for in house consumption and significant upgrades thereof which have a probable economic benefit exceeding one year are capitalized at the acquisition price.

(iii) Patents, copyrights , Business commercial rights and other rights

Separately acquired patents and copyrights are shown at historical cost. Patents, copyrights and non-compete acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

(iv) Research and development

Research expenditure and development expenditure that do not meet the criteria specified above are recognised as an expense as incurred in the statement of profit and loss. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Amortisation methods and periods

The Company amortises intangible assets with a finite useful life using the straight-line method over the following periods:

Category of Assets	Useful lives adopted by Company
Business Commercial rights	10 years
Software others	5 years or as per license period

Intangible Assets with indefinite useful lives

Based on the analysis of product life cycle studies, market and competitive trends, it is assessed that 'Software Products - meant for sale' would generate net cash flows for an indefinite period.

o) Impairment

(i) Financial assets (other than at fair value)

The Company assesses at each date of Balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk or the financial asset has increased significantly since initial recognition.

(ii) Non-financial assets

Tangible and intangible assets

Property, plant and equipment and intangible assets within finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

p) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. These liabilities are presented as current liabilities in the balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Company operates the following post-employment schemes:

(a) defined benefit plans such as gratuity; and

(b) defined contribution plans such as provident fund.

(c) superannuation contribution plans.

- **Gratuity obligations**

The liability or asset recognised in the balance sheet in respect of defined benefit pension and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than INR, the cash flows are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in OCI. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in statement of profit and loss as past service cost.

- **Defined contribution plans**

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

- **Superannuation contribution plan**

Certain employees of the Company are also participants in a defined superannuation contribution plan. The Company contributes to the scheme with Life Insurance Corporation of India on a monthly basis. The Company has no further obligations to the scheme beyond its monthly contributions.

(iv) **Share-based payments**

Employee Benefits in Foreign Branch

In respect of employees in foreign branch, necessary provisions are made based on the applicable local laws. Gratuity and leave encashment / entitlement as applicable for employees in foreign branch are provided on the basis of actuarial valuation and based on estimates.

(v) **Share-based payments**

Share-based compensation benefits are provided to employees via the Employee Option Plan.

Employee option Plan

The fair value of options granted under the Employee Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions
- excluding the impact of any service and non-market performance vesting conditions, and
- including the impact of any non-vesting conditions.

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in statement of profit and loss, with a corresponding adjustment to equity.

q) **Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

r) **Borrowing costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred and are recognised in the statement of profit and loss.

s) **Provisions**

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

t) Contingent liabilities recognised in a business combination

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

u) Contributed equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

v) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

w) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

x) Current/non current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

y) Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing the inventory to its present location and condition are included in the cost of inventories.

Hardware and Supplies

Carried at lower of cost and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

z) Cash Flows

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated. The company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

aa) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest crore as per the requirement of Schedule III, unless otherwise stated.

3. PROPERTY, PLANT AND EQUIPMENT

₹ in Crores

Particulars	Land	Buildings	Plant and Equipments	Furni-ture and Fixtures	Vehicles	Office Equipments	Computer Hardwares	Assets under Finance Lease	Leasehold Improve-ments	Total
GROSS CARRYING VALUE										
As at April 1, 2018	**0.40**	**140.47**	**0.70**	**0.52**	**0.10**	**2.99**	**9.61**	**96.21**	**4.48**	**255.48**
Additions	-	-	0.15	0.53	-	1.07	2.07	-	-	**3.82**
Disposals	-	-	(0.06)	(0.19)	(0.05)	(0.10)	(2.30)	-	-	**(2.70)**
As at March 31, 2019	**0.40**	**140.47**	**0.80**	**0.86**	**0.05**	**3.96**	**9.38**	**96.21**	**4.48**	**256.60**
Additions	-	-	0.40	0.92	0.43	0.95	3.77	-	-	**6.47**
Disposals	-	-	-	-	-	(0.01)	(0.05)	-	-	**(0.06)**
As at March 31, 2020	**0.40**	**140.47**	**1.20**	**1.78**	**0.48**	**4.90**	**13.09**	**96.21**	**4.48**	**263.01**
ACCUMULATED DEPRECIATION/IMPAIRMENT										
As at April 1, 2018	0.03	9.33	0.37	0.22	0.10	1.74	4.70	96.21	1.83	114.53
Depreciation for the year	0.01	3.11	0.16	0.13	-	0.67	1.52	-	0.51	6.10
Deductions\Adjustments during the period	(0.00)	(0.00)	(0.04)	(0.19)	(0.05)	(0.10)	(2.30)	-	0.00	(2.67)
As at March 31, 2019	**0.04**	**12.44**	**0.49**	**0.16**	**0.05**	**2.32**	**3.92**	**96.21**	**2.34**	**117.96**
Depreciation for the year	0.01	3.11	0.21	0.32	0.03	0.72	2.20	-	0.47	7.08
Deductions\Adjustments during the period	-	-	-	-	-	(0.01)	(0.05)	-	-	(0.06)
As at March 31, 2020	**0.05**	**15.55**	**0.71**	**0.48**	**0.08**	**3.03**	**6.07**	**96.21**	**2.81**	**124.99**
Net Carrying value as at March 31, 2020	**0.34**	**124.92**	**0.49**	**1.30**	**0.40**	**1.88**	**7.02**	**0.00**	**1.67**	**138.02**
Net Carrying value as at March 31, 2019	**0.36**	**128.04**	**0.30**	**0.70**	**0.00**	**1.65**	**5.46**	**0.00**	**2.14**	**138.64**

₹ in Crores

Particulars	Right-Of-Use Assets
GROSS CARRYING VALUE	
As at April 1, 2018	-
Additions	-
Disposals	-
As at March 31, 2019	-
As at April 1, 2019	**41.45**
Additions	12.56
Disposals	(0.88)
As at March 31, 2020	**53.12**

₹ in Crores

Particulars	Right-Of-Use Assets
ACCUMULATED DEPRECIATION/IMPAIRMENT	
As at April 1, 2018	-
Depreciation for the year	-
Deductions\Adjustments during the period	-
As at March 31, 2019	-
As at April 1, 2019	-
Depreciation for the year	8.53
Deductions\Adjustments during the period	-
As at March 31, 2020	**8.53**
Net Carrying value as at March 31, 2020	**44.58**
Net Carrying value as at March 31, 2019	-

Notes:

i. Leased Assets

Property, Plant and Equipment includes the following amounts where the company is a lessee under finance lease :

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Land		
Cost	0.40	0.40
Accumulated Depreciation	(0.05)	(0.04)
Net carrying amount	**0.35**	**0.36**
Building		
Cost	140.47	140.47
Accumulated Depreciation	(15.55)	(12.44)
Net carrying amount	**124.92**	**128.03**

The Company has acquired certain Land and Building under a lease arrangement for a period of sixty years at a premium of ₹ 0.50 crores starting from December 4, 2000 for Land, ₹15.62 crores starting from March 13, 2000 and ₹ 5.05 crores March 1, 2003 for building and the same are being amortized over the lease period.

ii. Property, Plant and Equipment pledged as security against borrowings by the Company

Refer to Note 36 for information on property, plant and equipment pledge as security by the Company.

iii. Contractual Obligations

Refer to Note 31 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

4. INTANGIBLE ASSETS

₹ in Crores

Particulars	Software Product Others	Software Products - Meant for sale	Total
GROSS CARRYING VALUE			
As at April 1, 2018	4.37	1,154.55	1,158.92
Additions	0.08	-	0.08
As at March 31, 2019	**4.45**	**1,154.55**	**1,159.00**
Additions	0.10	-	0.10
As at March 31, 2020	**4.54**	**1,154.55**	**1,159.10**
ACCUMULATED AMORTISATION AND IMPAIRMENT			
As at April 1, 2018	**2.74**	**930.88**	**933.62**
Amortisation for the year	0.72	-	0.72
As at March 31, 2019	**3.46**	**930.88**	**934.34**
Amortisation for the year	0.69	-	0.69
As at March 31, 2020	**4.15**	**930.88**	**935.03**
Net Carrying value as at March 31, 2020	**0.39**	**223.67**	**224.07**
Net Carrying value as at March 31, 2019	**0.99**	**223.67**	**224.66**

i. Significant Estimate : Useful life of Intangible Assets

Refer to sub note (n) of Note 2 'Significant Accounting Policies' .

ii. Intangible Assets with indefinite useful lives

The Entity provides IT based software solutions to variety of industry verticals which includes softwares meant for Banking industry, Insurance industry, Enterprise Resource Panning (ERP) softwares and softwares meant for financial service industry. These softwares have been capitalised as 'Software Products - meant for sale' category under intangible assets. The Company based on the analysis of product life cycle studies, market and competitive trends assesses that the 'Software Products - meant for sale' products will generate net cash flows for an indefinite period.

iii. Impairment testing of intangible assets with indefinite lives

Software Products - meant for sale

Software Products - meant for sale with indefinite lives have been allocated to the CGUs below forming part of IT Solution segment which is Company's operating and reportable segment, for impairment testing :

- Banking
- Insurance
- ERP
- Financial Services

Carrying amount of intangible assets with indefinite lives allocated to each of the CGUs:

₹ in Crores

Intangible Assets	March 31, 2020	March 31, 2019
Software meant for sale		
- Banking	104.58	104.58
- Insurance	56.82	56.82
- ERP	47.80	47.80
- Financial Services	14.47	14.47
	223.67	**223.67**

The Entity tests whether softwares have suffered any impairment periodically. The recoverable amount of a cash generating unit (CGU) is determined based on value in use of the underlying asset. The valuation is considered to be level 3 in the fair value hierarchy due to unobservable inputs used in the valuation. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period.

The recoverable amount of CGUs (business units) based on value in use as at December 31, 2019 ₹ 1,595 crores (December 31, 2018: ₹ 1,654 crores). The recoverable amounts represents the fair value of the business of the software products over the periord of budgeted five years.

Based on estimates of the management, though the fair valuation of the product businesses are much higher than the carrying amount of the software products, these intangibles are carried at amounts which the management estimates to be the residual value of the development costs.

5. FINANCIAL ASSETS

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
(A) INVESTMENTS		
Non Current		
(1) Investments carried at fair value through Profit and Loss		
Unquoted		
(a) Investments in Equity Instruments		
200,000 Equity shares of Sri Lankan ₹ 10 each fully paid up of First Capital Asset Management Co. Limited, Sri Lanka	0.10	0.10
(as at March 31, 2019 - 200,000 Shares)		
(as at March 31, 2020 - 200,000 Shares)		
55,000 equity shares of ₹ 10 each fully paid up of Vashi Railway Station Commercial Complex Limited	0.06	0.06
(as at March 31, 2019 - 55,000 Shares)		
(as at March 31, 2020 - 55,000 Shares)		
	0.16	**0.16**

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
(2) Investments carried at Amortised Cost		
Unquoted		
Investments in Preference Shares of a Subsidiary		
Investments in Redeemable Convertible Preference Shares of 3i Infotech Holdings Private Limited, Mauritius		
(i) 891,631,605 Series A - Zero Coupon Redeemable Convertible Preference Shares of MUR 1 each fully paid up (as at March 31, 2019 - 891,631,605 Shares) (as at March 31, 2020 - 891,631,605 Shares)	135.24	122.97
(ii) 1,780,361,142 Series C - Zero Coupon Redeemable Convertible Preference Shares of MUR 1 each fully paid up (as at March 31, 2019 - 1,780,361,142 Shares) (as at March 31, 2020 - 1,780,361,142 Shares)	407.98	363.79
(iii) 21,878,720 Series D - Zero Coupon Redeemable Convertible Preference Shares of MUR 1 each fully paid up (as at March 31, 2019 - 21,878,720 Shares) (as at March 31, 2020 - 21,878,720 Shares)	4.92	4.39
	548.13	**491.15**
(3) Investments carried at Cost		
Unquoted		
Investments in Equity Instruments		
Wholly Owned Subsidiaries		
(i) 5,346,202 Equity shares of no par value of 3i Infotech Asia Pacific Pte Limited., Singapore (as at March 31, 2019 - 5,346,202 Shares) (as at March 31, 2020 - 5,346,202 Shares)	21.95	21.79
(ii) 3,226,308 Equity shares of GBP 1 each fully paid up of 3i Infotech (UK) Limited (as at March 31, 2019 - 3,226,308 Shares) (as at March 31, 2020 - 3,226,308 Shares)	355.73	355.73
Less: Impairment Loss Allowance	(355.73)	(355.73)
(iii) 6,258,371,598 Ordinary Shares of MUR 1 each fully paid up of 3i Infotech Holdings Private Limited, Mauritius (as at March 31, 2019 - 6,258,371,598 Shares) (as at March 31, 2020 - 6,258,371,598 Shares)	1,302.06	1,302.06
Less: Impairment Loss Allowance*	(779.32)	(779.32)

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
(iv) 500 Shares of SAR 1,000 each fully paid up of 3i Infotech Saudi Arabia LLC	2.81	2.48
(as at March 31, 2019 - 500 Shares)		
(as at March 31, 2020 - 500 Shares)		
(vi) 100,000 Equity shares of 10 each fully paid of 3i Infotech BPO Limited	66.71	66.71
(as at March 31, 2019 - 100,000 Shares)		
(as at March 31, 2020 - 100,000 Shares)		
(vii) 4,805,211 Equity shares of 10 each fully paid of 3i Infotech Consultancy Services Limited	37.34	37.34
(as at March 31, 2019 - 4,805,211 Shares)		
(as at March 31, 2020 - 4,805,211 Shares)		
(viii) Elegon Infotech Limited, China	11.81	11.81
Less: Impairment Loss Allowance	(11.81)	(11.81)
Other Subsidiaries		
740,000 Equity shares of 10 each fully paid of Locuz Enterprise Solutions Limited	-	24.84
(as at March 31, 2019 - 740,000 Shares)		
(as at March 31, 2020 - NIL Shares)		
	651.55	**675.90**
Total	**1,199.84**	**1,167.21**
Aggregate amount of quoted investments		
Market value of quoted investments		
Aggregate amount of unquoted investments	1,199.84	1,167.21
Aggregate amount of impairment in the value of investments	(1,146.85)	(1,146.85)
Investments carried at amortised cost	**548.13**	**491.15**
Investments carried at fair value through profit and loss	**0.16**	**0.16**
Investments carried at cost	**651.55**	**675.90**
(B) LOANS		
Non Current		
Unsecured, considered good unless otherwise stated		
Loans to Related Parties	40.83	40.83
Total	**40.83**	**40.83**
Current		
Unsecured, considered good unless otherwise stated		
Loans to Employees	-	0.01
Total	**-**	**0.01**

₹ in Crores

	Particulars	March 31, 2020	March 31, 2019
(C)	**OTHER FINANCIAL ASSETS**		
	Non Current		
	Financial assets carried at amortised cost		
	Security Deposits	11.22	5.62
	Less: Loss Allowances	(0.48)	(0.48)
	Total	**10.73**	**5.14**
	Current		
	Financial assets carried at amortised cost		
	Security Deposits	1.50	7.15
	Unbilled Revenue**	59.84	44.43
	Interest Accrued but not due	2.71	2.06
	Other financial assets#	16.33	12.25
	Less: Loss Allowances	(10.45)	(7.00)
	Total	**69.93**	**58.89**

* The Company had held Series A, C and D Zero Coupon Redeemable Convertible Preference Shares in 3i Infotech Holdings Private Limited (together the 'Preference Shares'), which got matured during the year on June 30, 2017. The said Preference Shares have then been renewed with same terms and are now having maturity date as March 24, 2025.

** Includes Unbilled Revenue from Related Parties as at March 31, 2020 of ₹ 2.17 crores (as at March 31, 2019 of ₹ 2.17 crores).

\# Includes Interest Receivable from Related Parties as at March 31, 2020 of ₹ 16.33 crores (as at March 31, 2019 of ₹ 12.25 crores).

6. TRADE RECEIVABLES

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Current		
Trade Receivables from customers	45.25	43.03
Receivables from other related parties	607.79	585.97
	653.04	**629.00**
Breakup of Security details		
Unsecured, considered good	653.04	629.00
Doubtful	5.25	12.02
	658.29	**641.02**
Impairment Allowance (allowance for bad and doubtful debts)		
Unsecured, considered good	-	-
Doubtful	5.25	12.02
	5.25	**12.02**
	653.04	**629.00**

Trade or Other Receivable due from directors or other officers of the company either severally or jointly with any other person amounted to ₹ Nil (Previous year ₹ Nil).

Trade or Other Receivable due from firms or private companies respectively in which any director is a partner, a director or a member amounted to ₹ Nil (Previous year ₹ Nil).

7. CASH AND CASH EQUIVALENTS

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Balances with banks:		
- On current accounts	3.35	5.19
- On deposit accounts	63.89	74.28
Cash on hand	0.00	0.00
Total	**67.24**	**79.47**

8. OTHER BANK BALANCES

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Other Balances with banks		
- in Dividend accounts	-	-
- in Escrow accounts	0.00	0.00
Total	**0.00**	**0.00**

9. OTHER ASSETS

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Non Current		
- Capital Advances	0.78	1.31
- Prepaid expenses	0.50	2.93
- Balances with Statutory, Government Authorities	3.81	3.77
Total	**5.09**	**8.01**
Current		
Advances other than Capital advances		
- Advances to creditors	3.61	1.45
- Other Advances	0.05	0.06
Others		
- Prepaid expenses	4.78	5.11
- Balances with Statutory, Government Authorities	0.99	1.13
- Other current assets	1.18	0.28
Total	**10.61**	**8.03**

10. INCOME TAX

₹ in Crores

Deferred Tax

Particulars	March 31, 2020	March 31, 2019
Deferred tax relates to the following:		
Depreciation for tax purposes	(107.94)	(106.63)
Temporary difference due of foreign exchange fluctuation accounted in FCMITDA	-	-
Gratuity	5.57	5.60
Leave Encashment	0.43	0.46
Losses available for offsetting against future taxable income	210.92	223.16
Loss Allowance on Financial Assets	5.66	6.39
Other Ind AS adjustments	(114.63)	(128.98)
Net Deferred Tax Assets / (Liabilities)	**-**	**-**

Movement in deferred tax liabilities/assets

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Opening balance as of April 1	**-**	**-**
Tax income/(expense) during the period recognised in profit or loss	-	-
Tax income/(expense) during the period recognised in OCI	-	-
Closing balance as at March 31	**-**	**-**

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Unrecognised deferred tax assets		
Deductible temporary differences	322.92	326.99
Unrecognised tax losses	491.33	525.39

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Business losses which arose in India of ₹ 499.78(Previous year ₹ 628.23) that are available for offsetting for eight years against future taxable profits of the company. Majority of these losses will expire in March 2021.

Considering the probability of availability of future taxable profits in the period in which tax losses expire, deferred tax assets have not been recognised in respect of tax losses carried forward by the Company.

Major Components of income tax expense for the years ended March 31, 2020 and March 31, 2019 are as follows:

i. Income tax recognised in profit or loss

₹ in Crores

Particulars	2019-20	2018-19
Current income tax charge	-	-
Adjustment of tax relating to earlier periods	0.07	-
Deferred tax		
Relating to origination and reversal of temporary differences	-	-
Income tax expense recognised in profit or loss	**0.07**	**-**

ii. Income tax recognised in OCI

₹ in Crores

Particulars	2019-20	2018-19
Net loss/(gain) on remeasurements of defined benefit plans	-	-
Income tax expense recognised in OCI	**-**	**-**

Reconciliation of tax expense and accounting profit multiplied by income tax rate for March 31, 2020 and March 31, 2019

₹ in Crores

Particulars	2019-20	2018-19
Accounting profit before income tax	**127.96**	**250.85**
Enacted tax rate in India	34.94%	34.94%
Income tax on accounting profits	**44.72**	**87.66**
Effect of		
Tax Losses for which no deferred income tax was recognised	-	-
Utilisation of previously unrecognised tax losses	(43.35)	(90.03)
Depreciation	1.61	(2.14)
Accounting Income not assessable for tax purpose	(20.76)	(11.34)
Other non taxable income	-	-
Other Adjustments	0.56	0.50
Non-deductible expenses for tax purposes:		
Share based payment expenses not deductible for tax purposes	-	0.24
Accounting expenses not deductible for tax purpose	18.35	14.86
Other non deductible expenses	0.05	0.11
Allowable expenses for tax purposes:		
Expenditure allowable on payment basis	(1.11)	0.15
Income tax expense	**0.07**	**0.00**

11. SHARE CAPITAL

i. Authorised Share Capital

₹ in Crores

Particulars	Equity Share (₹ 10 Each)		Non Convertible Cumulative Redeemable Preference Share (Class A) (₹ 5 Each)	
	Number	Amount	Number	Amount
At April 1, 2018	**2,200,000,000**	**2,200.00**	**200,000,000**	**100.00**
Increase/(decrease) during the year	-	-	-	-
At March 31, 2019	**2,200,000,000**	**2,200.00**	**200,000,000**	**100.00**
Increase/(decrease) during the year	-	-	-	-
At March 31, 2020	**2,200,000,000**	**2,200.00**	**200,000,000**	**100.00**

₹ in Crores

Particulars	Non Convertible Cumulative Redeemable Preference Share (Class B) (₹ 5 Each)		Non Convertible Cumulative Redeemable Preference Share (Class C) (₹ 1 Each)	
	Number	Amount	Number	Amount
At April 1, 2018	**1,500,000,000**	**750.00**	**1,050,000,000**	**105.00**
Increase/(decrease) during the year	-	-	-	-
At March 31, 2019	**1,500,000,000**	**750.00**	**1,050,000,000**	**105.00**
Increase/(decrease) during the year	-	-	-	-
At March 31, 2020	**1,500,000,000**	**750.00**	**1,050,000,000**	**105.00**

Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 each. Each shareholder has right to vote in respect of such share, on every resolution placed before the Company and his voting right on a poll shall be in proportion to his share of the paid up equity capital of the Company. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the Company after payments of preferential amounts in proportion to their shareholding.

Terms / rights attached to preference shares

The terms of Class A Preference Shares having face value of ₹ 5 each, had been amended in financial year 2015-2016 where by their dividend was reduced to 0.01%and these were made redeemable on March 15, 2026. Redemption Premium shall be an amount that would provide the holder of the said shares an internal rate of return (IRR) of 6% per annum excluding the Dividend Rate on the outstanding amount of the said shares, to be paid at the time of redemption of the said shares.

Contingent liability in respect of arrears of dividend on these preference shares as at March 31, 2020 would be ₹ Nil crores (₹ NIL crores as at March 31, 2019).

Class B Preference Shares of face value of ₹ 5 each are redeemable on March 15, 2026 and would carry a dividend of 0.10 % per annum.

Class C Preference Shares of face value of ₹ 1 each with a premium of ₹ 4 each and would carry a dividend of 0.10 % per annum.

ii. Issued Capital

Equity Shares

₹ in Crores

Particulars	Number	Amount
Equity shares of ₹ 10 each issued		
At April 1, 2018	1,615,358,178	1,615.36
Issued during the year		
Shares issued towards conversion of FCCB	1,286,684	1.28
At March 31, 2019	**1,616,644,862**	**1,616.64**
Shares issued towards conversion of FCCB	**10,004**	**0.01**
At March 31, 2020	**1,616,654,866**	**1,616.65**

Preference Shares

₹ in Crores

Particulars	Non Convertible Cumulative Redeemable Preference Share (Class A) of ₹ 5 each issued and fully paid		Non Convertible Cumulative Redeemable Preference Share (Class B) of ₹ 5 each issued and fully paid	
	Number	Amount	Number	Amount
At April 1, 2018	**130,000,000**	**-**	**1,275,521,596**	**-**
Issued during the year	-	-	-	-
At March 31, 2019	**130,000,000**	**-**	**1,275,521,596**	**-**
Issued during the year	-	-	-	-
At March 31, 2020	**130,000,000**	**-**	**1,275,521,596**	**-**

This note covers the number of preference shares issued by the Company. Since the preference shares are non convertible redeemable shares, it is reflected in financial liabilities.

iii. Paid up Capital

₹ in Crores

Particulars	Number	Amount
Equity shares of ₹ 10 each		
At April 1, 2018	**1,615,358,178**	**1,615.36**
Allotted during the year	1,286,684	1.28
At March 31, 2019	**1,616,644,862**	**1,616.64**
Allotted during the year	10,004	0.01
At March 31, 2020	**1,616,654,866**	**1,616.65**

iv. Shares held by holding/ ultimate holding company and / or their subsidiaries / associates

The Company does not have a holding company or ultimate holding company.

v. **Details of shareholders holding more than 5% shares in the Company**

Name of the shareholder	As at March 31, 2020		As at March 31, 2019	
	Number	% holding	Number	% holding
Equity shares of ₹ 10/- each fully paid				
SREI Multiple Asset Investment Trust (SMAIT)	263,909,361	16.32	263,909,361	16.32
Standard Chartered Bank	116,131,094	7.18	148,302,327	9.17
IDBI Bank Limited	123,087,521	7.61	123,637,521	7.65
Non Convertible Cumulative Redeemable Preference Share (Class A) of ₹ 5 each issued and fully paid				
IDBI Trusteeship Services Limited (ICICI Strategic Investments Fund)	130,000,000	100.00	130,000,000	100.00
Non Convertible Cumulative Redeemable Preference Share (Class B) of ₹ 5 each issued and fully paid				
SREI Multiple Asset Investment Trust (SMAIT)	444,982,211	34.89	444,982,211	34.89
Standard Chartered Bank	189,505,860	14.86	189,505,860	14.86
IDBI Bank Limited	180,743,103	14.17	180,743,103	14.17

vi. **Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date are Nil..**

vii. **Shares reserved for issue under options**

For details of shares reserved for issue under the Share based payment plan of the Company, please refer note 30

For details of shares reserved for issue on conversion of Foreign Currency Convertible Bonds , please refer note 14 related to terms of conversion/ redemption of Foreign Currency Convertible Bonds.

viii. **Shares issued / to be issued under DRS**

Appendix D ‘Extinguishing Financial Liabilities with Equity Instruments’ of Ind AS 109 on Financial Instruments requires an entity to measure equity shares issued on extinguishment of liabilities at fair value on the date of extinguishment. Accordingly, fair value of equity shares issued under DRS scheme is the consideration paid against settlement of liabilities and the difference between the fair value of consideration and liability settled is to be charged to statement of profit and loss.

On the date of extinguishment of liability, which is the date of implementation of DRS scheme, the fair value of equity shares is below face value. Therefore as per Ind AS 109, the difference between the liability settled and fair value of equity shares issued is required to be charged to statement of profit and loss.

However, as per Section 53 of the Companies Act, 2013, a company shall not issue shares at a discount. Therefore, for the purpose of compliance of Companies Act, 2013, the Company has considered face value of shares issued as consideration paid towards extinguishment of liabilities and no impact is given in the statement of profit and loss.

12. OTHER EQUITY

i. Reserves and Surplus

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Capital Reserve	0.07	0.07
Securities Premium Reserve	896.18	896.18
Share Based Payment Reserve	6.10	2.79
Retained Earnings	(2,141.30)	(2,271.66)
Property,Plant and Equipment Reserve	110.79	113.55
	(1,128.16)	**(1,259.07)**

(a) Capital Reserve

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Opening balance	0.07	0.07
Add/(Less):	-	-
Closing balance	**0.07**	**0.07**

Capital Reserve was created in accordance with provision of the Companies Act, 2013.

(b) Securities Premium

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Opening balance	896.18	895.78
Add/(Less):		
Allotment of equity shares under FCCB conversion	0.00	0.40
Closing balance	**896.18**	**896.18**

The amount received in excess of face value of the equity shares is recognised in Share Premium Reserve. This is not available for distribution of dividend but can be utilised for issuing bonus shares.

(c) Share Based Payment Reserve

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Opening balance	2.79	2.11
Add/(Less):		
Employee Stock Option Expense recognised	3.31	0.68
Closing balance	**6.10**	**2.79**

The Company has three share option schemes under which options to subscribe for the company's shares have been granted to certain executives and senior employees.

The Share based payment reserve is used to recognise the value of equity settled share based payments provided to employees, including key management personnel, as part of their remuneration. Refer to Note 30 for further details of these plans.

(d) Retained Earnings

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Opening balance	(2,271.66)	(2,526.99)
Net Profit/(Loss) for the year	127.89	250.85
Add/(Less):		
FCCBs converted during the year	0.01	0.32
Transfer from PPE Reserve	2.76	2.76
Dividend on Preference Shares	0.00	0.00
Items of Other Comprehensive Income directly recognised in Retained Earnings		
Remeasurement of post employment benefit obligation, net of tax	1.41	1.40
Transfer to Retained Earnings	(1.72)	
Closing balance	**(2,141.30)**	**(2,271.66)**

(e) Foreign Currency Monetary Item Translation Difference Account

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Opening balance	-	-
Add/(Less):		
Foreign Exchange Fluctuation on long term monetary items during the year	-	-
Amortisation of Foreign Exchange Fluctuation on long term monetary items during the year	-	-
Closing balance	**-**	**-**

For details of accounting treatment of foreign currency monetory item translation difference account, please refer note 40.

(f) Property, Plant and Equipment Reserve

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Opening balance	113.55	116.31
Add/(Less):		
Transfer to Retained Earnings	(2.76)	(2.76)
Closing balance	**110.79**	**113.55**

Property, Plant and Equipment Reserve represents reserve created on revaluation of Leasehold Building and it is a non distributable reserve.

(ii) Other Components of Equity

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Share Application money pending allotment	25.94	25.94
Equity Component of Compound financial instruments	18.88	18.89
Total	**44.82**	**44.83**

(a) Share Application money pending allotment

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Opening balance	25.94	25.94
Add/(Less):	-	-
Closing balance	**25.94**	**25.94**

(b) Equity Component of Compound financial instruments

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Opening balance	18.89	19.32
Add/(Less):		
Allotment of equity shares under FCCB conversion	(0.01)	(0.43)
Closing balance	**18.88**	**18.89**

13. DISTRIBUTION MADE AND PROPOSED

Cash dividends

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Cash dividends on Preference shares declared and paid:	0.64	0.64
Dividend distribution tax (DDT) on final dividend	0.13	0.13
	0.77	**0.77**

14. BORROWINGS

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Non Current Borrowings		
Secured		
(a) Term Loans		
From Banks	276.16	329.80
From Others	18.54	24.52
Unsecured		
(a) Liability Component of Foreign Currency Convertible Bonds	104.05	113.45
(b) Loans from Related Parties	14.97	17.31
(c) Cumulative Non Convertible Redeemable Preference Shares	412.32	375.43
(A)	**826.05**	**860.51**

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Current Maturity of Non Current Borrowings		
Secured		
(a) Term Loans		
From Banks	62.82	44.94
From Others	4.58	3.42
Unsecured		
(a) Liability Component of Foreign Currency Convertible Bonds	19.04	-
(B)	**86.44**	**48.36**
Total (A)-(B)	**739.61**	**812.15**
Current Borrowings		
Unsecured		
(a) Loans from Related Parties	13.08	12.13
Total	**13.08**	**12.13**

₹ in Crores

Particulars	Coupon / Interest Rate	March 31, 2020	March 31, 2019
Non Current Borrowings			
Secured			
(a) Term Loans			
From Banks			
Rupee Loan	10%	276.16	329.80
From Others			
Rupee Loan	10%	18.54	24.52
Unsecured			
(a) Foreign Currency Convertible Bonds	2.5%	104.05	113.45
(b) Loans from Related Parties	10.00% to 14.75%	14.97	17.31
(c) Cumulative Non Convertible Redeemable Preference Shares	0.01% to 0.10%	412.32	375.43
Gross Non Current Borrowings		**826.04**	**860.51**
Less: Current maturity		(86.44)	(48.36)
Net Non Current Borrowings (as per Balance sheet)		**739.61**	**812.15**

The Debt Restructuring Scheme (DRS) proposal submitted by the Company in December 2015 was approved by the CDR-Empowered Group vide its Letter of Approval dated 14 Jun 2016. Accordingly, the Lenders executed a Supplementary Master Restructuring Agreement with the Company in FY2017. The Supplementary Master Restructuring Agreement was not executed by three lenders, viz. State Bank of Hyderabad (SBH) and State Bank of Travancore (SBT) (which subsequently got merged with State Bank of India (SBI)) as well as Indian Overseas Bank (IOB). Consequently, in the Books of the Company, for SBI and IOB, out of the debt to be restructured, the Equity portion and Preference portion, as per the DRS proposal computation is being reflected as Share Suspense under Other Equity. On the other hand, SBI and IOB are still reflecting the entire amount due, as debt.

Maturity Date, Terms of Repayment and coupon / interest rate for Rupee Term Loan from Lenders and Foreign Currency Convertible Bonds (FCCBs):

Particulars	LENDERS	FCCBs
Interest / coupon rate	10%	2.50%
Moratorium on Debt Principal	Upto March 31, 2018	Upto March 31, 2019
Servicing of Interest	Monthly from April 2016	Semi Annual from April 2016
Repayment of Debt Principal	Monthly over 6 years	Annual over 6 years
Repayment of Preference Shares	March 31, 2026	Not Applicable
Other Terms		Conversion of 25% FCCB to Equity @ ₹ 12.50; i.e. Premium of ₹ 2.50 (25%)

Loan from Related Parties as reflected under Non Current Borrowings are due for repayment in FY 2020-21 and carries a rate of interest @ 10% p.a.

Convertible Bonds

For details of convertible bonds, repayable terms, coupon rate, conversion rate, etc refer to Note 14 Part A Summary of Amended terms and conditions of 'Existing FCCBs' and terms and conditions of New FCCBs

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Face value of bonds issued	131.44	131.44
Transaction Cost	(1.38)	(1.38)
Equity component of convertible bonds - value of conversion rights#	(30.79)	(30.79)
Interest charged till reporting date *	31.80	23.14
Interest paid till reporting date	(13.33)	(9.86)
Foreign Exchange Loss / (Gain) till reporting date	14.34	5.10
Conversion / Markdown/Repayment	(28.03)	(4.20)
Non Current Borrowings	**104.04**	**113.45**

* Interest expense is calculated by applying the effective interest rate of 7.50% to the liability component

The equity component of convertible bonds has been presented under other equity net of deferred tax of ₹ 18.88 crores (March 31, 2019: ₹ 18.89 crores)

Non Convertible Redeemable Preference Shares

The terms of Class A Preference Shares having face value of ₹ 5 each, had been amended in financial year 2015-2016 and these were made redeemable on March 15, 2026. Redemption Premium shall be an amount that would provide the holder of the said shares an internal rate of return (IRR) of 6% per annum excluding the Dividend Rate on the outstanding amount of the said shares, to be paid at the time of redemption of the said shares.

Class B Preference Shares of face value of ₹ 5 each are redeemable on March 15, 2026 and would carry a dividend of 0.10 % per annum.

Class C Preference Shares of face value of ₹ 1 each with a premium of ₹ 4 each and would carry a dividend of 0.10 % per annum.

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Value of preference shares issued (old)	65.00	65.00
Value of preference shares issued (under DRS)	660.15	660.15
Transaction Cost	(0.94)	(0.94)
Fair Valuation Gain	(440.55)	(440.55)
Interest expense till reporting date	131.24	93.70
Dividend paid till reporting date	(2.58)	(1.93)
Non Current Borrowings	**412.31**	**375.43**

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Current Borrowings		
Unsecured		
Loans from Related Parties	13.08	12.13

Net debt Reconciliation

This section sets out an analysis of net debt and the movements in net debt for the year ended March 31, 2020

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Non-current Borrowings	826.05	860.52
Current Borrowings	15.61	15.20
Net Debt	**841.66**	**875.71**

₹ in Crores

Particulars	Liabilities from financing activities		
	Non Current Borrowings	Current Borrowings	Total
Net Debt as at March 31, 2018	972.82	12.01	984.83
Repayment of borrowings	(2.51)	-	(2.51)
Repayment of borrowings - Related Parties	(2.93)	-	(2.93)
Interest Paid	(35.15)	-	(35.15)
Preference Dividend Paid	(0.64)	-	(0.64)
Interest Expense	77.02	-	77.02
Foreign Exchange Reinstatement	7.84	0.12	7.96
Other non cash movements			
- Adjusted against Trade Receivables	(21.58)	-	(21.58)
- Shares issued towards conversion of FCCB	(1.57)	-	(1.57)

₹ in Crores

Particulars	Liabilities from financing activities		
	Non Current Borrowings	Current Borrowings	Total
- Amortisation of Transaction Cost	0.12	-	0.12
- Revision in account balances on account of DRS	-	-	-
- TDS Deducted	(0.45)	-	(0.45)
- Loan no longer payable write back to Other Income	(3.87)	-	(3.87)
- RPT Loan Payable write back to Other Income	(125.52)	-	(125.52)
Net Debt as at March 31, 2019	**863.58**	**12.13**	**875.71**
Repayment of borrowings	(83.64)	-	(83.64)
Interest Paid	(37.10)	-	(37.10)
Preference Dividend Paid	(0.64)	-	(0.64)
Interest Expense	81.58	-	81.58
Foreign Exchange Reinstatement	9.24	0.95	10.19
Other non cash movements			
- Adjusted against Trade Receivables	(4.53)	-	(4.53)
- Shares issued towards conversion of FCCB	(0.01)	-	(0.01)
- Amortisation of Transaction Cost	0.11	-	0.11
Net Debt as at March 31, 2020	**828.58**	**13.08**	**841.66**

The carrying amounts of financial and non-financial assets pledged as security for current and non current borrowings are disclosed in Note 36

There are no guarantees given by directors

There are no defaults in repayment of borrowings during the year.

A. Summary of terms and conditions of FCCBs:

Issue currency	**USD**	**USD**	**USD**
Issue size	2.435 million	125.356 million	42.44175 million
Issue date	July 26, 2007	April 25, 2012	December 09, 2016
Amendment Date	April 25, 2012 and December 09, 2016	December 09, 2016	N.A.
Maturity date*	March 31, 2025	March 31, 2025	March 31, 2025
Coupon rate	2.50%	2.50%	2.50%
Fixed exchange rate of conversion	₹ 40.81	₹ 50.7908	₹ 66.326
Conversion price–post bonus	₹ 165.935	₹ 16.50	₹ 12.50
Markdown – (USD)			
2019-20	Nil	Nil	Nil

Issue currency	USD	USD	USD
2018-19	Nil	Nil	Nil
Conversions/Redemptions – (USD)			
2019-20	(0.07 million)	(0.44 million)	(2.67 million)
2018-19	Nil	(0.06 million)	(0.21 million)
Outstanding as at - (USD)			
March 31, 2020	0.36 million	2.22 million	13.35 million
March 31, 2019	0.43 million	2.67 million	16.01 million
Outstanding as at - (₹ in Crores)			
March 31, 2020	2.70	16.61	99.76
March 31, 2019	3.01	18.51	111.02

* One-sixth portion of the outstanding principal amount of the FCCBs shall be redeemed on March 31 of each year starting from March 31, 2020 through March 31 2025.

B. Securities offered

The borrowing from the CDR lenders (excluding Specified CDR lenders i.e. Axis Bank Limited, RBL Bank Limited, L&T Finance Limited, Reliance Capital Limited, SREI Equipment Finance Limited and EXIM Bank) together with all interest, default interest, additional interest, commitment fees, all and any other costs, charges, expenses, fees, financing charges/fees/ remuneration shall continue to be secured by the security created in terms of the original Master Restructuring Agreement including the Corporate Guarantee and pledge over the Subject Shares.

Certain Specified lenders referred above/ non CDR lenders shall have pari passu share in the cash flow of the Company.

Details of ‘Security created’, ‘Corporate Guarantees from Material Subsidiaries’ and ‘Pledge of share’s are as described under:

a) Security created

Sr No.	Security	First Charge to	Second Charge to
1	A charge and mortgage on all the present and future immovable and movable tangible fixed assets (except leased assets) of the Company.	ICICI Bank and IDBI Bank	All CDR Facilities (other than ones of ICICI Bank and IDBI Bank in respect of which the First Charge is created).
2	A charge on all the Receivables and stocks of the Company.	"IDBI Bank, Oriental Bank of Commerce (‘OBC’), State Bank of Travancore (‘SBT’) and Standard Chartered Bank (‘SCB’). First charge shall be pari passu with the existing first charge created in favour of a working capital facility (non fund based) provided by the Development Bank of Singapore ('DBS'). "	All CDR Facilities (other than the ones of IDBI Bank, O BC, SBT and SCB in respect of which the First charge is created).

Sr No.	Security	First Charge to	Second Charge to
3	A charge on all the present and future Current Assets (except Receivables) of the Company.	SBT First charge shall be pari passu with the existing first charge created in favour of (i) a working capital facility (non fund based) provided by DBS. Further, first ranking pari passu charge has been created over stock in trade consisting of raw materials, finished goods, goods in process of manufacturing and other merchandise of the Company, to secure SCB Facility.	All CDR Facilities (other than the one of SBT in respect of which the First charge is created).
4	A charge on all the present and future intellectual property rights (other than in respect of Orion™ and Premia™) of the Company.	All CDR Facilities. Intellectual property rights in respect of Orion™ and Premia™ are charged in favour of SCB on exclusive basis.	Not Applicable

b) Corporate guarantees from material subsidiaries:

Corporate guarantees of each of the material subsidiaries guaranteeing the Secured Obligations ("Corporate Guarantees"), in favour of all the CDR lenders. Each Corporate Guarantee shall be secured/ credit enhanced by security interest over assets of the relevant material subsidiary providing the Corporate Guarantee, as permitted under applicable laws in the relevant jurisdictions, as detailed in the table below and shall have the ranking as mentioned against each security.

Sr No.	Security	First Charge to	Second Charge to
Charge on assets of 3i Infotech Inc (USA) (including assets of 3i Infotech Financial Software Inc which has been merged with 3i Infotech Inc effective December 31, 2017)			
1	A charge on all the present and future movable fixed assets and Current Assets of 3i Infotech Inc (including all the present and future movable assets and Current Assets of 3i Infotech Financial Software Inc which has been merged with 3i Infotech Inc effective December 31, 2017).	ICICI Bank First charge shall be pari passu with the existing first charge created in favour of State Bank of India, California to secure line of credit of US$ 4.5 million.	All CDR Facilities other than the one of ICICI Bank in respect of which the First charge is created.
Charge on assets of 3i Infotech (Middle East) FZ LLC (Dubai)			
2	A charge on all the present and future movable fixed assets and Current Assets (except Receivables and the collection account) of 3i Infotech (Middle East) FZ LLC.	All CDR Facilities. First ranking pari passu charge has been created over collection account of 3i Infotech (Middle East) FZ LLC to secure USD 17 million STF facility and guarantee facility by SCB, Dubai.	Not Applicable

Sr No.	Security	First Charge to	Second Charge to
3	A charge on all the receivables of 3i Infotech (Middle East) FZ LLC.	Not Applicable	All CDR Facilities
Charge on assets of 3i Infotech Asia Pacific Pte Limited (Singapore)			
4	A charge on all the present and future movable fixed assets and Current Assets (other than Receivables and stocks) of 3i Infotech Asia Pacific Pte Limited.	"All CDR Facilities. First ranking pari passu charge has been created over stock in trade consisting of raw materials, finished goods, goods in process of manufacturing and other merchandise of 3i Infotech Asia Pacific Pte Limited, to secure the cash credit facility of USD 2 million provided by SCB Singapore. "	Not Applicable
5	A charge on all the Receivables and stocks of 3i Infotech Asia Pacific Pte Limited.	Not Applicable First charge has been created to secure the cash credit facility of USD 2 million provided by Standard Chartered Bank, Singapore.	All CDR Facilities.
Charge on assets of 3i Infotech SDN BHD (Malaysia) and 3i Infotech BPO Limited (India)			
6	A charge on all the present and future movable assets including Current Assets of 3i Infotech SDN BHD and 3i Infotech BPO Limited, except Current Assets of 3i Infotech BPO Limited.	All CDR Facilities	Not Applicable
7	A charge on all the Current Assets of 3i Infotech BPO Limited	First charge has been created to secure the cash credit facility of Rs.3 crores provided by Development Credit Bank (‘DCB’)	All CDR Facilities

c) **Pledge of shares:**

Pledge of shares held by the Companies set out in Column I of the table below in respect of their respective investments set out in Column II and with details of shares mentioned in column III:

Pledgor (I)	Company whose shares have been pledged (II)	Details of shares pledged (III)
3i Infotech Limited	3i Infotech Holdings Private Limited	6,258,371,598 ordinary shares of MUR 1 each
	3i Infotech Asia Pacific Pte Limited	5,346,202 ordinary shares of SGD 1 each
	3i Infotech BPO Limited	100,000 equity shares of ₹ 10 each
3i Infotech Asia Pacific Pte Limited	3i Infotech SDN BHD	5,000,000 shares of RM 1 each
3i Infotech Holdings Private Limited	3i Infotech Inc	100,138,406 Class A common stock of US$ 0.30 each and 1,000,000 Class B common stock of US$ 0.01 each
		935,187 Class A common stock of US$ 0.30 each (issued by 3i Infotech Inc to 3i Infotech Holdings Private Limited consequent to merger of 3i Infotech Financial Software Inc with 3i Infotech Inc effective December 31, 2017).
	3i Infotech (Middle East) FZ LLC	46,174 shares of AED 1000 each

15. OTHER FINANCIAL LIABILITIES

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Non Current		
Deposits Payable		
Related parties	5.00	5.00
Total	**5.00**	**5.00**
Current		
Financial Liabilities at amortised cost		
Current maturities of long term debts	67.40	48.35
Current maturities of FCCB	19.04	-
Interest accrued and not due on borrowings	2.53	3.07
Dues to employees	9.18	14.96
Payable to step down subsidiary towards IPR purchase	1,066.39	1,066.39
Others		
Other Payables	0.46	0.96
Total	**1,165.00**	**1,133.73**

16. TRADE PAYABLES

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Current		
Total outstanding dues of micro enterprises and small enterprises	0.53	0.02
Total outstanding dues of related parties	25.07	46.78
Total outstanding dues of creditors other than micro enterprises and small enterprises	16.74	20.16
Total	**42.34**	**66.96**

Terms and conditions of the above financial liabilities:

1. Trade payables are non-interest bearing and are normally settled on 60-day terms
2. For terms and conditions with related parties, refer note 32

17. OTHER LIABILITIES

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Current		
Unearned Revenue	4.88	3.41
Others		
Statutory Liabilities	8.05	4.90
Others	0.00	0.04
Total	**12.93**	**8.35**

18. PROVISIONS

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Non Current		
Provision for employee benefits		
Gratuity	14.79	14.86
Leave encashment	0.58	0.53
Total	**15.37**	**15.39**
Current		
Provision for employee benefits		
Gratuity	1.14	1.17
Leave encashment	0.64	0.78
Total	**1.78**	**1.95**

19. LEASE LIABILITIES

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Non Current Lease Liabilities	42.54	-
Current Lease Liabilities	5.31	-
Total	**47.85**	**-**

20. REVENUE FROM OPERATIONS

₹ in Crores

Particulars	FTY 2019-20	FTY 2018-19
Sale of products		
IT Solutions	45.42	23.44
Sale of services		
IT Solutions	258.18	228.25
Transaction service	17.73	16.57
Other Operating Revenues		
Corporate charges	16.94	15.67
Total	**338.27**	**283.93**

Timing of Revenue Recognition

₹ in Crores

Particulars	2019-20	2018-19
For Contractual obligations rendered at a point in time	12.92	6.81
For Contractual obligations rendered over a period of time	325.35	277.12
Total	**338.27**	**283.93**

Summary of Contract Balances

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Trade receivables	653.04	629.00
Contract assets*	59.84	44.43
Contract liabilities*	4.88	3.41

* Contract assets represents revenue accrued and not billed and unbilled revenues. Contract Liabilities represents Billing in excess of revenue

The aggregate value of performance obligations that are unsatisfied as at March 31,2020 other than those meeting the exclusion criteria mentioned in note 2(g)is Rs.72.71 crores Out of this the company expects to recognise revenue of around 69% within the next one year and remaining thereafter. This includes contracts that can be terminated for convenience without a substantive penalty since based on current assessment, the occurence of the same is expected to be remote.

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21. OTHER INCOME

₹ in Crores

Particulars	FTY 2019-20	FTY 2018-19
Interest income on		
Bank fixed deposits	5.54	3.87
Loans to related parties	4.08	4.08
Financial assets at amortised cost*	20.10	19.16
Interest on IT Refund	2.07	10.17
Other Non Operating Income (Net of expenses directly attributable to such income)		
Net gain on disposal of property, plant and equipment	0.01	-
Financial Guarantee Income	0.78	0.96
Foreign Exchange Fluctuation Gain	69.42	51.67
Others		
Rent received	0.05	1.66
Miscellaneous Income	0.97	129.98
	103.02	**221.55**

* Represents unwinding of discount under Ind AS 109 on Fair Valuation of Investment in Preference Shares.

22. COST OF THIRD PARTY PRODUCTS AND SERVICES

₹ in Crores

Particulars	FTY 2019-20	FTY 2018-19
Cost of third party products / outsourced services		
For service delivery to clients	83.10	69.74
Less : Re-imbursement of costs by subsidiary companies	(39.38)	(40.73)
Total	**43.72**	**29.01**

23. EMPLOYEE BENEFITS EXPENSE

₹ in Crores

Particulars	FTY 2019-20	FTY 2018-19
Salaries, wages and bonus	227.50	197.77
Contribution to provident and other funds	7.73	6.84
Staff welfare expenses	2.13	3.80
Recruitment and training expenses	0.72	0.61
Employee Stock Option Expense	3.31	0.68
Gratuity Expense	3.23	3.38
Less : Re-imbursement of costs by subsidiary companies	(115.92)	(124.45)
Total	**128.69**	**88.63**

24. FINANCE COST

₹ in Crores

Particulars	FTY 2019-20	FTY 2018-19
Interest expense on debts and borrowings*	81.43	80.14
Interest Expense - Lease Liabilities (IndAS116)	4.01	-
Total Interest Expense	**85.44**	**80.14**
Other borrowing costs		
Others	1.19	0.42
Total	**86.62**	**80.56**

* Includes unwinding of discount under Ind AS 109 on Fair Valuation of Preference Share Capital, FCCBs and Interest free debts of ₹ 42.28 crores for the year ended March 31, 2020 (₹ 38.39 crores for the year ended March 31, 2019).

25. DEPRECIATION AND AMORTISATION EXPENSE

₹ in Crores

Particulars	FTY 2019-20	FTY 2018-19
Depreciation on tangible assets	7.08	6.10
Depreciation on right to use assets	8.53	-
Amortisation on intangible assets	0.69	0.72
Total	**16.31**	**6.82**

26. OTHER EXPENSES

₹ in Crores

Particulars	FTY 2019-20	FTY 2018-19
Electricity power, fuel and water	6.58	6.37
Repairs and maintenance	-	-
Building	1.64	0.62
Others	2.11	1.68
Directors sitting fees	0.29	0.32
Insurance	3.39	3.10
Legal and professional fees	7.62	7.60
Net loss on disposal of property, plant and equipment	-	0.02
Rates and taxes	0.21	0.61
Lease Rental Charges	1.78	13.23
Hire Charges	2.96	2.79
Telephone and internet expenses	2.17	2.27
Travelling & conveyance expenses	4.08	5.39
Allowance for doubtful debts	(2.97)	(1.64)
Miscellaneous expenses	8.13	7.25
Total	37.99	49.61

Notes:

(a) Details of Payments to auditors

₹ in Crores

Particulars	2019-20	2018-19
As auditor		
Audit Fee	0.67	0.62
Tax audit fee	0.05	0.03
In other capacity		
Other services (certification fees)	0.09	0.22
Re-imbursement of expenses	0.00	0.03
	0.81	**0.90**

(b) Corporate Social Responsibility (CSR) expenditure

As per Section 135 of the Companies Act, 2013, the Company does not meet the applicability threshold. Hence the provisions of the said section are not applicable during the current financial year.

(c) Expenditure in foreign currency (excluding Expenditure in UAE Branch)

₹ in Crores

Particulars	2019-20	2018-19
Professional charges	0.21	0.25
Cost of outsourced services and bought out items	0.33	0.61
Travelling and other expenses	3.45	0.53
Interest	3.26	3.33
Total	**7.25**	**4.73**

(d) Earnings in foreign currency (excluding Earnings from UAE Branch)

₹ in Crores

Particulars	2018-19	2017-18
Income from Operations	111.16	87.84
Guarantee commission	0.78	0.96
Total	**111.94**	**88.80**

27. RESEARCH AND DEVELOPMENT COSTS

The Company during the year has incurred cost on research and development activities which are not eligible for capitalisation in terms of Ind AS 38 and therefore they are recognised in statement of profit and loss. Amount charged to profit or loss during the year ended March 31, 2020 ₹ 22.00 crores (March 31, 2019: ₹ 25.03 crores) details of which are as follows:

₹ in Crores

Particulars	FTY 2019-20	FTY 2018-19
i. On Revenue Account :		
Payments to and provision for employees		
- Salaries, Wages, Bonus, Allowances, contribution to provident and other funds etc.	21.70	18.25
Other Expenses		
- Legal & Professional charges	0.20	0.14
- Other Expenses	0.09	2.18
- Cost of third party products and services	-	4.46
Total	**22.00**	**25.03**
ii. On Capital Account	**-**	**-**
Total Research and Development Expenditure (i + ii)	**22.00**	**25.03**

28. EARNINGS PER SHARE

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
(a) Basic earnings per share (Amount in ₹)	0.79	1.55
(b) Diluted earnings per share (Amount in ₹)	0.79	1.55
(c) Face Value per share (Amount in ₹)	10.00	10.00
(d) Reconciliations of earnings used in calculating earnings per share		
Basic earnings per share		
Profit attributable to the equity holders of the company used in calculating basic earnings per share	127.89	250.85
Diluted earnings per share		
Profit attributable to the equity holders of the company used in calculating diluted earnings per share	127.89	250.85
(e) Weighted average number of shares used as the denominator		
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	1,616,645,355	1,615,918,779
Adjustments for calculation of diluted earnings per share:		
Options *		
Convertible Bonds *		
Weighted average number of equity shares used as the denominator in calculating diluted earnings per share	**1,616,645,355**	**1,615,918,779**

* Since the market price of the shares are lower than the exercise price / conversion price of potentially dilutive instruments, these instruments have not been considered for calculation of diluted Earnings Per Share (EPS).

29. EMPLOYEE BENEFIT OBLIGATIONS

₹ in Crores

Particulars	March 31, 2020			March 31, 2019		
	Current	Non Current	Total	Current	Non Current	Total
Leave obligations	0.64	0.58	**1.21**	0.78	0.53	**1.30**
Gratuity	1.14	14.79	**15.93**	1.17	14.86	**16.04**
Total Employee Benefit Obligation	**1.78**	**15.37**	**17.14**	**1.95**	**15.39**	**17.34**

(i) Leave Obligations

The leave obligations cover the company's liability for sick and earned leave.

The amount of the provision of ₹ 0.64 crores (March 31, 2019: ₹ 0.78 crores) is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations.

(ii) Post Employement obligations

(a) Defined benefit plan - Gratuity

The company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by number of years of service upto 10 years and 26 days salary multiplied by number of years of service beyond 11 years.

The gratuity plan is a unfunded plan and the Company makes contributions to recognised funds in India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

The amount recognised in the balance sheet and the movement in the net defined benefit obligation over the period are as follows

₹ in Crores

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at April 1, 2018	**15.74**	**-**	**15.74**
Current service cost	2.34	-	2.34
Interest expense/(income)	1.12	(0.00)	1.12
Total amount recognised in profit or loss	**3.46**	**(0.00)**	**3.46**
Remeasurements			
Return of plan assets, excluding amount included in interest (income)	-	-	-
(Gain)/Loss from change in demographic assumptions	(1.85)	-	(1.85)
(Gain)/Loss from change in financial assumptions	0.22	-	0.22
Experience (gains)/losses	0.23	-	0.23
Total amount recognised in other comprehensive income	**(1.40)**	**-**	**(1.40)**
Employer contributions	-		-
Benefit payments	(1.77)	-	(1.77)
As at March 31, 2019	**16.03**	**(0.00)**	**16.03**

₹ in Crores

Particulars	Present value of obligation	Fair value of plan assets	Net amount
Current service cost	2.23	-	2.23
Interest expense/(income)	1.13	0.00	1.13
Total amount recognised in profit or loss	**3.36**	**0.00**	**3.36**
Remeasurements			
Return of plan assets, excluding amount included in interest (income)	-	-	-
(Gain)/Loss from change in demographic assumptions	0.55	-	0.55
(Gain)/Loss from change in financial assumptions	(5.62)	-	(5.62)
Experience (gains)/losses	(0.64)	-	(0.64)
Total amount recognised in other comprehensive income	**(5.71)**	**-**	**(5.71)**
Employer contributions	-	-	-
Benefit payments	(2.05)	-	(2.05)
As at March 31, 2020	**11.63**	**0.00**	**11.63**

The net liability disclosed above relates to funded and unfunded plans are as follows:

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Present value of unfunded obligations	11.63	16.03
Fair value of plan assets	0.00	0.00
Deficit of unfunded gratutiy plan	**11.63**	**16.03**

The significant actuarial assumptions were as follows::

Particulars	March 31, 2020	March 31, 2019
Discount rate	6.80%	7.50%
Expected return on plan assets		
Salary growth rate		
For first 3 years	1.00%	3.00%
After 3 years	1.00%	2.00%
Withdrawal rate		
Upto 4 years	33.00%	54.00%
5 years and above	3.00%	3.00%
Mortality rate	100.00%	100.00%

A quantitative sensitivity analysis for significant assumption as at March 31, 2020 is shown below::

₹ in Crores

Assumptions	Discount rate		Salary growth rate		Attrition rate	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	50% increase	50% decrease
March 31, 2020						
Impact on defined benefit obligation	12.87	15.68	15.76	12.79	14.97	13.18
% Impact	-9.20%	10.70%	11.20%	-9.80%	5.60%	-7.00%
March 31, 2019						
Impact on defined benefit obligation	13.18	15.82	15.88	13.11	14.96	13.78
% Impact	-8.50%	9.80%	10.20%	-9.00%	3.80%	-4.30%

₹ in Crores

Assumptions	Mortality rate	
Sensitivity Level	10% increase	10% decrease
March 31, 2020		
Impact on defined benefit obligation	14.20	14.14
% Impact	0.20%	-0.20%
March 31, 2019		
Impact on defined benefit obligation	14.43	14.39
% Impact	0.10%	-0.10%

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The Company's best estimate of future cash flows during the next 12 months is ₹ 15.85 crore (as at March 31, 2019 : ₹ 15.87 crore).

The average duration of the defined benefit plan obligation at the end of the reporting period is 10 years (March 31, 2019: 9 years)

Expected cash flows over the next (valued on undiscounted basis)

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
1 year	0.76	1.05
2 to 5 years	4.58	4.74
6 to 10 years	5.53	6.51
More than 10 years	20.88	20.78

(iii) Defined contribution plans

The Company also has defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any contructive obligation. The expense recognised during the year towards defined contribution plan is ₹7.63 crores (March 31, 2019: ₹6.58 crores)

30. SHARE BASED PAYMENTS

(a) Employee option plan

The Company's Employee Stock Option Schemes are applicable to "Eligible Employees" as defined in the scheme which includes directors and employees of the Company and its subsidiaries. Currently, the Company has 3 schemes, ESOS 2000, ESOS 2007 and ESOS 2018 (as amended). ESOS Scheme 2000 and 2007 provide for issue of equity options up to 25% of the paid-up equity capital to eligible employees and ESOS Scheme 2018 provide for issue of equity options up to 15% of the paid-up equity capital to eligible employees.

The options granted under the ESOS scheme 2000 and 2007 vest in a phased manner over three years with 20%, 30% and 50% of the grants vesting at the end of each year commencing one year from the date of the grant and the same can be exercised within ten years from the date of the grant or five years from the date of vesting of options whichever is later by paying cash at a price determined on the date of the grant. The options granted under ESOS 2018 vest in a graded manner over a three year period, with 33%, 33% and 34% of the grants vesting in each year, commencing one year from the date of the grant and the same can be exercised within 5 years from the date of vesting. One Stock option if exercised will be equivalent to one equity share.

During the year ended March 31, 2013, the Board of Directors of the Company approved ESOS Plan -2013 under the existing scheme ESOS 2007. The plan consist of variations in certain terms with regard to vesting and certain other related matters in ESOS 2007. The options granted are convertible and one option is equivalent to one equity share each. This plan is applicable to all the new options granted to eligible employees for the year ended March 31, 2014.

During the year ended March 31, 2015, the Board of Directors of the Company approved ESOS Plan-2014 under the existing scheme ESOS 2007. The plan consists of variations in certain terms with regard to vesting and certain other related matters in ESOS 2007. The options granted are convertible and one option is equivalent to one equity share each. This plan is applicable to all the new options granted to eligible employees for the year ended March 31, 2015.

During the current year ended March 31, 2016, the Board of Directors of the Company approved ESOS Plan-2015 under the existing scheme ESOS 2007. The plan consists of variations in certain terms with regard to vesting and certain other related matters in ESOS 2007. The options granted are convertible and one option is equivalent to one equity share each. This plan is applicable to all the new options granted to eligible employees for the year ended March 31, 2016.

Vesting Criteria for ESOS plan 2013 and 2014 under ESOS Scheme 2007 is in the ratio of 33%, 33% and 34% vesting in each year, commencing one year from the date of grant.Vesting Criteria for ESOS plan 2015 under ESOS Scheme 2007 is in the ratio of 50%, 25% and 25% vesting in each year, commencing one year from the date of grant.

The existing options (other than those granted under ESOS plan-2013, ESOS plan-2014 & ESOS plan-2015) would continue to be governed by the existing terms.

During the year ended March 31, 2020, 10,00,000 Stock Options were granted (8,84,30,000 Options granted for the year ended March 31, 2019).

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Movement during the year

The number and weighted average exercise prices (WAEP) of the options and movement during the period is as follows

Particulars	March 31, 2020		March 31, 2019	
	Numer of options	WAEP	Numer of options	WAEP
Opening balance	103,960,400	10.24	18,959,900	17.27
Granted during the period*	1,000,000	10.00	88,430,000	10.00
Exercised during the period	-	-	-	-
Declined during the year	-	-	810,000	10.00
Forfeited during the period	7,216,550	13.27	2,619,500	52.99
Closing balance**	**97,743,850**	**10.02**	**103,960,400**	**10.24**
Vested and exercisable	43,573,920	10.04	17,585,370	11.44

* During the year ended March 31, 2020, NIL options (for the year ended March 31, 2019 75,00,000 Options) granted to Managing Director and Global CEO.

** Includes 87,30,000 options granted to Managing Director/Executive Director and Non-Executive Directors (for the year ended March 31, 2019, 87,30,000 options).

The following tables summarize information about outstanding stock options:

As at March 31, 2020

Range of exercise price	Number of shares arising out of options	Weighted average remaining life (in years)	Weighted average exercise price (₹)
₹ 45 to ₹ 50	-	-	-
₹ 57 to ₹ 144	25,000	0	76
₹ 10	97,718,850	6	10

As at March 31, 2019

Range of exercise price	Number of shares arising out of options	Weighted average remaining life (in years)	Weighted average exercise price (₹)
₹ 45 to ₹ 50	-	-	-
₹ 57 to ₹ 144	375,000	0	77
₹ 10	103,863,400	7	10

(b) Expense arising from share based payment transactions

Total expenses arising from share based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

₹ in Crores

Particulars	2019-20	2018-19
Employee stock option expense	3.31	0.68
Total employee share-based payment expense	**3.31**	**0.68**

31. COMMITMENTS AND CONTINGENCIES

A. Commitments

i. Capital Commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Property, plant and equipment	1.11	1.43

B. Contingent Liabilities

₹ in Crores

	March 31, 2020	March 31, 2019
i. Claim against the company not acknowledged as debt		
- Disputed income tax matters	89.42	83.90
- Disputed service tax matters (excluding interest as applicable)	182.04	172.82
- Disputed sales tax matters	4.57	4.85
- Customer claims	13.14	46.76
- Others *	1.20	1.18
ii. Outstanding bank guarantees	21.42	22.56
iii. Arrears of cumulative preference dividend (including dividend distribution tax thereon)	-	-

* Includes claim in respect of legal cases relating to Registrar and Transfer Services, which are reimbursable by the Principal to the extent of ₹ 1.20 crores (as at March 31, 2019 - ₹ 1.18 crores).

The Company's pending litigation is in respect of proceedings pending with Tax Authorities and customer claims with various courts. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material impact on its financial statements.

C. Financial Guarantees

₹ in Crores

	March 31, 2020	March 31, 2019
Corporate Guarantees to Lenders of Subsidiaries	34.96	66.43

32. RELATED PARTY TRANSACTIONS

(i) List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

Name of Related Party	Name of Holding Company	Percentage of Holding	Country of Incorporation	Nature of Relationship
Foreign Subsidiaries/Step Down Subsidiaries:				
3i Infotech Inc.	3i Infotech Holdings Private Limited	100%	USA	Step Down Subsidiary
3i Infotech Asia Pacific Pte Limited	3i Infotech Limited	100%	Singapore	Subsidiary
3i Infotech SDN BHD	3i Infotech Asia Pacific Pte Limited	100%	Malaysia	Step Down Subsidiary
3i Infotech (UK) Limited	3i Infotech Limited	100%	UK	Subsidiary
3i Infotech (Thailand) Limited	3i Infotech Asia Pacific Pte Limited	100%	Thailand	Step Down Subsidiary
3i Infotech Holdings Private Limited	3i Infotech Limited	100%	Mauritius	Subsidiary
3i Infotech Saudi Arabia LLC	3i Infotech Limited	100%	Saudi Arabia	Subsidiary
3i Infotech (Africa) Limited	3i Infotech (Middle East) FZ LLC	100%	Kenya	Step Down Subsidiary
3i Infotech (Middle East) FZ LLC	3i Infotech Holdings Private Limited	100%	UAE	Step Down Subsidiary
Elegon Infotech Limited	3i Infotech Limited	100%	China	Subsidiary
3i Infotech (South Africa) (Pty) Limited	3i Infotech Holdings Private Limited	100%	Republic of South Africa	Step Down Subsidiary
Rhyme Systems Limited	3i Infotech (Western Europe) Group Limited	100%	UK	Step Down Subsidiary
3i Infotech (Western Europe) Holdings Limited	3i Infotech (UK) Limited	100%	UK	Step Down Subsidiary
3i Infotech (Western Europe) Group Limited	3i Infotech (Western Europe) Holdings Limited	100%	UK	Step Down Subsidiary
3i Infotech (Cyprus) Limited (formerly known as Black-Barret Holdings Limited)	3i Infotech Holdings Private Limited	100%	Cyprus	Step Down Subsidiary
3i Infotech Software Solutions LLC	3i Infotech Holdings Private Limited	100%	Dubai	Step Down Subsidiary

Name of Related Party	Name of Holding Company	Percentage of Holding	Country of Incorporation	Nature of Relationship
3i Infotech Services SDN BHD	3i Infotech Asia Pacific Pte Limited	100%	Malaysia	Step Down Subsidiary
Locuz Inc. (Ceased to be subsidiary w.e.f November 1, 2019)	Locuz Enterprise Solutions Limited	100%	USA	Step Down Subsidiary
3i Infotech (Canada) Inc.	3i Infotech Holdings Private Limited	100%	Canada	Step Down Subsidiary
3i Infotech Nigeria Limited	3i Infotech Holdings Private Limited	100%	Nigeria	Step Down Subsidiary
3i Infotech Netherlands B.V.	3i Infotech Holdings Private Limited	100%	Netherlands	Step Down Subsidiary
Indian Subsidiaries / Step Down Subsidiaries:				
Locuz Enterprise Solutions Limited. (Ceased to be subsidiary w.e.f November 1, 2019)	3i Infotech Limited	74%	India	Subsidiary
3i Infotech BPO Limited	3i Infotech Limited	100%	India	Subsidiary
3i Infotech Consultancy Services Limited	3i Infotech Limited	100%	India	Subsidiary
Professional Access Software Development Private Limited	3i Infotech (Cyprus) Limited	100%	India	Step Down Subsidiary
IFRS Cloud Solutions Limited –(Voluntarily struck off from Register on November 28, 2019 and stands dissolved)	3i Infotech Inc.	100%	India	Step Down Subsidiary

As on March 31, 2020, the number of subsidiaries are 23 (twenty three).

Key Managerial Personnal (KMP) :

Name of Related Party	Designation / Details	Remarks
1. Mr. Padmanabhan Iyer	Managing Director, Global CEO and CFO	Appointed on November 11, 2014*
2. Mr. Rajeev Limaye	Company Secretary	Appointed on July 05, 2016
3. Mr. Ashok Shah	Chairman	Appointed on October 01, 2015
4. Dr. Shashank Desai	Director	Resigned on July 30, 2020
5. Mr. Gautam Dutta	Nominee Director- IDBI Bank Ltd	Resigned as a Director on June 14, 2019 due to withdrawal of nomination by IDBI Bank
6. Ms. Zohra Chatterji	Director	Appointed on March 24, 2020

Name of Related Party	Designation / Details	Remarks
7. Mr. Ranjeev Kumar Sinha	Nominee Director- IDBI Bank Ltd	Appointed on June 14, 2019
8. Ms. Anjoo Navalkar	Non - Executive Director	Appointed on November 16, 2018
9. Mr. Avaya Kumar Mohapatra	Nominee Director- Allahabad Bank	Resigned as a Director on June 5, 2020 due to withdrawal of nomination by Allahabad Bank

* November 11, 2014 was the date of appointment of Mr. Padmanabhan Iyer as CFO of the Company. He has also been appointed as an Executive Director on the Board of the Company on May 18, 2016, as an acting CEO on June 7, 2016 and as Managing Director and Global CEO of the Company effective August 11, 2016.

(ii) Transactions with related parties

The following transactions occurred with related parties

₹ in Crores

Name	Nature of Transaction	2019-20	2018-19
3i Infotech Inc.	Income	3.97	2.35
	Corporate Charges (Royalty Income)	7.14	6.63
	Income from product charge out	0.66	-
	Reimbursement of Expenses	25.93	16.18
3i Infotech Holdings Private Limited, Mauritius	Income	0.05	-
	Reimbursement of Expenses	0.29	-
3i Infotech (UK) Limited and its subsidiaries	Income	1.12	1.22
	Corporate Charges (Royalty Income)	0.22	0.22
	Income from product charge out	0.30	0.55
	Reimbursement of Expenses	7.02	7.57
3i Infotech (Middle East) FZ LLC	Income	43.02	31.49
	Income from product charge out	8.75	7.38
	Corporate Charges (Royalty Income)	3.96	3.54
	Financial Guarantee Commission income	0.33	0.31
	Reimbursement of Expenses	47.55	71.05
	Interest Income	4.08	4.08
3i Infotech Saudi Arabia LLC	Income	6.93	5.87
	Income from product charge out	5.87	2.88
	Corporate Charges (Royalty Income)	1.76	1.42
	Reimbursement of Expenses	35.09	28.25
3i Infotech Asia Pacific Pte Ltd	Income	2.59	1.84
	Income from Product Charge out	1.85	0.35
	Corporate Charges (Royalty Income)	0.91	1.09
	Financial Guarantee Commission income	0.16	0.15
	Reimbursement of Expenses	17.63	12.90

₹ in Crores

Name	Nature of Transaction	2019-20	2018-19
3i Infotech Consultancy Services Limited	Purchase of Services	58.67	48.99
	Corporate Charges (Royalty Income)	1.48	1.24
	Income	0.39	0.31
	Loan/Interest Receivable Adjusted Against Trade Payable	-	-
	Reimbursement of Expenses	2.16	1.74
3i Infotech BPO Limited	Income	9.38	7.53
	Rent Income	-	1.56
	Income from Infrastructure & Facility Management Services	1.56	-
	Purchase of Services	0.89	0.95
	Reimbursement of Expenses	6.78	6.95
	Interest Expense	1.94	2.33
Locuz Enterprise Solutions Limited	Rent Income	0.05	0.10
	Purchase of Services	1.02	7.94
	Expenses	-	-
	Financial Guarantee Commission income	0.30	0.51
	Reimbursement of Expenses	-	0.00
3i Infotech Financial Software Inc	Income	-	-
3i Infotech Trusteeship Services Limited	Income	-	-
3i Infotech (Africa) Limited	Income	1.32	-
	Reimbursement of Expenses	6.30	8.04
3i Infotech SDN BHD	Income	1.24	3.07
	Income from product charge out	1.01	-
	Corporate Charges (Royalty Income)	0.59	0.73
	Reimbursement of Expenses	8.32	18.74
3i Infotech (Thailand) Limited	Income	2.00	4.03
	Income from product charge out	4.42	-
	Corporate Charges (Royalty Income)	0.83	0.80
	Reimbursement of Expenses	11.94	8.37
3i Infotech Software Solution LLC	Income	1.52	0.55
	Corporate Charges (Royalty Income)	0.05	-
	Reimbursement of Expenses	0.03	-

(iii) Outstanding balances arising from sales/purchases of goods and services

₹ in Crores

Name	March 31, 2020	March 31, 2019
Trade Receivables		
3i Infotech Inc	368.90	380.33
3i Infotech Holdings Private Limited, Mauritius	0.36	-
3i Infotech (UK) Limited and its subsidiaries	7.69	10.28
3i Infotech (Middle East) FZ LLC	-	-
3i Infotech Saudi Arabia LLC	124.65	123.29
3i Infotech Asia Pacific Pte Ltd	2.56	2.46
3i Infotech BPO Limited	-	-
3i Infotech Financial Software Inc	-	-
Professional Access Software Development Private Limited	-	-
3i Infotech SDN BHD	23.32	19.99
3i Infotech (Thailand) Limited	26.56	15.90
3i Infotech (Africa) Limited	47.70	38.29
3i Infotech (South Africa) (Pty) Limited	0.01	0.01
Locuz Enterprise Solutions Limited	-	0.02
3i Infotech Software Solution LLC	2.40	0.57
3i Infotech Consultancy Services Limited	0.30	0.30
Trade Payables		
3i Infotech (Middle East) FZ LLC	1.31	26.86
3i Infotech Consultancy Services Limited	20.12	19.91
Unbilled Revenue		
Locuz Enterprise Solutions Limited	-	-
3i Infotech Consultancy Services Limited	2.17	2.17
3i Infotech BPO Limited	-	-
IPR Payables		
3i Infotech (Middle East) FZ LLC	1,066.39	1,066.39
Provision for bad & doubtful debts		
3i Infotech (UK) Limited and its subsidiaries	-	5.18
Earnest Money Deposit		
3i Infotech Consultancy Services Limited	5.00	5.00

(iv) Loans to and Interest Receivable from related parties :

₹ in Crores

Name	Nature of Relationship	Particulars	March 31, 2020	March 31, 2019
Loans to related parties:				
3i Infotech (Middle East) FZ LLC	Subsidiary	**Beginning of the year**	40.83	40.83
		End of the year	40.83	40.83

Name	Nature of Relationship	Particulars	March 31, 2020	March 31, 2019
3i Infotech Consultancy Services Limited	Subsidiary	**Beginning of the year**	-	16.68
		Adjusted Agnst Payable	-	-
		End of the year	-	16.68
Interest Receivable from related parties:				
3i Infotech (Middle East) FZ LLC	Subsidiary	**Beginning of the year**	12.25	8.17
		Interest income recognised	4.08	4.08
		End of the year	16.33	12.25
3i Infotech Consultancy Services Limited	Subsidiary	**Beginning of the year**	-	4.90
		Interest income recognised	-	(4.90)
		Adjusted Agnst Payable	-	0.00
		TDS Deducted	-	(0.33)
		End of the year	0.00	4.90

(v) Loans from and Interest Payable from related parties :

₹ in Crores

Name	Nature of Relationship	Particulars	March 31, 2020	March 31, 2019
Loans from related parties :				
3i Infotech Holdings Private Limited, Mauritius	Subsidiary	**Beginning of the year**	12.13	11.34
		Loans received	0.95	0.79
		Reinstatement of FC Loan	13.08	12.13
		Loan repayments made	17.26	20.21
		End of the year	(2.29)	(2.95)
3i Infotech BPO Limited	Subsidiary	**Beginning of the year**	14.97	17.26
		Adjusted Agnst Loan Receivable	-	128.46
		Loans received	-	(128.46)
		End of the year	-	-
Professional Access Software Development Private Limited	Subsidiary	**Beginning of the year**	-	128.46
		Loans received	-	-
		Loan repayments made	-	(128.46)
		End of the year	-	-

₹ in Crores

Name	Nature of Relationship	Particulars	March 31, 2020	March 31, 2019
IFRS Cloud Solutions Limited	Subsidiary	**Beginning of the year**	0.05	0.05
		Loan received	-	-
		Loan Strike-off	(0.05)	-
		End of the year	-	0.05
Interest Payable to related parties:				
3i Infotech BPO Limited	Subsidiary	**Beginning of the year**	0.17	11.84
		Adjusted Agnst Interest Receivable	(1.75)	(13.77)
		Interests received	-	-
		Interest charged	1.94	2.33
		Interest paid	-	-
		TDS Deducted	(0.19)	(0.23)
		End of the year	0.17	0.17
Professional Access Software Development Private Limited	Subsidiary	**Beginning of the year**	-	2.26
		Interests received	-	7.70
		Interest repayments made	-	(9.96)
		Interest charged	-	-
		Interest Payable written back	-	0.78
		Interest paid	-	(0.78)
		End of the year	-	-
3i Infotech Consultancy Services Limited	Subsidiary	**Beginning of the year**	-	0.78
		Interest charged	-	(0.78)
		End of the year	-	-

(vi) Key management personnel compensation

₹ in Crores

	2019-20	2018-19
Short term employee benefits		
Salaries and other employee benefits to Whole-time directors and executive officers	3.27	2.42
Commission and other benefits to non-executive / independent directors	0.29	0.36
Post-employment benefits	-	-
Long term employee benefits	-	-
Employee share based payment	-	-
Total	**3.55**	**2.78**

The Company had received approval from the Ministry of Corporate Affairs (MCA) for waiver of ₹ 61,54,452 against a total remuneration of ₹1,23,08,903 paid to Mr. Padmanabhan Iyer, Managing Director of the Company for the period from 11/8/2016 to 31/3/2017 with a direction to the Company to recover remaining (excess) remuneration of ₹ 61,54,451 paid to him for the period from 11/08/2016 to 31/03/2017, under intimation to the MCA.

The Company had obtained prior approval from lenders and also approval from Shareholders by means of Special Resolution at the Annual General Meeting held on September 6, 2017 and thus complied with the provisions of Section 197 of the Companies Act, 2013. The Company has received a notice from MCA dated April 5, 2018 in respect of recovery of the excess remuneration paid to Mr. Iyer in the year 2016-17 and the same was not recovered in view of the Companies Amendment Bill passed in 2018 and on the basis of the legal opinion obtained by the Company.

As advised by the Management of the Company, the Company again took approval of the Shareholders for waiver of recovery of excess remuneration paid to Mr. Iyer at the 26th Annual General Meeting held on December 12, 2019.

(vii) Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest bearing and settlement occurs in cash. The Provision for Bad and Doubtful debts on amount owed by related parties is NIL (March 31, 2019 : ₹ 5.18 crore). The assessment for loss allowance is undertaken at each financial year through examining the financial position of the related party and market in which the related party operates.

(viii) There are no Commitments with Related parties

33. FAIR VALUE MEASUREMENTS

i. Financial Instruments by Category

₹ in Crores

Particulars	Carrying Amount		Fair Value	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
FINANCIAL ASSETS				
Amortised cost				
Investments in Preference Shares	548.13	491.15	548.13	491.15
Trade Receivables	653.04	629.00	653.04	629.00
Loans	40.83	40.84	40.83	40.84
Cash and Cash Equivalents	67.24	79.47	67.24	79.47
Other Bank Balances	0.00	0.00	0.00	0.00
Other Financial Assets	80.66	64.03	80.66	64.03
FVTPL				
Investment in Equity Instruments	0.16	0.16	0.16	0.16
Total	**1,390.06**	**1,304.65**	**1,390.06**	**1,304.65**
FINANCIAL LIABILITIES				
Amortised cost				
Borrowings	752.69	824.28	752.69	824.28
Trade Payables	42.34	66.96	42.34	66.96
Other financial liabilities	1,165.00	1,133.73	1,165.00	1,133.73
lease Liability	47.85	-	47.85	-
Total	**2,007.86**	**2,024.97**	**2,007.86**	**2,024.97**

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Accordingly, fair value of such instruments is not materially different from their carrying amounts

The fair values for loans, security deposits and investments in preference shares were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the Fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

The fair values of non current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

The fair value of unquoted equity instruments carried at fair value through profit or loss are not materially different from their carrying amount. Hence the impact of fair valuation is considered to be insignificant in the financial statements.

ii. Fair Value Hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table:

Assets and liabilities measured at amortised cost and for which fair values are disclosed in the financial statements:

Particulars	March 31, 2020			Total	March 31, 2019			Total
	Fair value measurement using				Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Financial Assets								
Investment in Preference Shares	-	-	548.13	**548.13**	-	-	491.15	**491.15**
Loans	-	-	**40.83**	**40.83**	-	-	**40.83**	**40.83**
Deposits	-	-	10.73	10.73	-	-	5.14	5.14
Total Financial Assets	-	-	**599.70**	**599.70**	-	-	**537.12**	**537.12**
Financial Liabilities								
Borrowings	-	-	739.61	739.61	-	-	812.15	812.15
Total Financial Assets	-	-	**739.61**	**739.61**	-	-	**812.15**	**812.15**

There have been no transfers among Level 1, Level 2 and Level 3 during the period

Level 1 - Level 1 hierarchy includes Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity shares included in level 3.

iii. Valuation technique used to determine fair value

Specific Valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

iv. Valuation processes

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Managing Director (MD) and the audit committee (AC). Discussions of valuation processes and results are held between the MD, AC and the valuation team at least once every three months, in line with the Company's quarterly reporting periods.

34. FINANCIAL RISK MANAGEMENT

The Company is exposed primarily to fluctuations in foreign currency exchange rates ,credit ,liquidity and interest rate risk ,which may adversely impact the fair value of its financial instruments. The Company has a risk management policy which covers risks associated with the financial assets and liabilities . The risk management policy is approved by Board of Directors . The focus of the risk management committee is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the Company.

i. Market Risk

Market risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of the change in market prices . Such changes in the value of financial instruments may result from changes in the foreign currency exchange, interest rates ,credit ,liquidity and other market changes. The Company's exposure to market risk is primarily on account of foreign currency exchange rate risk.

(a) Foreign currency exchange rate risk

The fluctuation in foreign currency exchange rate may have potential impact on the statement of profit and loss and the other comprehensive income and equity ,where any transaction reference more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the Company.

Considering the countries and the economic environment in which the Company operates, its operations are subject to risk arising from fluctuations in exchange rates in those countries. The risks primarily relates to fluctuations in US Dollar, Great Britain Pound and Euro against the functional currency of the Company.

The Company , as per its current risk management policy ,does not use any derivatives instruments to hedge foreign exchange . Further ,any movement in the functional currency of the various operations of the Company against major foreign currencies may impact the Company's revenue in international business.

The Company evaluates the impact of the foreign exchange rate fluctuation by assessing its exposure to exchange rate risks. Apart from exposures of foreign currency payables and receivables, which partially are naturally hedged against each other, the Company does not use any hedging instruments to hedge its foreign currency exposures; in line with the current risk management policies.

The foreign exchange rate sensitivity is calculated by aggregation of the net foreign exchange rate exposure and a simultaneous parallel foreign exchange rate shift of all the currencies by 1% against the functional currency of the Company.

The following analysis has been worked out based on the net exposures of the Company as of the date of Balance Sheet which could affect the statement of profit and loss and the other comprehensive income and equity .

The following table set forth information relating to foreign currency exposure as at March 31,2020:

₹ in Crores

Particulars	USD	GBP	EUR	AED	Total
Total financial assets	1,103.41	7.82	164.43	0.15	1,275.80
Total financial liabilities	137.09	-	-	2.80	139.89

1% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Company would result in decrease /increase in the Company 's profit before tax by approximately ₹ 11.36 crores for the year ended March 31,2020.

The following table set forth information relating to foreign currency exposure as at March 31,2019:

₹ in Crores

Particulars	USD	GBP	EUR	Total
Total financial assets	1,047.64	10.28	155.52	1,213.44
Total financial liabilities	174.52	-	-	174.52

1% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Company would result in decrease /increase in the Company 's profit before tax by approximately ₹ 10.39 crores for the year ended March 31,2019.

(b) Interest rate risk

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market.

(ii) Credit risk

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, investments carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables and unbilled revenues.

(1) Credit risk management

- **Trade receivables and Unbilled revenues**

The credit risk has always been managed by the group through an assessment of the companies financials , market intelligence and customers credibility. The Company makes provisions for Debtors and Unbilled based on a critical assessment of the amount in relation to the ageing combined with the historical trend observed in the respective geography, the past history of the client and comparison with similar projects to determine the recoverability of the receivables.

- **Other Financails Assets**

  The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

(2) Credit risk exposure

- **Trade receivables and Unbilled revenues**

  The carrying amount of trade receivables and unbilled revenues represents the maximum credit exposure from customers. The maximum exposure to credit risk from customers is ₹ 718.13 crores (March 31, 2019: ₹ 685.45 crores). The lifetime expected credit loss on customer balance for the year ended March 31, 2020 is ₹ 15.08 crores (March 31, 2019: ₹ 18.40 crores).

Reconciliation of loss allowance provision - Trade receivables and Unbilled revenue

₹ in Crores

Particulars	**March 31, 2020**	**March 31, 2019**
Balance at the beginning	18.40	44.19
Impairment loss recognised/reversed	(2.97)	(1.67)
Amount written off	(0.18)	(24.12)
Translation difference	(0.17)	-
Balance at the end	**15.08**	**18.40**

- **Other Financial Assets**

  The carrying amount of cash and cash equivalents, investments carried at amortised cost, deposits with banks and financial institutions and other financial assets represents the maximum credit exposure. The maximum exposure to credit risk is ₹687.97 crores (March 31, 2019: ₹ 638.53 crores). The 12 months expected credit loss and lifetime expected credit loss on these financial assets for the year ended March 31, 2020 is ₹ 1.10 crores (March 31, 2019: ₹ 1.10 crores)

Reconciliation of loss allowance provision - other financial assets

₹ in Crores

Particulars	**March 31, 2020**		**March 31, 2019**	
	12 month expected losses	**life-time expected losses**	**12 month expected losses**	**life-time expected losses**
Balance at the beginning		1.10		2.88
Add(Less): Changes in loss allowances due to				
Changes in risk parameters		-		(1.78)
Balance at the end		**1.10**		**1.10**

(iii) Liquidity risks

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Company consistently generated sufficient cash flow from operations to meet its financial obligation as and when they fall due .

The table below provides details regarding the contractual maturities of significant financial liabilities as at :

March 31,2020

₹ in Crores

Particulars	Due in 1 year	Due in 1-2 year	Due in 2-5 year	Due after 5 years	Total
Non-derivative financial liabilities :					
Trade and other payables	42.34	0.00	0.00	0.00	42.34
Borrowings including Interest thereon	134.45	121.85	244.48	740.79	1241.57
Other financial liabilities	1165.00	0.00	0.00	0.00	1165.00
lease Liability	5.31	5.47	18.17	18.90	47.85
Total	**1347.09**	**127.32**	**262.65**	**759.69**	**2496.75**

March 31,2019

₹ in Crores

Particulars	Due in 1 year	Due in 1-2 year	Due in 2-5 year	Due after 5 years	Total
Non-derivative financial liabilities :					
Trade and other payables	66.96	0.00	0.00	0.00	66.96
Borrowings including Interest thereon	122.95	128.13	336.36	766.44	1353.88
Other financial liabilities	1138.73	0.00	0.00	0.00	1138.73
Total	**1328.64**	**128.13**	**336.36**	**766.44**	**2559.57**

35. CAPITAL MANAGEMENT

For the purpose of the company's capital management, capital includes issued equity capital, convertible instruments, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Borrowings	340.36	448.85
Trade payables	42.35	66.97
Other payables	1,182.94	1,147.07
Cumulative Non Convertible Redeemable Preference Shares	412.32	375.43
Less: cash and cash equivalents	(67.24)	(79.47)
Net Debt	**1,910.72**	**1,958.84**
Equity Share Capital	1,616.65	1,616.64
Other Equity	(1,083.34)	(1,214.24)
Total Equity	**533.31**	**402.40**
Capital and net debt	**2,444.02**	**2,361.24**
Gearing ratio	**78.18**	**82.96**

36. ASSETS PLEDGED AS SECURITY

The carrying amount of assets pledged as security for current and non current borrowings are:

₹ in Crores

	March 31, 2020	March 31, 2019
CURRENT ASSETS		
i. Financial Assets		
Trade Receivable	45.25	43.03
Cash and cash equivalents	67.24	79.47
Bank Balances Other than above	0.00	0.00
Other Financial Assets	51.42	44.47
ii. Non Financial Assets		
Other Current Assets (excluding Prepaid Expenses)	5.83	2.92
Total current assets pledged as security	**169.75**	**169.90**
NON CURRENT ASSETS		
Property, Plant and Equipment		
Land - Leasehold	0.34	0.36
Building - Leasehold	124.92	128.04
Plants and equipments	0.49	0.30
Furniture and Fixtures	1.30	0.70
Vehicle	0.40	-
Office	1.88	1.65
Computer Hardware	7.02	5.46
Intangible Assets	224.06	224.66
Non Current Investments	611.40	611.25
Total non current assets pledge as security	**971.82**	**972.41**

37. OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The following table presents the recognised financial instruments that are offset and other agreements but not offset, as at March 31, 2020 and March 31, 2019. The column 'net amount' shows the impact on the company's balance sheet if all set-off rights were exercised.

₹ in Crores

	Effects of offsetting on the balance sheet			Related amounts not offset	
	Gross amount	Gross amounts set off in the balance sheet	Net amount presented in the balance sheet	Financial instruments collateral	Net amount
March 31, 2020					
Financial assets					
Non Current					
Investments	1,199.84	-	**1,199.84**	(611.40)	**588.44**
Current					
Cash and cash equivalents	67.24	-	**67.24**	(67.24)	-
Bank Balances Other than above	0.00	-	**0.00**	(0.00)	-
Trade receivables	743.07	(90.02)	**653.05**	(45.25)	**607.80**
Other financial assets	121.82	(0.33)	**121.49**	(51.42)	**70.07**
Total	**2,131.97**	**(90.35)**	**2,041.62**	**(775.31)**	**1,266.31**
Financial liabilities					
Trade payables	(28.27)	70.61	**42.34**	-	**42.34**
Borrowings	1,897.95	19.74	**1,917.69**	(775.31)	**1,142.38**
Total	**1,869.68**	**90.35**	**1,960.03**	**(775.31)**	**1,184.72**
March 31, 2019					
Financial assets					
Non Current					
Investments	1,167.21	-	**1,167.21**	(611.25)	**555.96**
Current					
Cash and cash equivalents	79.47	-	**79.47**	(79.47)	-
Bank Balances Other than above	0.00	-	**0.00**	(0.00)	-
Trade receivables	732.24	(103.24)	**629.00**	(43.03)	**585.97**
Other financial assets	129.40	(24.54)	**104.86**	(44.47)	**60.39**
Total	**2,108.32**	**(127.78)**	**1,980.54**	**(778.22)**	**1,202.32**
Financial liabilities					
Trade payables	(15.25)	82.22	**66.97**	-	**66.97**
Borrowings	1,963.01	45.56	**2,008.57**	(778.21)	**1,230.36**
Total	**1,947.76**	**127.78**	**2,075.54**	**(778.21)**	**1,297.33**

38. LEASES

Transition

Effective April 1, 2019, the Company adopted Ind AS 116, Leases and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the ROU asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019.

On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of ₹ 41.45 crore and a lease liability of ₹ 43.17 crore. The cumulative effect of applying the standard, amounting to ₹ 1.72 crore was debited to retained earnings, net of taxes. The effect of this adoption is insignificant on the profit before tax, profit for the period and earnings per share.

The following is the summary of practical expedients elected on initial application :

1. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
2. Applied the exemption not to recognize ROU assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
3. Excluded the initial direct costs from the measurement of the ROU asset at the date of initial application.
4. Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

The difference between the lease obligation recorded as of March 31, 2019 under Ind AS 17 disclosed under Note 31 of the Standalone financial statements forming part of the 2019 Annual Report and the value of the lease liability as of April 1, 2019 is primarily on account of inclusion of extension and termination options reasonably certain to be exercised, in measuring the lease liability in accordance with Ind AS 116 and discounting the lease liabilities to the present value under Ind AS 116.

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 10%

The changes in the carrying value of ROU assets for the year ended March 31, 2020 are as follows :

₹ in Crores

Particulars	Category of ROU Asset
	Buildings
Balance as at April 1, 2019	41.45
Reclassified on account of adoption of Ind AS 116 (Refer to Note 2(i))	-
Additions	12.56
Deletion	(0.89)
Depreciation	(8.54)
Balance as at March 31, 2020	44.58

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the Statement of Profit and Loss.

The break-up of current and non-current lease liabilities as at March 31, 2020 is as follows:

₹ in Crores

Particulars	**March 31, 2020**
Current Lease Liabilities	5.31
Non-Current Lease Liabilities	42.54
Total	**47.85**

The movement in lease liabilities during the year ended March 31, 2020 is as follows:

₹ in Crores

Particulars	**March 31, 2020**
Balance at the beginning	43.17
Additions	12.56
Finance cost accrued during the period	4.02
Deletions	(1.02)
Payment of lease liabilities	(10.88)
Translation difference	-
Balance at the end	47.85

The details of the contractual maturities of lease liabilities as at March 31, 2020 on an undiscounted basis are as follows:

₹ in Crores

Particulars	**March 31, 2020**
Less than one year	9.57
One to five years	42.38
More than five years	14.70
Total	**66.65**

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Rental expense recorded for short-term leases was ₹ 0.57 Crores for the year ended March 31, 2020.

Rental income on assets given on operating lease to subsidiaries was ₹ NIL crores for the year ended March 31, 2020.

39. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Principal amount due to suppliers under MSMED Act, 2006*	0.53	0.02
Interest accrued and due to suppliers under MSMED Act, on the above amount	-	-
Payment made to suppliers (other than interest) beyond the appointed day, during the year	-	-
Interest paid to suppliers under MSMED Act, (other than Section 16)	-	-
Interest paid to suppliers under MSMED Act, (Section 16)	-	-
Interest due and payable to suppliers under MSMED Act, for payment already made	-	-
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act, 2006	-	-

* Amount includes due and unpaid of ₹ 0.53 (March 31, 2019: ₹ 0.02)

The information has been given in respect of such vendors to the extent they could be identified as "Micro and Small" enterprises on the basis of information available with the Company.

40. DEFERRAL/CAPITALISATION OF EXCHANGE DIFFERENCES

The Ministry of Corporate Affairs (MCA) has issued the amendment dated December 29, 2011 to AS 11 "The Effects of Changes in Foreign Exchange Rates", to allow companies deferral/capitalization of exchange differences arising on long-term foreign currency monetary items. In accordance with the amendment/earlier amendment to AS 11, the Company has capitalised exchange loss, 'arising on long-term foreign currency loan to the cost of plant and equipments. The Company also has other long-term foreign currency monetary item, where the gain/(loss) due to fluctuation in foreign currency is accounted for as FCMITDA and disclosed under reserve and surplus.

₹ in Crores

Particulars	March 31, 2020	March 31, 2019
Cost of the assets		
FCMITDA	-	-
Amortised in the current year	-	-

41. DISCLOSURES REQUIRED UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013

₹ in Crores

Name of the Party	Nature	Rate of interest	March 31, 2020	March 31, 2019
3i Infotech (Middle East) FZ LLC	Loan given consequent to DRS	10%	40.83	40.83

42. The accounts of certain Trade Receivables, Trade Payables, Loans and Advances and Banks are however, subject to formal confirmations / reconciliations and consequent adjustments, if any. However, the management does not expect any material difference affecting the current years financial statements on such reconciliations / adjustments.

43. The books of accounts of the parent and subsidiaries reflect debit balances / credit balances of the counter entity. In case of 3i Infotech Ltd, the parent and 3i Infotech Saudi Arabia LLC a subsidiary there is a difference in the balances reflected to the tune of ₹75.56 crores. This net difference represents entries passed in previous financial years in various accounts based on local accounting and compliance requirements. The company is in the process of obtaining required approvals to pass the necessary accounting entries to eliminate the differences.

44. **Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID-19):** The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, unbilled revenues, goodwill and intangible assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts and consensus estimates from market sources on the expected future performance of the Company. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered

45. Previous year's figures have been regrouped / rearranged wherever necessary to conform to the current year's presentation.

For and on behalf of the board

Padmanabhan Iyer	**Shashank Desai**	**Rajeev Limaye**
CFO, Managing Director and Global CEO	**Director**	**Company Secretary**
(DIN: 05282942)	**(DIN: 00143638)**	**(M.No.: A17168)**

Navi Mumbai
Date: May 22, 2020.

3i INFOTECH LIMITED

Corporate Identification Number (CIN): L67120MH1993PLC074411
Registered Office: Tower # 5, 3rd to 6th Floors, International Infotech Park,
Vashi, Navi Mumbai - 400 703, Maharashtra, India
Tel: 022-7123 8000 **E-mail:** investors@3i-infotech.com **Website:** www.3i-infotech.com

NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting ("AGM") of the Members of 3i Infotech Limited (the "Company") will be held on Wednesday, December 23, 2020 at 2:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the business as mentioned below. The venue of the AGM shall be deemed to be the Registered Office of the Company.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors ("Board") and the Auditors thereon.

2. To appoint a Director in place of Mr. Padmanabhan Iyer (DIN- 05282942), who retires by rotation and being eligible, offers himself for re-appointment.

   Explanation: Based on the terms of appointment, office of executive directors and the non-executive directors are subject to retirement by rotation. Pursuant to provisions of Section 152 (6) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Padmanabhan Iyer, who was appointed on August 11, 2016, whose office is liable to retire at the ensuing AGM, being eligible, seeks re-appointment at the AGM. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment. The tenure, terms and conditions of his appointment and remuneration shall remain the same as approved by the Members at their Meetings held on December 7, 2016 and December 12, 2019 respectively.

   Therefore, the Members are requested to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Padmanabhan Iyer (DIN- 05282942), who retires by rotation, be and is hereby appointed as a director liable to retire by rotation."

SPECIAL BUSINESS

3. **Appointment of Mr. Pravir Kumar Vohra (DIN- 00082545) as a Non-Executive Director of the Company and approval for payment of fees apart from Sitting Fees.**

   To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT subject to the provisions of Sections 152, 160 and other applicable provisions of the Companies Act, 2013 (the "Act") and the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Pravir Kumar Vohra (DIN- 00082545), who was appointed as an Additional (Non-Executive) Director under Section 161(1) of the Act, by the Board of Directors of the Company with effect from September 1, 2020 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Mr. Pravir Kumar Vohra as a candidate for the office of the Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions of the Act, read with the applicable rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Articles of Association of the Company, Mr. Vohra be paid remuneration/fees for providing services as Professional Expert pursuant to proviso to Section 197 (4) of the Act apart from Sitting Fees which he is entitled to get for attending Board and Committee Meeting as per provisions of the Act, as may be recommended by the Nomination & Remuneration Committee and approved by the Board, from time to time during his said tenure.

RESOLVED FURTHER THAT Mr. Padmanabhan Iyer, Managing Director and Global CEO and Mr. Rajeev Limaye, Company Secretary of the Company be and are hereby severally authorized to do the necessary filings with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to the above resolution."

4. **Appointment of Ms. Zohra Chatterji (DIN- 01382511) as an Independent Director of the Company for a term of 5 years effective March 24, 2020.**

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

"**RESOLVED THAT** subject to provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") as amended from time to time and as per the recommendations of the Nomination & Remuneration Committee and that of the Board of Directors, Ms. Zohra Chatterji (DIN-01382511), who was appointed as an Additional Director (designated as an Independent Non-Executive Director effective March 24, 2020 and who holds office till the date of this AGM in terms of Section 161 of the Act) and who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regualtion 16(1)(b) of the SEBI LODR and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Ms. Zohra Chatterji as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 years effective March 24, 2020 to- March 23, 2025.

RESOLVED FURTHER THAT pursuant to provisions of the Act, Ms. Zohra Chatterji shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Padmanabhan Iyer, Managing Director and Global CEO and Mr. Rajeev Limaye, Company Secretary of the Company be and are hereby severally authorized to do the necessary filings with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to the above resolution."

5. **Re-appointment of Mr. Ashok Shah (DIN- 01194846) as an Independent Director of the Company for another term of 5 years effective October 1, 2020.**

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149,150,152,160 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended from time to time and pursuant to the recommendations of the Nomination & Remuneration Committee and that of the Board of Directors, Mr. Ashok Shah (DIN-01194846), who held office of Independent Director upto September 30, 2020 and who was appointed as an Additional Director (designated as an Independent Non-Executive Director effective October 1, 2020 and holds office till date of the AGM in terms of Section 161 of the Act) and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Mr. Ashok Shah as a candidate for the office of the Director of the Company be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of five years effective October 1, 2020 to September 30, 2025.

RESOLVED FURTHER THAT pursuant to provisions of the Act, Mr. Ashok Shah shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Padmanabhan Iyer, Managing Director and Global CEO and Mr. Rajeev Limaye, Company Secretary of the Company be and are hereby severally authorized to do the necessary filings with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to the above resolution."

Registered Office:
Tower # 5, 3rd to 6th Floors,
International Infotech Park, Vashi,
Navi Mumbai - 400 703

By Order of the Board

Sd/-
Rajeev Limaye
Company Secretary

Navi Mumbai
October 22, 2020

NOTES:

The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") containing reasons for proposing the resolutions as stated in the Notice is annexed hereto.

1. **General instructions for accessing and participating in the Meeting through VC/OAVM Facility and voting through electronic means including remote e-voting:**

   a) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular no. 33/2020 dated September 28, 2020 read with circulars dated May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred as "MCA Circulars") and SEBI circular dated May 12, 2020 permitted Companies to convene the Annual General Meeting (AGM) through VC/OAVM Facility, without physical presence of the Members at a common venue, subject to compliance of various conditions mentioned therein. In compliances with the provisions of the Companies Act, 2013 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the 27th AGM of the Company is being held through VC/OAVM Facility. The deemed venue for the Meeting shall be the Registered Office of the Company.

   b) Only registered equity shareholders of the Company may attend (either in person or by authorized representative) the said AGM through VC/OAVM Facility.

      The authorised representative of a body corporate which is a registered equity shareholder of the Company may attend the AGM provided that a certified true copy of the resolution or the authority letter or power of attorney of the board of directors or other governing body of the body corporate authorizing such representative to attend and vote at the AGM is emailed to the Scrutinizer at scrutinizer3iinfotechagm@gmail.com with a copy marked to evoting@nsdl.co.in not later than 48 hours before the scheduled time of the commencement of the Meeting.

   c) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

   d) Electronic copy of all the relevant documents referred to the accompanying notice of the AGM and the explanatory statement shall be available for inspection in the investor section of the website of the Company at www.3i-infotech.com. A recorded transcript of the meeting shall also be made available post AGM on the website of the Company as soon as possible.

e) National Securities Depository Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 27th AGM through VC/OAVM Facility and e-Voting during the 27th AGM.

f) Members may join the AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 1:30 p.m. (IST) i.e. 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the AGM.

g) Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come first- served principle.

h) Attendance of the Members participating in the AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

i) Pursuant to 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, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 44 of SEBI LODR read with MCA circulars, the Company is providing remote e-voting facility to its members in respect of the business to be transacted at the AGM and facility for those members participating in the AGM to cast vote through e-voting system during the AGM.

j) Members are informed that in case of joint holders attending the AGM, only such joint holder whose name stands first in the Register of Members of the Company / Register of beneficial owners as on cut-off date as received from National Securities Depository Limited ("NSDL") /Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") in respect of such joint holding will be entitled to vote.

k) In terms of the MCA Circulars since the AGM has been convened through VC/OAVM, physical attendance of Members has been dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM Facility and e-Voting during the AGM.

2. Instructions for Members for Remote e-voting are as under:-

a. The remote e-voting period will commence at 9:00 am (IST) on Sunday, December 20, 2020 and end at 5:00 pm (IST) on Tuesday, December 22, 2020. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, December 16, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

b. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

c. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

I. 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.

II. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders/Members' section.

III. A new screen will open. You will have to enter your User ID, your Password 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.

IV. 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 115041 then user ID is 101456001***

V. Your password details are given below:

i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

ii. 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.

iii. How to retrieve your 'initial password'?

a) 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. .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'.

b) If your email ID is not registered, please follow steps mentioned below in process for those members whose email ids are not registered.

VI. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password click on:

i. "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

ii. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

iii. 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.

iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

VII. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

VIII. Now, you will have to click on "Login" button.

IX. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-voting system?

I. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.

II. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

III. Select "EVEN" of the Company.

IV. Now you are ready for e-voting as the Voting page opens.

V. 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 "Confirm" when prompted.

VI. Upon confirmation, the message "Vote cast successfully" will be displayed.

VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

VIII.Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

d. In case of any queries with respect to the manner of voting, 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 no.: 1800-222-990 or send a request at evoting@nsdl.co.in. or contact Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: evoting@nsdl.co.in or AmitV@nsdl.co.in or pallavid@nsdl.co.in or at telephone nos.:+91-22-24994360 or +91-22-24994545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's email address investors@3i-infotech.com.

3. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-voting on the resolutions set out in this Notice:

The Notice, Explanatory Statement together with the accompanying documents, is being sent to the Members in electronic form whose e-mail addresses are registered with the Depository Participants (in case of electronic shareholding) or the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose e-mail addresses are not so registered, may follow the following procedure:

Those Members, who hold shares in physical form and who have not registered their email address with the Company and who wish to participate in the AGM or cast their vote through remote e-voting or through the e-voting system during the meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number, complete address and mobile number; and ii) self-attested scanned copy of the PAN Card and any one of the following documents (such as Driving License, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company to the email address of the Company investors@3i-infotech.com.

In case shares are held in demat mode and email address is not registered, such Members may obtain their login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID) and mobile number; (ii) self- attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the Company investors@3i-infotech.com.

4. **Instructions for Members for participating in the AGM through VC/OAVM are as under:**

   a. Members will be able to attend the AGM through VC/OAVM Facility through the NSDL e-voting system at https://www.evoting.nsdl.com under Shareholders/Members login by using the remote e-voting credentials and selecting the EVEN for the Company's AGM. Please note that the 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 the Notice of the AGM to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.

   b. 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.

   c. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of Wednesday, December 16, 2020.

   d. Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM.

   e. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

   f. Members can submit questions in advance with regard to items mentioned in the notice or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address investors@3i-infotech.com atleast 48 hours in advance before the start of the AGM i.e. by Monday, December 21, 2020 by 2:00 p.m. (IST). Such questions by the Members shall be taken up during the AGM and replied by the Company suitably.

   g. 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 at investors@3i-infotech.com between 9.00 a.m. (IST) on Friday, December 18, 2020 and 5.00 p.m. (IST) on Saturday, December 19, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers.

   h. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

5. **Instructions for Members for e-voting during the AGM are as under:**

   a) Members may follow the same procedure for e-voting during the AGM as mentioned above for remote e-voting.

   b) Only those Members, who will be present in the AGM through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

   c) Members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC/ OAVM Facility but shall not be entitled to cast their vote again.

   d) The Helpline details of the persons who may be contacted by the Member needing assistance with the use of technology, before or during the AGM shall be the same persons mentioned for remote e-voting and are reproduced hereunder for convenience:

      I. Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone number:+91-22-24994360

      II. Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone number: +91 22 2499 4545.

6. **General Instructions for the Members**

   a. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

   b. In terms of Regulation 40 of the SEBI LODR, as amended securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019 except in case of request received for transmission or transposition of securities. In view of the above, Members are advised to dematerialize shares held by them in physical form.

   c. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, December 16, 2020 to Wednesday, December 23, 2020 (both days inclusive).

   d. Notice of this AGM has been sent to those Members whose names appear in the Register of Members as on Friday, November 20, 2020. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the AGM by email may obtain the User ID and password by sending a request to the Company's email address investors@3i-infotech.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

   e. 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 or casting vote through e-voting system during the AGM.

   f. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.

   g. During the AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/ OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-voting system. After the Members participating through VC/ OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the AGM.

h. The Company has appointed Mr. Avinash Bagul, Partner, M/s. BNP & Associates, Practicing Company Secretaries or failing him, Mr. K. Venkataraman, Assoicate Partner, M/s. BNP & Associates, Practicing Company Secretaries as scrutinizer (the "Scrutinizer") to scrutinize the e-voting at the AGM and remote e-voting in a fair and transparent manner.

i. The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of this AGM, who shall then countersign and declare the result of the voting forthwith.

j. The voting results of the AGM declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.3i-infotech.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the stock exchanges.

k. The Notice of the AGM and the Annual Report for the year 2019- 20 including therein the Audited Financial Statements for the year 2019-20, will be available on the website of the Company at www.3i-infotech.com. The Notice of 27th AGM will also be available on the website of NSDL at www.evoting.nsdl.com.

l. We urge members to support our commitment to environmental protection by choosing to receive the company's communication through email. The Members holding shares in electronic form who have not registered their e-mail address are requested to register the same with their concerned Depository Participant for this purpose and for receiving all such communications from the Company. Members holding shares in physical form may write to the Registrar and Share Transfer Agent.

m. Members are requested to note that trading in equity shares of the Company on the Stock Exchanges is permitted only in dematerialized form as per the notification issued by SEBI. The shares of the Company are available for trading under both the depository systems in India i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Members who continue to hold shares in physical form are, therefore, requested to note that they will not be able to trade in the shares of the Company, unless the same are dematerialized.

n. Pursuant to the requirements of Corporate Governance under SEBI LODR and Secretarial Standard on General Meetings ("SS-2"), information about the Director proposed to be re-appointed has been given in the Annexure to this Notice.

o. The Company is a SEBI Registered, Category I Share Transfer Agent and handles all Registrar and Transfer Agents' work in-house. The Company has adequate infrastructure to service its Shareholders.

p. Members desirous of getting any information about the accounts and operations of the Company are requested to write to the Company at least seven days before the AGM to enable the Company to keep the information ready at the AGM.

q. Members may avail of the nomination facility as provided under Section 72 of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force). Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the Company at its Registered Office address. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

r. Electronic copy of all the documents referred to in the accompanying Notice of the 27th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company www.3i-infotech.com.

s. The soft copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item no. 3

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee vide circular resolution passed on September 1, 2020 had appointed Mr. Pravir Kumar Vohra (DIN- 00082545) as an Additional (Non-Executive) Director of the Company with effect from September 1, 2020 under Section 161 (1) of the Companies Act, 2013 (the "Act") and Regulation 17(1), 19 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Articles of Association of the Company, to hold office up to the date of the ensuing Annual General Meeting of the Company.

Members are requested to refer brief profile of Mr. Pravir Kumar Vohra which is given separately as an Annexure to this Notice.

Keeping in view vast experience and expertise of Mr. Vohra, the Nomination and Remuneration Committee and the Board of Directors recommends his appointment as a Non-Executive Director of the Company as per provisions of Regulation 17 of SEBI LODR and approval from the Members is sought for the appointment of Mr. Pravir Kumar Vohra as a Non-Executive Director. Once appointed, Mr. Pravir Kumar Vohra shall be liable to retire by rotation as per provisions of Section 152 of the Act.

Mr. Pravir Kumar Vohra has provided his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 (2) of the Act, prior to his appointment by the Board of Directors of the Company. Hence, in the opinion of the Board, he fulfills the conditions specified in the Act and the Rules made thereunder and also under SEBI LODR for appointment as Non-Executive Director. The Company has also received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Mr. Pravir Kumar Vohra as a candidate for the office of the Director of the Company.

Your Directors hereby place the proposal recommending appointment of Mr. Pravir Kumar Vohra as a Non-Executive Director, liable to retire by rotation as set out in Item No. 3 of the Notice, by way of an ordinary resolution.

The Nomination and Remuneration Committee and the Board, at their Meetings held on October 22, 2020, had accorded its consent to make payment to Mr. Vohra amounting to ₹240,000 p.m. for providing services to the Company as Professional Expert. Please note that apart from the reimbursement of expenditure incurred for attending the Meetings of the Board or its Committees in which he is a Member and Sitting Fees payable in accordance with the Company`s policies, he shall be paid an amount of ₹240,000 p.m. for providing services to the Company as Professional Expert. Except this, no other remuneration shall be paid by the Company to Mr. Pravir Kumar Vohra (if appointed as Non-Executive Director of the Company).

Except Mr. Pravir Kumar Vohra and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set forth in item no. 3 of the Notice.

Additional information in respect of Mr. Pravir Kumar Vohra pursuant to Regulation 36(3) of the SEBI LODR and the Secretarial Standard on General Meetings (SS-2) of ICSI is given separately in the Notice.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors by way of Circular Resolution passed on March 24, 2020, had appointed Ms. Zohra Chatterji (DIN – 01382511) as an Additional Director designated as Non-Executive Independent Director for a term of five years effective March 24, 2020, subject to approval of the Members of the Company at the ensuing Annual General Meeting of the Company.

In terms of Section 160 of the Companies Act, 2013 (the "Act"), the Nomination and Remuneration Committee and the Board have recommended the appointment of Ms. Zohra Chatterji as an Independent Director pursuant to provisions of Section 149 and 152 of the Act.

A brief profile of Ms. Zohra Chatterji is given separately in Annexure to this Notice.

In the opinion of the Board, Ms. Zohra Chatterji fulfills the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the SEBI LODR for her appointment as an Independent Non-Executive Director of the Company and she is independent of the management.

Considering the vast experience of Ms. Zohra Chatterji, the Board of Directors are of the opinion that her association as a Director on the Board would be of immense benefit to the Company and it is desirable to appoint her as an Independent Director for a period of five years from March 24, 2020 to March 23, 2025.

The Company has received a declaration from Ms. Zohra Chatterji that she meets criteria of independence as provided in Section 149 (6) of the Act and Regulation 16 (1)(b) of the SEBI LODR. The Company has also received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Ms. Zohra Chatterji as a candidate for the office of Director of the Company.

Electronic copy of the draft letter for appointment of Ms. Zohra Chatterji as an Independent Non-Executive Director setting out the terms and conditions shall be available under Investors' Section of the website of the Company at www.3i-infotech.com.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution as set out in item no. 4 of the accompanying Notice for approval of the Members of the Company by way of a Special Resolution.

Except Ms. Zohra Chatterji, being an appointee or her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set forth in item no. 4 of the Notice.

Additional information in respect of Ms. Zohra Chatterji pursuant to Regulation 36(3) of the SEBI LODR and the Secretarial Standard on General Meetings (SS-2) of ICSI is given separately in the Notice.

Item no. 5

The Members of the Company, at the 22nd Annual General Meeting held on September 23, 2015, had approved the appointment of Mr. Ashok Shah as an Independent Director of the Company for a period of five years with effect from October 1, 2015. Accordingly, the term of Mr. Ashok Shah has ended on September 30, 2020.

In terms of Section 149 (10) of the Companies Act, 2013 (the "Act"), every independent director shall hold office for a term upto 5 consecutive years on the Board of the Company. Any re-appointment of such an independent director has to be approved by the Members of the Company by way of Special Resolution.

At the Joint Lenders` Meeting held on June 29, 2020, the Lenders accorded their consent for re-appointment of Mr. Ashok Shah as an Independent Director for another term of 5 years effective October 1, 2020.

Since the Annual General Meeting of the Company could not be held before September 30, 2020 i.e. before expiry of existing term of Mr. Ashok Shah, the Board of Directors, on the basis of recommendation of the Nomination and Remuneration Committee vide resolution passed on September 27, 2020, for the re-appointment as an Additional Director (designated as an Independent Director) on the Board of the Company for a second term of five years effective October 1, 2020, subject to the approval of Members at the ensuing AGM.

The Members may note that Mr. Shah has been associated with the Company for more than 9 years and considering the overall contribution of Mr. Ashok Shah during this stint as a Director, his knowledge, experience and performance, his continued association would benefit the Company.

Keeping in view the vast experience of Mr. Shah, the Nomination and Remuneration Committee and the Board of Directors recommends his re-appointment as an Independent Director for another term of 5 years effective October 1, 2020 to September 30, 2025 and approval from the Members is sought for the resolution as set out in Item No. 5 of the Notice, by way of a Special Resolution.

The Company has received a declaration from Ms. Ashok Shah that he meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI LODR.

The Company has also received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Mr. Ashok Shah as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Ashok Shah fulfils the conditions specified in the Act & the Rules thereunder and the SEBI LODR for re-appointment as an Independent Director and he is independent of the management of the Company.

Electronic copy of the draft letter for appointment of Mr. Ashok Shah as an Independent Non-Executive Director setting out the terms and conditions shall be available under Investors section of the website of the Company at www.3i-infotech.com

Except Mr. Ashok Shah being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set forth in item no. 5 of the notice.

Additional information in respect of Mr. Ashok Shah pursuant to Regulation 36(3) of the SEBI LODR and the Secretarial Standard on General Meetings SS-2 of ICSI is given separately in the Notice.

Additional Information as required to be disclosed under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) regarding the Directors proposed to be appointed/re-appointed:

Name of the Director	**Mr. Padmanabhan Iyer**	**Mr. Pravir Kumar Vohra**	**Ms. Zohra Chatterji**	**Mr. Ashok Shah**
Age	56 years	66 years	66 years	70 years
Qualification	Advanced Master's Program in Management of Global Enterprises conducted by the Indian Institute of Management, Bangalore (IIM-B); Master's degree in Financial Management from the Jamnalal Bajaj Institute of Management Studies, University of Mumbai.	Post Graduate in Economics, Certified Associate of Indian Institute of Bankers	Graduate in Physics, Post Graduate in English	B.Sc., M.A. (Economics)
Experience	39 years	40 years	36 years	43 years

Name of the Director	Mr. Padmanabhan Iyer	Mr. Pravir Kumar Vohra	Ms. Zohra Chatterji	Mr. Ashok Shah
Date of first appointment on the Board of Directors	May 18, 2016	September 1, 2020	March 24, 2020	December 1, 2011
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	None	None	None	None
Expertise in specific functional Area	As mentioned in brief resume given in Annexure to the Notice.	As mentioned in brief resume given in Annexure to the Notice.	As mentioned in brief resume given in Annexure to the Notice.	As mentioned in brief resume given in Annexure to the Notice.
Brief Resume of the Director	Given separately as an Annexure to this Notice	Given separately as an Annexure to this Notice	Given separately as an Annexure to this Notice	Given separately as an Annexure to this Notice
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Details of other directorships of Mr. Iyer are given below.	1. Thomas Cook (India) Limited- Director and Chairman- Stakeholders` Relationship Committee and Member-Audit Committee 2. IDFC First Bank Limited-Director and Member-Audit and Stakeholders` Relationship Committee 3. National Collateral Management Services Limited- Director and Chairman-Audit Committee	1. Travel Corporation (India) Limited- Director 2. River Rhapsody Private Limited- Director 3. National Collateral Management Services Limited- Director	UTI Asset Management Company Limited- Director
Disclosure of relationships between inter-se	None	Mr. Vohra is on the Board of National Collateral Management Services Limited and Ms. Zohra Chatterji is one of the Directors of National Collateral Management Services Limited.	Ms. Zohra is on the Board of National Collateral Management Services Limited and Mr. Vohra is one of the Directors of National Collateral Management Services Limited.	None

Name of the Director	Mr. Padmanabhan Iyer	Mr. Pravir Kumar Vohra	Ms. Zohra Chatterji	Mr. Ashok Shah
Number of shares held in the Company as on date of this Notice	1,920	42,800	NIL	NIL
Details of remuneration last drawn	Remuneration paid for the month of September`20 as Managing Director and Global CEO was ₹ 844,739.	N.A.	N.A.	N.A.
Details of remuneration sought to be paid	Details of remuneration were approved by the Members at its previous Annual General Meeting held on December 12, 2019.	₹240,000 p.m. as fees for providing services as Professional Expert and Sitting Fees for attending the Board and Committee Meetings as applicable	Sitting Fees for attending the Board and Committee Meetings as applicable	Sitting Fees for attending the Board and Committee Meetings as applicable
Terms and conditions of appointment or re-appointment	The terms and conditions of appointment, except for remuneration, remain same as approved by the Members at the Annual General Meeting held on December 7, 2016.	Appointment as Non-Executive Director, liable to retire by rotation	Appointment as an Independent Non-Executive Director for a term of 5 years effective March 24, 2020	Re-appointment as an Independent Non-Executive Director for another term of 5 years effective October 1, 2020
Number of Board Meetings attended during the year	Please refer Corporate Governance Report which is a part of this Annual Report.	N.A.	Please refer Corporate Governance Report which is a part of this Annual Report.	Please refer Corporate Governance Report which is a part of this Annual Report.

Mr. Padmanabhan Iyer is on the Board of the following companies/entities-

Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern/ Change in interest or concern
3i Infotech Consultancy Services Limited	Chairman
Professional Access Software Development Private Limited	Director
3i Infotech BPO Limited	Chairman
3i Infotech Foundation	Trustee
3i Infotech Holdings Private Limited	Director
3i Infotech (Middle East) FZ LLC	Director
3i Infotech (Africa) Limited	Director
3i Infotech (UK) Limited	Director
3i Infotech (Western Europe) Holdings Limited	Director
3i Infotech (Western Europe) Group Limited	Director

Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern/ Change in interest or concern
Rhyme Systems Limited	Director
3i Infotech Asia Pacific Pte. Limited	Director
3i Infotech (South Africa) (Pty) Limited	Director
3i Infotech Inc.	Director
3i Infotech (Thailand) Limited	Director
3i Infotech Saudi Arabia LLC	Director
3i Infotech SDN BHD	Director
Elegon Infotech Limited	Director, General Manager & Legal Representative

Annexure

Brief profile of Directors seeking appointment/re-appointment at the 27th Annual General Meeting to be held on December 23, 2020

1. Mr. Padmanabhan Iyer (DIN-05282942)

Mr. Padmanabhan Iyer was appointed as the Chief Financial Officer of 3i Infotech Limited effective November 11, 2014. He has spent more than 15 years with 3i Infotech Limited, having headed Product Development and Delivery Centres, Technology Services and the BPO Division. He was also the CEO of the China subsidiary of the Company. He brings with him profound knowledge and experience of more than 30 years in the techno financial arena.

As the CFO, he plays an active part in key decisions of business, with a focus on running a metrics driven organisation. He provides key inputs on a wide range of strategic and operational decisions. He also ensures global compliance in the areas of corporate governance, financial reporting and compliances. He plays a pivotal role in managing various stakeholders, which include investors, board, auditors and regulators.

His broad range of experience both within 3i Infotech and outside has shaped him to lead from the front in tough situations, be responsive to needs of all around him, a strong understanding of business levers and a high degree of persuasion skills. A continuous learner, he has taken on demanding roles and achieved excellence in them.

With 39 years of overall experience, he has enriched his capabilities to be recognized as a leader. His work experience has been in the areas of Finance, Operations and Delivery both on services and products with a geography exposure across the globe. Some of the organisations that he has been associated with are Reliance Infocomm, Centurion Bank Ltd., Ispat Industries Ltd., ITC Classic Finance Limited, Empire Finance Co. Ltd. to name a few.

2. Mr. Pravir Kumar Vohra (DIN- 00082545)

Mr. Pravir Kumar Vohra has completed Postgraduation in Economics from St. Stephen's College, University of Delhi and he is a certified Associate of the Indian Institute of Bankers.

He began his career in banking with State Bank of India where he worked for over 23 years. He held various senior level positions in business as well as technology within the bank, both in India and abroad. His assignments included responsibility for the technology function for State Bank's branches in the US and Canada. He also headed the Bank's Forex Division at New Delhi. The late 1990s saw Mr. Vohra as Vice President in charge of the Corporate Services group at Times Bank Ltd. He was responsible for spearheading the bank's technology enabled services to corporate in areas like cash management, supply chain management and merchant banking.

In January 2000, he moved to the ICICI Bank group where he headed a number of functions like the Retail Technology Group and Technology Management Group. From 2005 till 2012, he was the President and Group CTO at ICICI Bank. His focus was to ensure a meaningful alignment of Technology with overall business goals and obtain the best from people, processes and information within the organization. As a Group CTO, he played a key role in shaping the Bank's technology investments through repositioning strategies across both execution and product innovation. Mr. Vohra oversaw IT strategy & innovation, enterprise architecture, process automation, group IT infrastructure and was responsible for leveraging technology synergies across ICICI Bank and its group companies. He also carried additional responsibilities for facilities management, infrastructure and administration; in this capacity he oversaw the roll out of new branches, ATMs, two state of the art data centers and a large 4 million square feet office facility at Hyderabad.

He has unique ability to evaluate technology from a business perspective, leveraging it to reduce costs or generate revenues combined with incredible foresight in an ever changing landscape. With a stint spanning close to four decades in the industry, Mr. Vohra has immense experience and knowledge in IT architecture, domain expertise in financial products, process re-engineering, IT operations and strategy.

Post his retirement from ICICI Bank in 2012, he mentored start-ups in the payments space and, more recently, completed a 2 year assignment with New Development Bank, Shanghai. He also continues to serve on the Technology Advisory Committees of organizations like the BSE Limited, NCDEX, Indian Clearing Corporation and Power Exchange India etc. He also serves as an independent Director on the Boards of Thomas Cook India Ltd., IDFC Bank and NCML Ltd.

Mr. Vohra has served on numerous technology & functional committees set up by organizations such as the Central Board of Direct Taxes, the Unique Identification Authority of India (UIAI) as well as the Reserve Bank of India, the Indian Banking Association and NPCI. He has also served as a nominee director on the boards of Loyalty Solutions & Research Pvt Ltd, ICICI Securities Ltd, Firstsource Solutions Ltd and as an independent director on MCX India Ltd., Goldman Sachs AMC (India) Ltd and Quess Corporation Accolades won by Mr. Vohra include The Asian Banker Achievement Award for Technology & Operations in 2006 and the Symantec Asia South Visionary 2008. He was also one of the three CIOs of international banks to have featured on the Information Week's Global CIO 50 List for 2009.

3. Ms. Zohra Chatterji (DIN- 01382511)

Ms. Zohra Chatterji retired in 2014 as Secretary, Ministry of Textiles in the Government of India. She belongs to the 1979 Batch of the IAS, UP Cadre and has held several important positions in her home state including Secretary and Director Industries, Labour Commissioner, Secretary & DG Tourism, Secretary & Project Director Basic Education etc. Her last assignment in UP was Principal Secretary IT & Industries when she was awarded the Prime Minister's Award for Excellence in Public Administration.

She joined the Government of India on Central deputation in 2007 as Joint Secretary, Broadcasting in the Ministry of Information & Broadcasting. She became Member Secretary, National Commission for Women on promotion as Additional Secretary and was associated with drafting landmark amendments to the Criminal Law Amendment Bill and the Act for Prevention of Harassment of Women at the Workplace. She went on to serve as Additional Secretary Coal where she also held additional charge of CMD Coal India as its first woman CMD and chaired the IMG for monitoring and de-allocation of coal blocks. She became Secretary to the Government of India; Ministry of Textiles in February 2013. She has a keen interest in handlooms and handicrafts and has introduced many new initiatives for the same, including the setting up of a Hastkala Academy in New Delhi for documentation, promotion and preservation of handicrafts. Post retirement, Ms. Chatterji is serving on the Board of NCML and Travel Corporation of India (TCI) as an Independent Director. She was also the former non-executive Chairman of the UP Institute of Design.

Ms. Chatterji is a graduate in Physics from Miranda House, New Delhi. She did her post-graduation in English Literature from AMU and had her schooling in Loreto Convent, Lucknow. She is currently pursuing a PhD from the University of Lucknow and is the President of Alliance Francaise in Lucknow, an organization supported by the Government of France for the teaching of French language and the promotion of Indo-French cultural relations. Her many interests include painting, photography, dramatics and writing.

4. Mr. Ashok Shah (DIN- 01194846)

Mr. Ashok Shah holds a bachelor's degree in science with post graduate degree in Economics. Mr. Ashok Shah Joined Life Insurance Corporation of India (LIC) as a direct recruit officer in 1977. In the more than three decades in the Corporation, he has served in all important positions in Operations. He retired as Zonal Manager (Executive Director cadre) at Delhi and was in charge of LIC's premier Zone, Northern Zone, for five years. Subsequently, he went on deputation to the National Insurance Academy, Pune, as Chair Professor. In June 2010, he subsequently joined LIMRA (Life Insurance Marketing and Research Association), a U.S. based entity as Director –India.

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By Order of the Board

Sd/-
Rajeev Limaye
Company Secretary

Navi Mumbai
October 22, 2020

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