intellect®
Design for Digital

INTELLECT /SEC/2021-22 **July 10, 2021**

National Stock Exchange of India Ltd., **INTELLECT**
Exchange Plaza, 5th Floor, Plot No. /1, G Block, Bandra Kurla Complex,
Bandra (E), Mumbai – 400051

BSE Ltd. **538835**
1" Floor, New Trade Ring, Rotunda Building, PJ Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Dear Sirs,

Sub-<u>Submission of Integrated Annual Report for the FY 2020-21</u>

Kindly find the enclosed copy of Integrated Annual Report along with the notice of Tenth Annual General Meeting of the Company for the FY 2020-21. Kindly note that our AGM is scheduled to be held on Wednesday, August 04, 2021 at 11.00 AM (IST) through Video-Conferencing or other audio-visual means (VC/OAVM).

Kindly take the above information on record and confirm compliance.

Thanking You,
Yours Truly
For Intellect Design Arena Ltd

V V Naresh
Company Secretary and Compliance Officer

Intellect Design Arena Limited
Registered Office: 244 Anna Salai, Chennai - 600 006, India | Ph: +91-44-6615 5100 | Fax: +91-44-6615 5123
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intellectdesign.com

intellect®
Design for Digital

The World's only NextGen

Open Finance, Composable and Contextual FinTech Architecture

Annual Report 2020-21

New York • London • Dubai • Singapore • Sydney • Toronto • Tokyo • Mumbai • Chennai

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Chapter 01

The World's Only NextGen, Open Finance, Composable and Contextual FinTech Architecture

The Banking and Financial Services industry is a dynamic one. It is always in a state of growth dictated by customer expectations, the need to be ahead of the competition, geographic expansion and associated regulatory requirements. Banks are already strengthening customer relationships and lowering costs by using artificial intelligence to guide customer engagement. Changes are also triggered by technological advancements that assure better, easier and greater cost-effective operational impact.

The only way banks and other financial service organizations can adapt to this is by being harnessing contextual data sources, deploying AI and ML capabilities and get modular in rapidly structuring solutions (composability).

With Digital considered a 'given' in this race, banks are looking beyond. With a talented pool of 'data scientists' and our strong footing in the principles of Design Thinking, Intellect is again ahead of the pack with the application of Open Finance, NextGen FinTech architecture for Contextual and Composable Banking Products. This is becoming a game-changer.

Intellect is already in this big shift with our exponential technologies and we are more than just on-boarding our customers on this journey, we are enabling them to steer the trend - to create truly open finance, contextual and composable solutions that reorient the Future of FinTech with the power of NextGen architecture.

"With a talented pool of 'data scientists' and our strong footing in the principles of Design Thinking, we are successfully demystifying technology."

Chapter 02

About Intellect Design Arena Limited

Global IBS Sales League Table 2021
Ranks Intellect #1 in three categories of the Financial Sector

Welcome to the world of Contextual and Composable Banking, where banks are moving towards a customer-centric model, leveraging data to provide personalised and contextually relevant experiences.

At Intellect, Contextual and Composable is the bedrock for all our products. Real-time, API-enabled and cloud-native, our products are powered by AI and ML, contributing to our Contextual Banking vision of designing products that work in a way that they understand their end customers' real needs.

With over two decades of a singular focused approach in Financial Technology, Intellect is at the forefront of global technology innovation, catalyzing transformation in the financial services industry. Not only have we built the world's largest asset-rich product suite, but we have also pioneered a cloud-hosted, future-ready, multi-product, open-finance, nextgen FinTech architecture that's enabling over 260 of the world's leading financial institutions across 97 countries to do more with less.

The fact that we have recently achieved a remarkable triple win by the UK-based independent analyst, IBS Intelligence Sales League Table 2021 is testimony to that. Intellect retains its position in IBSI Leadership Club with its #1 ranking in Retail Banking for the third consecutive year, #1 ranking in Transaction Banking for the second consecutive year and #1 in InsurTech in the inaugural edition.

Intellect is forging ahead with our API-based, contextual and composable banking solutions, building new partnerships and collaborations, thus paving the way for success – for our customers and for us.

An asset-rich organisation with unparalleled expertise in the financial technologies domain, driven by our belief in Design Thinking - this is perhaps why our customers also call us 'Incredible Intellect'.

"The world's largest cloud-native, API-led, microservices-based, NextGen FinTech platform, for global leaders in banking, insurance and capital markets.

Chapter 03

Numbers That Matter

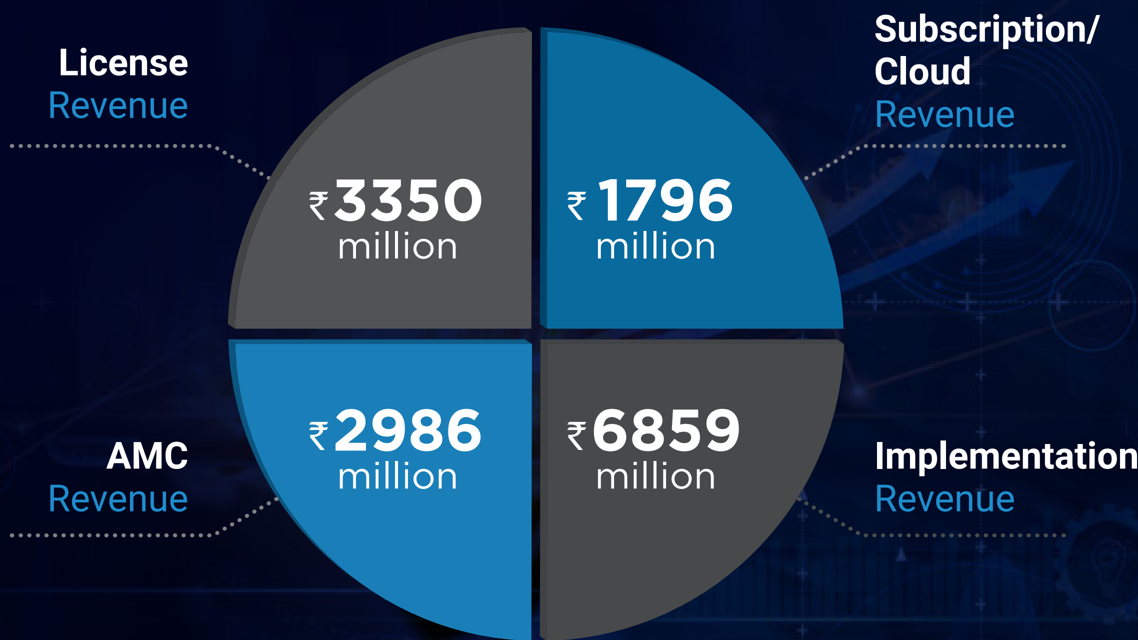
₹14992 million
Consolidated Revenues for FY21 (INR)

$202 million
Consolidated Revenues for FY21 (USD)

₹8346 million
Consolidated Gross Margin for FY21 (INR)

₹3576 million
Consolidated EBITDA for FY21 (INR)

₹2628 million
Consolidated PAT for FY21 (INR)



Focus on Advanced Markets

45%

Growth Markets

Advanced Markets
(Americas, Japan, Australia, Singapore and Europe)

55%

260+ Customers

97 Countries

Digital-led Wins and Implementations

32
Deal Wins in FY21

15
Large Deal Wins in FY21

52
Implementation (Go-Live)

> "Our calibrated investments in Technology, Products, Markets and towards Industrialization in the Intellect 2.0 journey have borne results towards the Monetization agenda in FY21."
>
> **Arun Jain**
> Chairman & Managing Director

Annual Report 2020 - 21

Chapter 04

Letter to Shareholders

Dear Shareholders,

I had commenced my communication last year with a significant announcement – that Intellect was ranked Global # 1 in two of the largest Banking verticals – Retail Banking and Wholesale Banking in the IBS Sales League Table 2020. I am delighted to share that we have had a repeat this year in the 2021 edition. Apart from retaining the # 1 position in Retail and Transaction Banking, we've also won the #1 position in InsurTech as well. These apart, we have emerged runners-up in several other Product verticals. This award is based on the number of Deals won. Therefore, winning the # 1 position three years in a row in Retail Banking, twice in Wholesale/ Transaction Banking and now in InsurTech is a resounding testimony that our Technologies are recognized by the Markets and customers therein.

FY21 Performance

Last year's communication also ended on a note of optimism despite the first wave of the Covid19 pandemic casting its long shadow on Global economies and outlook. I had mentioned that we had, in the first Quarter of FY21, learnt the art of execution and go-live of Implementations, selling and Customer support – all in the remote mode. The rest of the year fortunately reaffirmed that optimism as we continued to win significant transformational deals, especially in the Advanced geographies of Europe and North America. Combined with the predictability that we built in our Cost management, this resulted in a record year of EBITDA, Profits after Tax and Cash generation

We closed FY21 with revenues of INR 14992 mn growing 11% year on year. Three of our revenue streams – Licensing, Maintenance and Cloud/ Subscription revenues directly correlate to the richness of Intellectual Property of Intellect and therefore are key metrics in the Software Products Business. These have registered impressive growth – of 35%, 18% and 47% respectively. Growing faster than other revenue streams, their share in the total revenue pie has increased from 46% to 54%. Associated with higher margins, their increased salience as well as Design Thinking led delivery efficiencies accelerated growth of gross margins by 28% in absolute terms- moving to 56% of revenues from 48% in the previous year. Further bolstered by predictable cost management and spending reduction arising out of the Covid19 situation, Earnings before Interest, Taxes, Depreciation and Amortization, multiplied by 4.78 times to INR 3576 mn – moving to 24% of revenues from 6% year ago, while profits after tax went up by 16.44 times to INR 2628 mn. In addition, our collections during the year almost matched Revenues – at INR 14967mn - resulting in an Operating cash flow of INR 3348 m and drop in Days Sales outstandings to 114 days from 150 days year ago. We closed the year with a healthy cash balance, near zero debt and a stable balance sheet.

We had shared more on the texture of the Business – Deal wins, Go-lives, Pipeline, Awards and accolades in our Quarterly Investor releases and calls, which I hope you had an opportunity to review. Our commitment to close Intellect 2.0 journey in FY21 with Intellect firmly on the monetization path was delivered.

The Technology Challenge

In March this year, we hosted our first-ever Technology Day to showcase our technology innovations and how we apply them to our products to address the key asks of our customers. The Information Technology landscape has undergone multiple overhauls over the decades. From the era of Mainframes we moved progressively to the age of Databases, client-server computing, web technologies and are now in the generation of Cloud computing with Open architectures led by Application Programming Interfaces (APIs) and Microservices - some of these guided by changes in the Ecosystem, customer mandates or regulations. While so, organisations, burdened with the legacy of platforms built over years and balancing resources between running versus modernising, were looking for quick ways to catch up without abandoning past and current investments.

Intellect's Contextual Banking Operating System

From a customer perspective, Contextuality and Experience became key requirements. All of us feel the need for both in our own online interactions such as E-commerce, Banking or even a simple search. To build enriched Contextuality, data became a key enabler. In their innovative quest to come up with differentiated offerings, customers also sought quickly configurable products or custom solutions that could be assembled rather than monoliths with significant technical overhead. This meant Composability – in thinking, architecture and technology. Of course, the need for a robust engine that would deliver high performance, scale up to the growth demands and run highly efficient operations remained constant.

To address these requirements, Intellect launched iTurmeric API Ecosystem to accelerate Digital and Cloud adoption, reducing the pain of integration while preserving current backend systems. Intellect's Data platforms – Fabric Data Services and IDX – Intelligent Document Exchange – addressed the data value chain – of sourcing multiple formats and streams of data, validating, enriching and triangulating them to become decision grade. Intellect's Contextual Banking Operating System CBOS – offered Packaged Business Components that our customers could readily adopt and build an Experience layer for a quick GoTo Market needs. Intellect also launched Marketplaces in the Consumer Banking and Wealth Management verticals to offer customers the combined rich repertoire of its own Product functionalities and those of Ecosystem partners.

Curating Solutions for Each Market

A third dimension is the Geography. Customers in different geographies - in different stages of Technology adoption - look for Products that match their stage of journey and unique Business imperatives.

"Our ahead-of-the -curve technological edge, and ability to contextualize and curate solutions have proved to be a winning combination."

Intellect has been modulating its GoTo Market strategy to leverage the demand in each market. To that end, the Global Transaction Banking Business won deals for its Liquidity Platform in the US and Europe markets and expanded its presence in Payments in the Canadian market, while the Digital Transaction Banking suite continued its Leadership journey in growth markets. The Global Consumer Banking business made significant breakthroughs in Europe and in North America with its Lending and Digital Banking propositions, while further strengthening its numero uno status in the Central Banking domain across the Globe. The Insurance Business had already established itself with major carriers in North America for its Data and Underwriting solutions and continued to enrich that repertoire. The Risk, Treasury & Markets and iWealth Business units built further on their referenceability in Growth Markets. The iGov BU supported the GeM platform to record transaction levels in the fourth quarter of the year.

Our Confidence about the Road Ahead

As outlined above, our ahead-of-the-curve technological edge, depth and span of business functionality and ability to contextualise and curate the solutions to our customers have proved to be a winning combination. Added to this is our ability to execute quick proof of concepts, our assured delivery model and high referenceability from existing customers. We believe that significant growth potential exists in cross-selling more products to our existing Customer base, extending a product to more customers in the same geography based on the success of the first Go live, expansion to new geographies, distribution of products through the Cloud deployment model and deepening the engagement with key accounts adopting a customer-centric approach to their Business transformation or operations transformation initiatives. These will drive the next successive waves of our growth roadmap. Apart from chosen geographies where we have a direct sales presence, we are also expanding into new geographies successfully through Partnerships/ Strategic alliances. In addition, the next wave of products reaching the monetisation phase – Data and IDX, iWealth, Treasury & Markets and the next stage of growth anticipated in the GeM platform would also further augment our growth agenda

Thus, our calibrated investments in technology, products, markets and towards industrialisation of manufacturing and delivery in the Intellect 2.0 journey have borne results towards the monetisation agenda in FY21 and have equipped us well for the future. That gives us the confidence and hope of sustaining the momentum of profitable growth in Intellect 3.0

At the time of writing this, India is just recovering from the ravaging impact of the second wave of the pandemic that wrecked havoc over the last two months. Let’s take a moment to think about and pray for those whom we have lost, the aggrieved families and pledge to do our best towards their rehabilitation. Please do take care of yourselves and continue to remain safe, healthy and blessed.

I also take this opportunity to thank our Board of Directors, Leadership teams, associates, customers, vendors, Bankers, Business partners and their families for their unstinted support, especially so in a difficult year.

Arun Jain
Chairman & Managing Director

Chapter 05

iGTB #1 Again

The market has changed much to our benefit whether it is demand for Digital Platforms on Cloud technology, growing API needs to integrate with the eco system or expansion of Transaction Banking needs with Retail & SME banks. I am excited that our advanced investments are enabling us to monetise this rapid growth.

Manish Maakan
Chief Executive Officer,
Global Transaction Banking

After an exceptional year my first pleasurable task is to thank our investors, customers, partners and associates for their continued support, leading to a second consecutive year ranked by independent analyst IBS Intelligence as #1 in Transaction Banking worldwide.

Technology-Driven Success and Growth

I believe it is how we embrace and advance modern technology in the Corporate Banking space that has allowed iGTB to grow to 94 customers serving 91 countries, with

“Our investment into modern cloud technology and APIs has given rise to a uniquely adaptable set of five transaction banking platforms.”

composable, contextual, hyperscale platforms, giving our customers the lowest TCO. Our focus on the consumerisation of commercial banking means self-service enablement so that customers get immediate real-time accurate responsiveness at low cost to the bank, the ability to understand data locked up in other parts of the ecosystem and so power valuable predictions, functionality on tap across the whole spread of transaction banking and a uniform seamless experience to create and maintain customer delight. This has been and, I believe, will continue to be, the foundation of our success.

The World's Best Corporate Banks Bank on iGTB

Our customer banks lead the transaction banking space, exceeding average growth. For example, we have large global customers achieving 16-21% growth against a market average of 9%. More evidence is that in the Middle East, all the top 8 GCC banks are clients.

This would not be possible without the enthusiastic support of our customers. Recent Net Promoter Score data shows a rating of iGTB of 60% against an industry median of 43%. We have also had attention from twelve analyst and award-giving bodies, again underlining our #1 position in transaction banking. As an example, our clients won thirteen relevant awards in 2020 from just one awarding body, Global Finance.

Covid was a Factor but not a Brake

All companies faced challenges last year on both emotional and professional fronts. I am proud that, despite a rapid re-shift to working from home across all our employees, there was almost no impact on customers. We stated clear priorities. First - the safety of our associates and their families and second - support to our customers, who were also facing these challenges. My team outshone in that test.

Two examples made this clear to me. One large household-name American Bank was last visited in early March 2020, shortly before the contract for a large, complex liquidity deal was signed. Yet just eleven months after signature the bank was live on the first part of the solution – without any on-site visits at all! Similarly, the entire sales process at Société Générale was conducted and successfully concluded without any face-to-face meetings.

Products and Platforms for All in Transaction Banking

Our investment into modern cloud technology and APIs has given rise to a uniquely adaptable set of five transaction banking platforms. These cover transaction banking completely and also cover a span of clients, whether a bank wanting a complete life cycle of what a transaction bank needs or a super-large bank wanting simply a sliver of functionality with depth.

Digital Transaction Banking. 57 customers. 34 countries. The only fully integrated cash, trade and supply chain platform built organically processing over $250 billion of transactions each year. Those few competitors that claim to cover the same space do so through acquisitions, losing the consistency of data structures and the commonality of the user experience.

Contextual Banking Experience.
56 customers. 55 countries. 25-year history with origins in Citi. Completely modernised and proven in live use. Truly cloud-native, API-first, open-source and fully real-time with Pegasus technology combining data from many sources in app-demanding speed and AI/ML for best next actions. Sold as a package or headless leveraging its unique Corporate Banking Operating System. The only comprehensive digital omnichannel - 1,044 documented, proven customer journeys and 450+ APIs.

Liquidity Management Solution.
40 customers. 56 countries. #1 market leader. Sweeping over $4 trillion per year and pooling balances of over $35 trillion per year. 23% of major currency cross-border MNC sweeps go through it. Liquidity management is at the heart of cash for all corporate bodies and demand remains high, especially to cover issues like negative interest rates and the effect on the bank's balance sheet. The opportunity is very large.

Payments Services Hub. 36 customers. 30 countries. The core of transaction banking. Banks strive to consolidate diverse payments assets into a singly managed, singly experienced, common digital platform. A large multi-regional bank client leverages this to serve 15 countries from a single installation, with all the value of consistent experience and lower cost. Between February 2019 and December 2020 this was rolled out to 15 countries, on average one new country every six weeks.

Trade and Supply Chain finance.
iGTB's oldest product and in some ways the newest. The journey started with TRIMS, the Citi platform, after acquisition of assets in 2005. Five years ago we modernised this and it now has 20 customers in 11 countries. TSC, renowned for being paper-centred, also benefits from our investment in AI with the capability of recognising and making sense of paper forms of any type. We have the largest trade finance transformation underway in Europe and the largest supply chain finance transformation underway in Asia.

"Our recent Net Promoter Score data shows a rating of 60% against an industry median of 43%."

Leadership in Transaction Banking

As a leader in transaction banking, I am proud to have sponsored the iGTB Oxford School of Transaction Banking for the last six years, as well as the renowned, 94.4% NPS. Both face-to-face and virtual events have also been carried out along with many in-bank training courses, running a transaction banking franchise, product management and sales training.

My leadership team is unique because of the vast experience they bring along with them and having worked with me for many years, I can vouch for their stability. I am also fortunate to have a Growth Advisory Board with industry stalwarts. The Board has Dave Revell, retired EVP and CIO of CIBC and SVP of BMO, who had been my client for 11 years and Andrew England, formerly Head of Transaction Banking at Lloyds with previous stints in Deutsche Bank, Unicredit and Citi, and also the Senior Advisor Transaction Banking for McKinsey Group. Dr. Theodore Roosevelt Malloch, CEO of TRG, author and speaker at Davos, and formerly Research Professor at Yale University and Oxford University is also a part of the Board.

Growth

I am excited about continuing our rapid growth. We now have 94 customers with an average 2.7 products per customer. I have talked before about expanding that to 150 customers at 4.0 products per customer, and we are on that five year journey. However, the market has changed to our benefit. First, the introduction of, and our strong credentials in, cloud technology, allow us to target smaller banks cost-effectively. Second, there are significant adjacent markets who also need our solutions. Third, APIs allow us to participate strongly in an ecosystem with fellow FinTechs and make an even more compelling proposition to existing customers to take more of our estate. These factors have expanded the serviceable available market, expanding our potential for growth.

To Sum Up

With customers and analysts as promoters, continual successful sales and go-lives, market-leading platforms based on continuing technology investment and growth in Cloud and AI, our global footprint and execution track record, and as the only brand focusing solely on the booming transaction banking market, I look forward to the next five years with your continued support. The outlook has never been brighter.

Chapter 06

iGCB™

Reimagine the Future of Banking with the World's #1 Retail Banking Suite

We've had good calibrated growth in the past couple of years and we have all the right mix to further boost our growth

Rajesh Saxena
Chief Executive Officer,
Retail & Central Banking

I wish to start this communication with exciting breaking news. Intellect retained its #1 Global Leadership position in Retail Banking for the third year in a row in a highly competitive segment. IBS, the highly respected UK based independent analyst, in their IBS Annual Sales League Table 2021, ranked Intellect's Retail Banking as #1. This is a remarkable validation for us, proving how our customers rely on our products and reaffirming their faith in Intellect's Contextual, Composable and Cloud-native FinTech solutions. This is a complete testament to our approach to new age banking technology.

A lot has passed in the past twelve months across the world and in the world of Retail Banking. We have observed many interesting trends. Let me share the key ones with you.

"Full Spectrum Contextual and Composable Banking suite for retail banking powered by microservices-based, API-first and cloud-native architecture."

Key Patterns in Retail Banking Technology

We have been noticing a few important trends in recent times. The first and most obvious is the digital customer experience, especially around digital onboarding. Most customers look at an API first, Cloud-native architecture. Agility and DevOps are seeing greater adoption too. This is primarily because banks aren't interested in long winded implementations. Gone are the days when banks would expect 18 to 24 months for an implementation. What we are witnessing today is agile implementation. Secondly, however clichéd it may sound, data-based insights are becoming the new oil. Thus, data insights, using AI and Machine Learning, in customer journeys is becoming increasingly important. Last but not the least, ecosystem-based thinking is gaining importance.

Confident Navigation of the Global Crises

During this year, Intellect and our clients have been forced to work in a remote manner. I believe these two reasons are key to enable us to positively grow – beyond mere sustenance. I am proud to state that our revenues have grown nicely and we've been able to acquire many new logos during the period.

In terms of an overall strategy, we were supported by four key pillars:

1. Technology architecture of our products
2. Product line growth strategy
3. Europe-centric strategy
4. Market Place

Latest Technology Architecture

Three years ago, we started on a migratory journey to open API, microservices-based Cloud-native architecture. We have been holding the position of market leader from an architecture perspective. All our products are based on microservices architecture. We use container technology for deployment, flexibility, and scaling. Today, we are also building a DevOps culture; all our products are cloud agnostic - they can be deployed on a private, public or even a hybrid cloud. For example, a year ago, our lending application was a monolithic application. However, today, we have moved it into multiple microservices, which can be independently version controlled and deployed These "Packaged Business Capabilities (PBC)" can be sold independently, managed and deployed independently.

Our technology architecture also features Digital 360 – a holistic, comprehensive application of Digital. It involves Digital Outside, the experience driver and Digital Inside, the operational excellence enabler. The core of enhancing customer experience is a comprehensive repository of financial industry apps that are consistently built and can be rendered on any device, thus offering customers a seamless experience at all touch points. On the other hand, the 'Digital Inside' drives the orchestration of workflows and optimisation of the way services are delivered, while ensuring that the system remains flexible for change.

With the microservices architecture, both from a breadth perspective and from an architecture perspective, I am assured that this is a winning proposition. Today, I am happy to state that we have over 10 central banks amongst our logos.

Product Lines

- 4 Product Growth Engines (Digital Core, Digital Lending, Digital Bank, Quantum Banking)

Digital Core. This is a microservices-based, API-first and cloud-ready product suite. This fully integrated digital banking solution is ranked #1 in the world for future-proof architecture and comprehensive functionality. We have broken the one-shoe-fits-all paradigm and brought a level of flexibility to how banks would prefer to drive digital transformation in a Progile (Progressive + Agile) manner, leveraging our revolutionary iTurmeric Digital Acceleration capabilities. Digital Core can therefore enable any of the following possibilities – a complete core refresh, a solution refresh, a channel refresh or even a middleware-led digital refresh, all in a Progile manner.

Digital Lending. Intellect's Digital Lending solution is designed to deliver a truly digital and Contextual solution that empowers financial institutions to make real-time, informed credit decisions while providing a holistic 360-degree view of the customer credit portfolio, at any given time. The platform is built around the composable principle that allows financial institutions to create their own products anytime, anywhere and the API-first micro-services based architecture ensures easy integration with internal and external systems whilst driving higher efficiency.

Digital Bank. We are seeing a lot of traction in this space as regulators across the world look at granting more and more digital bank licenses. In order to cater to this need, we have created this product line and you will hear more about this from me in the coming months and quarters.

Quantum Banking. Intellect Quantum Central Banking Solution is designed specifically for Central Banks, aimed at reducing complexity. It is built on an underlying technology design, driven by four parameters - real-time informed decision-making & risk management, unmatched configurability for speed and ease of change, tightly integrated analytics and uncompromising security. Intellect Quantum Central Banking Solution empowers Central Banks to progressively modernize and transform through a formidable range of instruments including currency chest management, public debt & depository management, enterprise general ledger & collateral management.

Intellect's Marketplace Initiative

One of the key strategic initiatives we have taken is to focus particularly on Europe, a region that has given us a double-digit growth this year and I believe it will continue to grow. Our strategy around Europe is simple – expand sales, solution and delivery capabilities around two hubs: UK and Germany.

We already have a strong foothold in Cater Allen, UK and Otto, Germany. In parallel, we

"Our European team continues to be a star performer. The region has grown very handsomely for us this year, and we believe that it will grow at double digit growth rates."

are in the final stages with many of our deals. We are developing a fully hosted IDC solution on AWS in Germany while we already have that solution in the UK. Our solution is regulatory compliant, open banking and PSD2 compliant. To add to this, we have just launched a new product in Europe that has been custom-built - iKredit 360 - a composable, cloud-native technology platform designed exclusively for European financial institutions. iKredit 360 has the ability to converge financial offerings such as credit products, cards, payments and banking services to create integrated user journeys across the financial ecosystem. Ecommerce players, financial institutions and NBFIs in Europe can leverage this platform to curate credit experiences for their consumer and commercial segments.

Why We Win

Our sales and solutions teams, our clients and even prospects tell us why we make a deep impact in the market. The breadth of functionalities that our products Packaged Business Capabilities (PBC) have and the width of the product suite that we carry is appreciated across the spectrum. I am proud to say that none of our competitors can boast about this. We started our journey of modernising our architecture over 3 years ago. This is a journey of building a completely API first, open API Cloud-native architecture. It is because of this that we lead in the market. Our domain expertise gives us depth. We understand our customers' business like no other. The other aspect which helps us is our agile implementation methodology

We have the right combination to make us win.

A Good Year with Better to Come

So, in summary, what I strongly believe is that we've had good calibrated growth in the past couple of years and we have all the right mix to further boost our growth. I see all the engines of the business, be it solution, execution, engineering and customer support going in full throttle. Three of our products, Digital Core, Digital Lending and Quantum Banking have hit critical revenue mass.

Our European team continues to be a star performer. The region has grown very handsomely for us this year, and we continue to believe that it will grow at good double-digit growth rates, in years to come thus validating our strategy of investing in Europe. We have a very healthy pipeline.

I am optimistic about our subsequent years as we have a very strong proposition for the medium to long-term.

Chapter 07

intellect SEEC

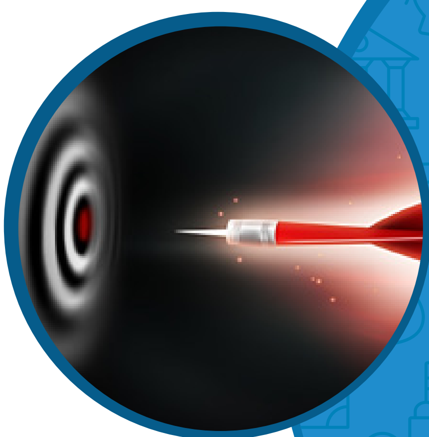
The Transformation Partner of Choice #1 in InsurTech

By pushing the limits of AI & ML technologies and introducing new ones to our portfolio, we help take our clients to the next level of advanced automation. Intellect SEEC is committed to expanding its product offerings across all regions, which will be based on market research and demand drivers.

Banesh Prabhu
Chief Executive Officer,
Intellect SEEC

It gives me immense pleasure to share with you that Intellect SEEC has yet again been considered the partner of choice for our clients' digital transformation. We lead the IBS SLT 2021's inaugural InsurTech category in a highly competitive segment. Thus, we are an InsurTech Transformation Partner of choice, with contemporary AI and ML solutions, data insights triangulated from thousands of sources and Transformation Accelerators as a Service (TAaaS) for leading insurance carriers. We take a strategic approach to tackle the biggest challenges in insurance and ensure our clients are future-ready. We are a proven leader in the Data First Strategy for Commercial Underwriting and have successfully driven one of Europe's largest transformations.

Our underlying technology powers sophistication with simplicity, ensuring an engaging and insightful user journey. Our AI,



"We lead the IBS SLT 2021 inaugural InsurTech category in a highly competitive segment."

cloud-native products are known to address the most complex objectives with an outcome that is of the highest accuracy. Our skilled TAaaS includes agile tech teams, data scientists and transformation consultants that seamlessly augment our client teams' efforts in accelerating their transformation journey while easily adapting as business models and technology evolves.

Proven Market Leadership

As a global transformation partner across North America, Australia, the UK and APAC, Intellect SEEC spans the sectors of Commercial / General / Life Insurance and Wealth Management. Strong client relationships and a demonstrated cloud-native and AI solution profile along with strong leadership, reliable technology and domain experts has become the basis for account growth and expansion.

The growing demand for AI/ML solutions that improve efficiency, accuracy and processing in Insurance and Wealth Management pushes us to continue to develop products that will better serve our clients. Pushing the limits of these technologies and introducing new ones to our portfolio, such as Video KYC and AI Chatbots, will help take our clients to the next level in advanced automation.

We are committed to the expansion of our product offerings across all regions, based on market research and demand drivers. We work with partner organisations in each region to ensure that our offerings are in line with solving priority business problems and making sure our message, benefits and offerings are reaching the right people, where they will be most effective. Our aggressive growth plans should add 10 new strategic licensed clients in 2021.

Products Powered with AI/ML

What powers our product design is the deep underlying ethos of Design Thinking. Today, I am proud to say that our products are keenly sought after. Here I would like to share an overview of our powerful range of products.

AI/ML Products. Purpose-built and trained in hundreds of thousands of domain-specific data sets and business scenarios across multiple business lines and industries, our solutions are built with the end-customer experience in mind, and address expense optimisation, portfolio profitability and agile technology for scalability.

Magic Submission. A sophisticated, purpose-built, AI solution that extracts only necessary information from any document, normalises the information to the carrier's target models, validates the information, enriches the document with relevant insights through triangulation from thousands of external sources and provides a simple 'human in the loop' exception handling user experience. ML feedback loops ensure continuous learning. The tool is best in class and uses scientific techniques to make 'human-like' judgement calls in real-time for business scenarios. Clients have realised that Magic Submission allows for 87% less time for processing with a higher output data quality; while reducing operating costs by >50%.

Intellect Risk Analyst. Transform the expanse of external data into reliable data sets. It is designed to improve loss ratios and increase the underwriter's decision accuracy by identifying unique and non-traditional risk insights from thousands of structured, unstructured and streaming (IoT) sources and alerts on factors that might indicate a higher loss propensity. A client diverted $6Mn in potential claims using risk insights. Another client improved loss ratios by 3% in less than a year. New data packages can be released in 8 hours to 3 days.

Intellect Xponent. An AI-powered, data-first, underwriting workbench for price, quote and bind - either in a Straight Through Processing (STP) method or via workflow for underwriter reviews. Xponent offers intelligent orchestration of data, processes and rules and enables consistency in underwriting practices, improves underwriting discipline and ensures real time collaboration between Agents/Brokers, underwriters and experts. The workbench is integrated to Magic Submission and Intellect Risk Analyst. Clients have seen a 60% reduction in underwriter decision time with 87% improvements in the average underwriting audit score.

Magic Aadhaar. New to the Intellect SEEC solution profile. Magic Aadhaar is a highly accurate, purpose-built AI solution for automatic document classification, extraction and masking of Aadhaar numbers from Aadhaar cards and other document sources like application forms and service requests. Magic Aadhaar delivers > 95% accuracy of extraction across various document types. It is powered by Intellect's IDX platform to provide the optimum response time and scale to manage real-time or backlog operations.
A cloud-native solution, it provides seamless integration with the power of APIs.

"Intellect's cloud-native, AI solutions and Transformation Accelerators provide a one-stop-shop to enable clients with sustainable value creation."

Chapter 08

iRTM

Powering Treasury and Capital Markets

The Treasury & Capital Markets business has redefined its market approach through two-tier country structure. Today, we have 50+ Treasury clients across the globe and a proud partnership with 20+ commercial banks in India, central banks, NBFCs and Insurance companies have preferred us as their partner of choice.

TV Sinha
Head – Treasury & Capital Markets

While the pandemic made last year difficult for all of us, I am pleased to start on a positive note. Despite the challenges, the Treasury & Capital Markets (iRTM) line of business of Intellect has reasons to rejoice. Capital Cube, our treasury solution, won the IBS Intelligence Global Fintech Innovation Awards 2020 in the 'Best Treasury Implementation' category for a leading Australian Bank. Additionally, we increased our footprint in the Middle East, Asia and Africa regions. Backed by our excellent and enriching client relationships, our focus is to expand these markets further to continue our success story.

Where Technology Powers Initiatives

iRTM suite of products consists of proven technology platforms that power clients' business. Here, I would like to briefly share about our two key platforms.

"Our focus is to expand to new countries, as well as penetrate existing markets further, backed by seamless client implementations."

Capital Cube is a contextual Treasury platform fueled by next-gen technology. The Capital Cube offering combines rich functionalities of an integrated front to back treasury, contextual asset liability management, portfolio risk analytics and a self-service FX office for bank's corporate customers. Powered with a microservices, cloud-based architecture and a treasury SDK with tech framework for low code interface, APIs and contextual UI/UX, it provides a real-time treasury designed for 'zero downtime'.

The solution addresses the strategic requirements of a bank's treasury across the front, mid and back office, leading to complete automation and increase in operational efficiency. It provides updated information on liquidity, funding and exposures, assuring solvency, protecting margins by providing accurate view of asset and liability positions, effective hedging, performance attributions and greater visibility & control.

The Capital Cube product journey started with a Funding Desk transformation for a top G-SIB in 20 countries covering Europe, Japan, North America and Canada, and continued with marquee clients in India and across the globe. 50+ Treasury clients across the globe are using our integrated front-, mid- and back-office treasury solution. Our offering is being widely used by leading commercial banks, prominent Central Banks, NBFCs and Insurance companies. We have successfully modernized treasury legacy systems at leading global banks and mid-sized banks, in a non-disruptive fashion.

Capital Sigma offers a robust, scalable and comprehensive 360-degree digital platform that supports high STP, variety of asset classes and market segments with seamless interfaces to local and international market infrastructure providers like stock exchanges, central counterparties, custodians, fund houses and central securities depositories. It minimizes post-trade operational risk and increases operational efficiency by digitizing asset servicing functions across front to back offices, access to real-time information for investors, compliance reports for regulators and portfolio performance and analytics for better decision making. It covers the entire gamut of Custody Services, Fund Services and Investor Servicing & Record Keeping. This is augmented by a strong foundation of tech enablers which include an asset servicing SDK consisting of a low code interface framework, API builder, AI based Intelligent Data Extraction (IDX) and a DIY reporting tool.

The Capital Sigma platform, our asset services solution, has been running successfully in India, Middle East, Africa, APAC and LATAM with top tier comprising of custodians, asset service providers, and asset management companies. Leading commercial banks and capital market players in India and Middle East depend on Capital Sigma to provide growth and stability to their custody and fund services business which includes long standing relationships over a decade.

Chapter 09

iWealth

Composing Wealth the Way Clients Want

With the help of our cutting-edge technology, composable architecture, and one-of-a-kind marketplace offering, we want to empower banks to 'Do what they can't.'

Jaideep Billa
President, Wealth Management

An upswing in Wealth Management despite tough times

The past year has indeed been a difficult one across industries due to the pandemic. However, reflecting the indomitable human spirit, industries too are slowly, but surely, swinging up the curve. This is very robustly reflected in Business Wire's Global Wealth Management Market report, which states that the global wealth management market is expected to grow from $1162.66 billion in 2020 to $1263.34 billion in 2021 at a compound annual growth rate (CAGR) of 8.7%. By 2025, the market is expected to reach $ 1755 billion, with a CAGR of 9%.

Wealth Management is a growing business and Tier-1 banks, such as HSBC, Citi and JP Morgan, are already moving in this space aggressively. As of January 20, 2021, Citibank Asia Pacific has set a new milestone for net new money in Wealth Management surpassing USD 20 billion for the first time in history. JP Morgan and

"Wealth 2.0's vision is to build a cloud-based Fintech ecosystem with the intent to protect our customers from obsolescence by allowing them to innovate widely while keeping their technology expenditures low."

Nutmeg teamed up to launch the Smart Alpha portfolio. In fact, we see hardly any impact of the global pandemic on Wealth Management; net fresh money is coming in and banks are spending substantially in technology to stay ahead of FinTech and competitors.

Powered by Composable Technology, Driven by deep insight

Intellect Wealth's flagship offering is the Wealth Qube (Composability is at the foundation of wealth). Wealth Qube (Wealth 1.0) is a one-stop composable wealth management solution for private banks, wealth management businesses, advisory firms, family offices, broker-dealers, and independent financial advisers, allowing straight-through processing from front to back office.

Composability is all about a product's capability to offer unique value proposition in form of 6 Offices, 23 Desks and 150+ tools. Further composability comes from it being database agnostic, availability of 100+ APIs and microservices-based cloud-native architecture.

Offices are capabilities organised around primary roles, desks are capabilities organised around key deliverables of each role and tools are capabilities organised around work items needed to be done for each role.

In year 2020, we took a customer-centric and service-oriented approach. Efforts to deliver maximum value to customers were further strengthened throughout the year. In this regard, a strategic priority was to provide Relationship Managers/Advisors with superior tools with Vision to Democratize Wealth. We achieved significant progress toward our Vision, successfully implemented Wealth Qube 1.0 in CIMB Malaysia, Singapore, and Thailand, added new logos such as Bank Rakyat Indonesia and hosted our APIs on the Monetary Authority of Singapore's APIX platform.

Chapter 10

The Last Mile in Delivering Customer Delight

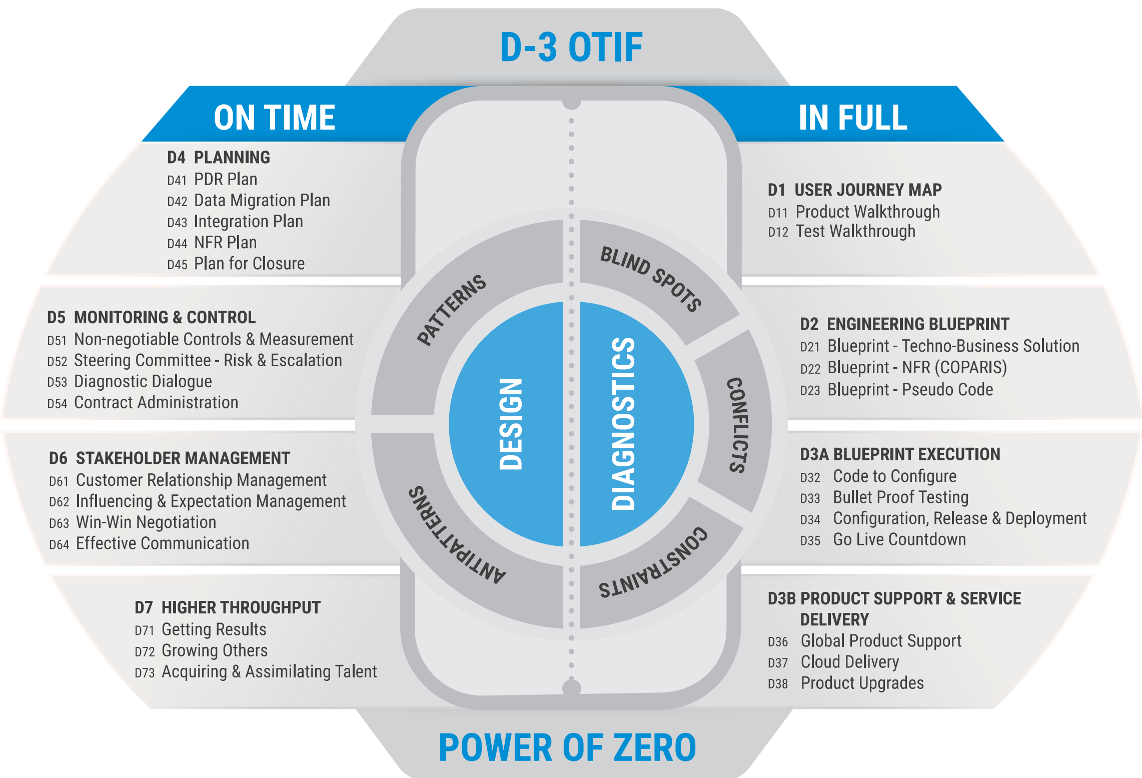
Increasing Future Agility. Bettering our Benchmarks.

Design Thinking is hardwired into the DNA of Intellect and this is reflected in absolute implementation certainty. Our aggressive delivery excellence programme is called D-3 OTIF – which translates to 'delivery 3 days before time, in full'. The framework is built on the pillars of Design and Diagnostics and contains distilled progressive thinking on Agile Engineering.

Design - To Deliver not just ON TIME, but AHEAD of TIME (D-3). Consistent delivery 3 days ahead of schedule and in full is the ultimate test of customer-centric design.

Diagnostics - Deliver complete scope with zero defect quality (IN FULL).

Consistent performance requires high performance engines around domain efficiency, technology efficiency, process efficiency, customer knowledge, re-usability, IP innovation and people energy. Deep diagnostics unearth blind spots, Design principles engineer predictability, while Chemistry is the secret value add that makes D-3 OTIF possible.

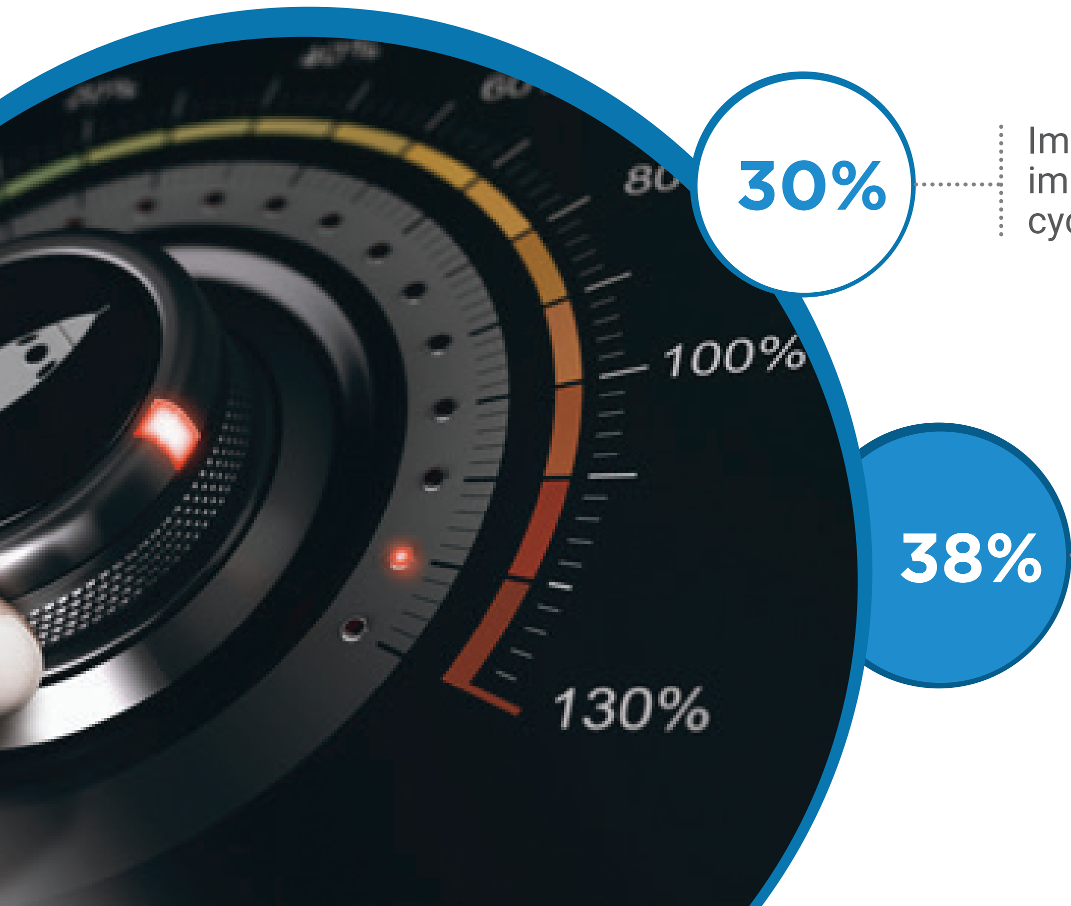


7 elements (D1 - D7) of Delivery Excellence constitute a compendium of core principles, covering product engineering, product implementation, product support, project and people management.

Our project deliveries to customers are aligned with industry best practices of Agile Methodology, supported by Execution Accelerators such as Product User Journeys, Low-code Technology Platforms delivered through APIs, Domain packs and Model bank on cloud.

This has resulted in a 30% improvement of implementation cycle time and early deliveries. 38% of our customers have been able to Go-Live ahead of time.

As an outcome of the Delivery Excellence framework, our Customer Loyalty index reinforced by our NPS (Net Promoter Score) has moved up from 39 in Q1 2020 to 53 in Q1 2021 – An increase of 36%! Customers have indicated Product Implementation, UAT and Post Go-Live Support as key contributors to their NPS score. This is ample demonstration of customer experience, based on 2 key pillars of Customer Satisfaction – On-Time Delivery and Product Quality.



Improvement in implementation cycle time

Customers Go-Live ahead of time

Board of Directors

Arun Jain
Chairman & Managing Director

Anil Verma
Executive Director

Arun Shekhar Aran
Independent Director

Andrew England
Non-Executive Director

Vijaya Sampath
Independent Director

Abhay Anant Gupte
Independent Director

Leadership Team

Arun Jain
Chairman & Managing Director

Manish Maakan
Chief Executive Officer,
Global Transaction Banking

Rajesh Saxena
Chief Executive Officer,
Retail & Central Banking

Banesh Prabhu
Chief Executive Officer,
Intellect SEEC

TV Sinha
Head – Treasury
and Capital Markets

Jaideep Billa
President,
Wealth Management

Debanjan Kumar
Chief Executive Officer,
iDigital

Ramanan SV
Chief Executive Officer,
India and South Asia

Govind Singhal
Chief Human Resources and
Group Enablement Officer

Venkateswarlu Saranu
Chief Financial Officer

Sudha Gopalakrishnan
Global Head – Quality

Krishna Rajaraman
Chief Technology Officer

Debal Dutt
Chief Marketing Officer

Global Offices

REGISTERED OFFICE
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No. 244, Anna Salai, Chennai – 600 006, India
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CORPORATE HEADQUARTERS
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CHILE
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Phone: +56 2 2796 55-30

ASIA PACIFIC

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THAILAND
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JAPAN
INTELLECT DESIGN ARENA LIMITED
4-14-14-201, Chambre de Nishi Azabu, Nishi Azabu,
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ANZ

AUSTRALIA
Registered office / Sales office
INTELLECT DESIGN ARENA PTY LTD
Level 25, Tower 3, 300 Barangaroo Avenue,
Barangaroo, NSW 2000 (Sydney), Australia
Phone: +61 2 8277 4512

Branch
Level 24, 570 Bourke St Melbourne 3000, Australia

EUROPE

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London, E14 5LQ, United Kingdom
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SPAIN
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German Branch, Herriotstrasse 1,
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PORTUGAL
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Intellect GmbH
Intellect Design Arena GmbH
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IMEA

INDIA
INTELLECT DESIGN ARENA LIMITED
Silver Metropolis, Unit No. 801, 802, 901, 902, 1001, 1002,
8th, 9th & 10th, CTS No. 213/A/2 & 214,
Jay Coach Western Express Highway, Goregaon (East),
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INTELLECT DESIGN ARENA LIMITED
Marisoft III, 6th floor, West Wing,
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INTELLECT DESIGN ARENA LIMITED
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Udyog Vihar Phase IV, Gurgaon – 122 001, India
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SEEC Towers, Adj. to BSNL Office, Plot No. 6,
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KENYA
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Westlands Nairobi, Kenya

MAURITIUS
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Ebene, Mauritius
Phone: +230 489 2661

INTELLECT DESIGN ARENA LIMITED

Annual Report for the year ended March 31, 2021

Regd. Office: No.244, Anna Salai, Chennai - 600 006. INDIA.

FINANCIAL REPORT

Bankers

Citibank N.A

HSBC Ltd.

HDFC Bank Ltd.

IDFC Bank Ltd.

Axis Bank Ltd.

State Bank of India

Barclays Bank

Bank of America

Auditors

M/s. S.R.Batliboi & Associates LLP

6th & 7th Floor, A Block

(Module 601, 701 – 702), Tidel Park, No.4,

Rajiv Gandhi Salai, Taramani,

Chennai – 600 113. India.

DIRECTORS' REPORT

DIRECTORS' REPORT

To the members,

We are pleased to present the 10th Annual Report on our business and operations for the year ended 31st March 2021 of Intellect Design Arena Limited ("Company"). This is our Seventh year of business operations.

1. Results of operations (In Rs. Millions, except EPS data)

Description	Standalone		Consolidated	
	Year ended March 31			
	2021	2020	2021	2020
Income (Including Other Income & exceptional item, if any)	10,186.08	7,693.73	15,101.41	13,788.97
Expenses (Excluding, Depreciation, Finance charges & Including exceptional item, if any)	7,385.17	7,247.56	11,426.45	12,760.48
Profit/(Loss) before Interest, Depreciation & Tax (PBIDTA)	**2,800.91**	**446.17**	**3,674.96**	**1,028.49**
Finance Charges	74.98	158.03	91.74	173.67
Depreciation & amortization	500.14	485.65	767.14	689.57
Net Profit/(Loss) Before Tax (excluding share of profit / (Loss) from Associate Companies)	**2,225.79**	**(197.51)**	**2,816.08**	**165.25**
Provision for tax including Deferred Tax	153.26	115.25	254.51	50.90
Net Profit/(Loss) after tax	**2,072.53**	**(312.76)**	**2,561.57**	**114.35**
Add / (Less): Share of Profit / (Loss) on Associate Companies	-	-	84.79	62.11
Net Profit / (Loss)	**2,072.53**	**(312.76)**	**2,646.36**	**176.46**
Re-measurement gains/(losses) on defined benefit plans	(10.54)	(26.09)	(10.32)	(26.23)
Exchange differences on translation of foreign operations	-	-	(7.03)	151.54
Net movement on cash flow hedges	527.45	(287.06)	527.45	(287.06)
Other comprehensive income for the year, net of tax	**516.91**	**(313.15)**	**510.10**	**(161.75)**
Total comprehensive income for the year, net of tax (before considering Non controlling Interest)	**2,589.44**	**(625.91)**	**3,156.46**	**14.71**
Less: Non Controlling Interest	**-**	**-**	**15.28**	**27.58**
Total comprehensive income for the year, net of tax	**2,589.44**	**(625.91)**	**3,141.18**	**(12.87)**
EPS				
Basic Rs.	15.63	(2.37)	19.82	1.21
Diluted Rs.	15.42	(2.37)	19.55	1.19

Table No. 1.1

Function wise classification of statement of consolidated Profit and Loss

(In Rs. Millions)

PARTICULARS	Year Ended	
	March 31, 2021	March 31, 2020
INCOME		
Income from software product license and related services	**14,992.00**	**13,509.00**
EXPENDITURE		
Software development expenses	6,646.00	6,987.00
Selling and marketing & General and administrative expenses	3,836.00	4,555.00
Research & Engineering expenses	933.00	1,219.00
Total Expenditure	**11,415.00**	**12,760.00**
EBITDA	**3,576.00**	**748.00**
Depreciation/Amortisation	(767.00)	(690.00)
Finance Charges	(92.00)	(174.00)
Hedge Impact	(17.00)	(40.00)
Other Income/Expenses	182.00	366.00
Profit / (Loss) before Tax	**2,882.00**	**211.00**
Provision for taxation	(255.00)	(51.00)
Profit / (Loss) after tax	**2,628.00**	**160.00**

Table No. 1.2

2. State of Company's Affairs

The consolidated revenue of the Company for the year ended March 31st, 2021 stood at Rs.15,101.41 Millions as against Rs.13,733.52 Millions for the previous year and there is an increase in the revenue to the tune of 9.96%. The consolidated Net Profit/(Loss) for the fiscal year ended March 31st, 2021 stood at Rs. 2,646.36 Millions as against the previous year's Net Profit/(Loss) of Rs. 176.46 Millions. The Consolidated Reserves and Surplus as of 31st March 2021 stood at Rs.13,263.51 Millions as against Rs. 9,788.44 Millions as of March 31st, 2020. For the financial year ended 2020-2021, the Company has not transferred any amount to the reserves.

3. Material Changes and Commitments

There were no material changes and commitments from the end of the financial year till the date of this report.

4. COVID-19

The COVID pandemic has disrupted the lives of millions across the world. It's effect has been felt by everyone, regardless of their position. Your Company's top priority is the physical and emotional wellbeing of its employees. The Company has taken several initiatives to support its employees and their families during the pandemic like organising Doctor on call facilities, Isolation / Quarantine facilities, medical helpline, Ambulance Services, Vaccination for 45+ and other support. The Company has set up a dedicated Covid Response Team which helps employees and their families with the above facilities. The Company has also organised counselling and self-help services to support its employees in maintaining their mental & emotional health.

With the work from home approach, the Company has been able to provide continuous services to all the customers across the globe. This approach has strengthened the customers' confidence in the Company. Our stakeholders have expressed their appreciation for ensuring that business continues despite the challenging conditions.

5. Subsidiaries

Details of Subsidiary Companies, Joint Venture and Associate Companies, and their financial position.

Your Company has 22 (12 direct and 10 step down) Subsidiary Companies and 2 associates as on March 31, 2021. The information as required under the first provision to sub-section (3) of Section 129 is given in Form AOC-1 in Annexure [1]. During the year under review, two subsidiaries were incorporated i.e. Intellect Design Arena (Mauritius) Limited was incorporated as wholly owned subsidiary of Intellect Design Arena FZ-LLC, Dubai (Intellect Dubai). Intellect Dubai is the wholly owned subsidiary of Intellect Design Arena Limited. Intellect Design Arena Limited GmbH, Germany was incorporated as wholly owned subsidiary of Intellect Design Arena Limited.

6. Cash Reserves

Your Company has cash reserve of Rs. 2,616.45 Millions.

7. Share Capital

The paid-up Capital of the Company was increased to Rs. 664.87 Million through share allotments made against exercise of Options (6,35,733 equity shares) under the ASOP / ISOP / IIPS Schemes, comprising of 13,29,74,363 equity shares at a face value of Rs. 5/- each as on March 31, 2021.

The details of all the stock option plans, including terms of reference, and the requirements are set out in Annexure 2.

8. Corporate Governance

Your Company has been complying with the provisions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred as "Listing Regulations"). A separate report on Corporate Governance, along with the Auditors' Certificate on Compliance of the Corporate Governance norms as stipulated under Chapter IV of the Listing Regulations and Management Discussion & Analysis forming part of this report, is provided elsewhere in this Annual Report.

9. Transfer to Investor Education and Protection Fund

As required under the provisions of Section 125 and other applicable provisions of Companies Act, 2013 (hereinafter "the Act"), dividends that remain unpaid / unclaimed for a period of seven years, are to be transferred to the account administered by the Central Government viz: Investor Education and Protection

Fund ("IEPF"). Any person claiming to be entitled to the amount transferred to IEPF, may apply to the Investor Education and Protection Fund Authority (IEPF Authority) by submitting an online application in Form IEPF-5 available on the website www.iepf.gov.in, along with the fee specified by the IEPF Authority. The Company has not declared any dividend so far, hence the above provisions are not applicable to our Company. Keeping in view the growth of the business, your Directors do not recommend any dividend for the financial year ended 2020 – 2021.The Dividend Distribution Policy, in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is uploaded on the Company's website.

The weblink of the Dividend Distribution Policy is https://www.intellectdesign.com/investor/general/2018-apr-dividend-distribution-policy.pdf.

10. Conservation of energy, technology absorption, foreign exchange earnings and outgo

The particulars as prescribed under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, are set out in Annexure 3 of this Report.

11. Particulars of employees

(a) The statement containing particulars of employees as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 does not form part of this report. In terms of Section 136 of the Act, the same is open for inspection during working hours at the registered office of your company. A copy of this statement may be obtained by the members by writing to the Company Secretary.

(b) The ratio of remuneration of each director to the median remuneration of the employees of the company and other details in terms of Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are part of this report as Annexure 4.

12. Directors' responsibility statement as required under Section 134 (5) of the Companies Act, 2013

Pursuant to the provisions of Section 134 (3) (c) of the Companies Act, 2013 the Directors of your Company confirm that:

a) In the preparation of the Annual Accounts, the applicable accounting standards have been followed, along with the proper explanation relating to material departures;

b) The Directors have selected such accounting policies, applied them consistently, and made judgements and estimates that are reasonable and prudent so as to give a true` and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;

c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the company, and for preventing and detecting fraud and other irregularities;

d) The Directors have prepared the Annual Accounts on a "going concern basis"; and

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

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

13. Board Meetings, Board of Directors, Key Managerial Personnel & Committees of Directors

(a) Board Meetings:

The Board of Directors of the Company met 5 times during the year 2020-21. The details of various Board Meetings are provided in the Corporate Governance Report. The gap intervening between two meetings of the board is as prescribed in the Act.

(b) Changes in Executive Directors, Non- Executive Directors & Key Managerial Personnel

- During the year under review, Mr. Abhay Anant Gupte was appointed as an additional director (Independent Category) Subsequently, he was regularised as an Independent Director by the Shareholders in the 9th AGM held on 21st August, 2020 for a period of five (5) years w.e.f. June 15, 2020.
- Mr. Arun Jain was re-appointed as a Managing Director at the conclusion of 09th Annual General meeting to hold office for a period of 5 (five) years, w.e.f August 21, 2020 and his term will expire at the closure of 14th AGM.
- The second term of Ms. Aruna Krishnamurthy Rao as an Independent Director ended at the conclusion of 9th Annual General Meeting of the Company held on August 21, 2020.
- Mr. Anil Kumar Verma was re-appointed as a Whole-time Director for a period of 5 (Five) years with effect from 1st February, 2021, subject to the approval of Central government and shareholders.

Apart from this, there was no other change in the composition of the Board and KMPs.

(c) Re-Appointment

As per Article 34 (l) of the Articles of Association of the Company, one third of the Directors are liable to retire by rotation at the Annual General Meeting of the Company. Mr. Anil Verma, Whole-time Director is liable to retire by rotation and offers himself for re-appointment.

Further, he has been reappointed as a whole time Director for a period of 5 (Five) years with effect from 1st February, 2021, subject to the approval of Central government and shareholders.

Mr. Arun Jain was re-appointed as a Managing Director at the 09th Annual General meeting to hold office for a period of 5 (five) years, w.e.f August 21, 2020 and his term expires at the closure of 14th AGM.

(d) Independent Directors

Ms. Aruna Krishnamurthy Rao was re-appointed as an Independent Director at the 6th AGM held on 21st August, 2017 for a second term of three (3) years and her second term as an Independent Director ended at the conclusion of 09th Annual General Meeting of the Company held on August 21, 2020.

Mr. Arun Shekhar Aran was re- appointed as an Independent Director at the 8th AGM held on 21st August, 2019 for a second term of five (5) years.

Ms. Vijaya Sampath was appointed an Independent Director w.e.f. October 25, 2018 for the first term of 5 years and was regularised at the AGM held on 21st August, 2019.

Mr. Abhay Anant Gupte was appointed as an Additional Director (Independent Category) of the Company at the Board Meeting held on June 15, 2020. Subsequently, he was regularised as an Independent Director in the 9th AGM held on 21st August, 2020 for a period of five (5) years w.e.f. June 15, 2020.

No Directors resigned during the year 2020-2021.

The Company has received necessary declarations from each Independent Director of the Company under Section 149 (7) of the Companies Act, 2013, that they meet the criteria of independence as laid down in Section 149 (6) of the Act and in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, no Independent Director is a non-Independent Director of another Company on the Board on which any non-independent Director of the listed entity is an Independent Director and no director has been debarred by any order / judgement of any regulator in force.

(e) Details of remuneration to Directors: The information relating to remuneration of directors as required under Section 197(12) of the Act, is given elsewhere in the report.

(f) Board Committees

The Company has the following Board Committees:

1. Audit Committee
2. Nomination, Remuneration & Compensation Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee

Sub-committees:

1. Share Transfer Committee
2. Cyber Security Committee

The composition of each of the above Committees, their respective role and responsibility is as detailed in the Report of Corporate Governance.

The policy framed by the Remuneration and Compensation Committee under the provisions of Section 178(4) of the Act, is as below:

(g) Remuneration policy

The remuneration policy of the Company has been so structured as to match the market trends of the IT industry. The Board, in consultation with the Nomination and Remuneration & Compensation Committee, decides the remuneration policy for Directors. The Company has made adequate disclosures to the members on the remuneration paid to the Directors from time to time. Remuneration/ Commission payable to Directors is determined by the contributions made by the respective Directors for the growth of the Company.

The remuneration policy of the Company and other matters as required under Section 178 sub-section 3 of the Act can be accessed through https://www.intellectdesign.com/investor/general/remuneration-policy.pdf. There has been no change in the policy since the last fiscal year. We affirm that the remuneration paid to the Directors are as per the terms laid out in the remuneration policy of the Company.

(h) Board Evaluation

As required under the provisions of Section 134 (3) (p) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance and that of its committees and individual directors. The manner in which such performance evaluation was carried out is as under:

The performance evaluation framework is in place. Prof. Ashok Korwar was appointed to evaluate the performance of the Directors and made a presentation to the Board summarising the views and suggestions made by the individual Directors and the Board. The performance of the Board was evaluated on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination, Remuneration and Compensation Committee reviewed the performance of Individual Directors on the basis of criteria such as exercise of responsibilities in a bona fide manner in the interest of the Company, striving to attend meetings of the Board of Directors/Committees of which he/she is a member / general meetings, participating constructively and actively in the meetings of the Board / committees of the Board, etc.

In a separate meeting of independent directors held on March 22, 2021, performance of Non-Independent Directors, performance of the Chairman of the Company and the performance of the Board as a whole were evaluated.

(i) Vigil Mechanism

The Company has established a whistle-blower policy and also a mechanism for Directors and employees to report their concerns. The details of the same is explained in the Corporate Governance Report.

(j) Related Party Transactions

All related party transactions that were entered during the financial year were on arm's length basis and were in the ordinary course of business. There are no other materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The details of the related party transactions as required under Section 134 (3) (h) read with Rule 8 of the Companies (Accounts) Rules, 2014, is attached as Annexure 5.

14. Auditor reports and auditors

Statutory Auditors: M/s. S.R. Batliboi & Associates LLP, Chennai, Chartered Accountants have been appointed at the Annual General Meeting held on 21st August, 2019 to hold office as statutory auditors until the conclusion of the 13th Annual General Meeting of the Company. There are no qualifications or adverse remarks in the Auditor's Report for the financial year ended 31st March, 2021.

Secretarial Auditors: Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Secretarial Audit has been carried out by M/s SAE & Associates, LLP, Practising Company Secretaries, and their report is annexed as Annexure 6. There are no qualification or adverse remarks in the Secretarial Audit report for the financial year ended 31st March, 2021.

Cost Records and Cost Audit: Maintenance of cost records and requirements of cost audit as prescribed under Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

15. Fixed Deposits

Our Company has not accepted any deposits during the financial year and as such, no amount of principal or interest was outstanding as on 31st March, 2021.

16. Reporting of fraud:

During the year under review, there were no instances of fraud as required to be reported by the Statutory Auditors / Secretarial auditors of the Company.

17. Social Connect

Ullas Trust

The social initiative arm of Intellect that integrates our associates with the larger community, to experience the joy of mentoring and interacting with young minds in the country. This 23 year young movement over the years has ignited 17+ lakh young minds across 8 States and 2 Union Territories. As for the impactful journey, this was made possible by the extraordinarily committed associate volunteer mentors (from Intellect, our clients and other corporates), partners from Civil Society Organizations, and youth from colleges - all united by the common purpose of shaping the thinking of adolescent young minds.

The Primary motive of the Trust continues to be - to ignite young minds and nurture them during their most vulnerable space in life (adolescence). This is accomplished through seeding the "Can Do" spirit, encouraging them to dream big with conviction, positive role model influences, and enrichment programs delivered by mentors to nurture them towards achieving their potential and their dreams.

Highlights of this Academic Year:

For Ullas, the year 2020 turned out to be one of creative opportunity, the year of many firsts - we looked beyond, thought boundary less while holding true to our vision of "igniting young minds". Our repurposed programs from across the States we work in brought cheer all around and reaffirmed our belief in the "Can Do" spirit.

- Enrichment program curriculum: The entire curriculum of Summit (20 module weekend enrichment program) was revisited for virtual delivery using the lens of Design Thinking all the while staying true to the essence and ethos of the program. The redesigned curriculum which included interactive games, quizzes, videos, engagement activities and take away for the students to work on and submit, was extremely well received by the students, and their mentors. Parents and siblings who attended these virtual sessions also shared their appreciation.
- Virtual Summit reach: Ullas continued to nurture the dreams of 3,500+ students from 429 schools across 5 states (Delhi NCR, Haryana, Maharashtra, Tamil Nadu and Telangana). Despite the digital inequity we had an average of near 80% attendance across our virtual classrooms.
- Career Guidance Sessions: Ullas in partnership with Civil Society Organization India Literacy Project (ILP) delivered career guidance sessions to Grade 10, 11 and 12 Young Achievers. This truly helped alleviate the anxiety of the students and provided their parents and them great clarity on the possible streams and options inclusive of online admissions (into colleges) during the Covid year.

- Higher Education Scholars: In a very first of its kind engagement, Ullas conducted virtual selection and review interviews for Higher Education Scholars again with our volunteers – Friends of Ullas. An unique opportunity for these Scholars to refine their online interviewing skills. 70 Scholars were on-boarded in the year 2020-21 from various streams across Chennai, Delhi and Hyderabad, taking the count of our Scholars to beyond 200.
- E-Mentoring / e-Learning Sessions: Interesting virtual learning/ mentoring sessions were planned and delivered with the help of Alumni, Intellectians and Friends of Ullas from across the globe. 25+ sessions were scheduled over 8 months ranging from Mindful Living, to Meditation, to Acing your presentations, to Personal Branding and more. We even had Scholars across Chapters participate in the first ever virtual walk through of Design Center and virtual Design Thinking session. New avenues opened up!
- Generosity of Spirit: The pandemic initially shook us and left us wondering how to proceed with our high touch point face to face interventions with young minds. During the wellness check-in calls with our Young Achievers, we recognized the need for us to continue our interventions - a space for young minds and Scholars to come together to learn, to interact, to transform, to share their minds and to be themselves. And that is exactly what the ONE team of - mentors / volunteers fondly known as Friends of Ullas, our Alumni, Higher Education Scholars, and Team Ullas collaborated to put together the above programs - virtually! Despite the blurring boundaries of personal and professional time during WFH, different time zones across the globe, volunteers and Scholars generously gave their time late evenings and weekends to mentor students - as per them this was their high point during these strange times to be able to GIVE!

Year 2020-21 truly was an extraordinary year that helped us reaffirm and deliver on our core purpose and that by working together with the "Can Do" spirit the toughest of times can be overcome together!

18. Audit Committee Recommendation

During the year, all the recommendations of the Audit Committee were accepted by the Board. The Composition of the Audit Committee is as described in the Corporate Governance Report.

19. Annual Return

Pursuant to Section 92 (3) read with Section 134 (3) (a) of the Companies Act, 2013, the Annual Return in Form MGT 7 shall be placed on the website of the company at www.intellectdesign.com/investor-relations after the conclusion of the 10th Annual General Meeting.

20. Significant & Material Orders passed by the Regulators or Courts

During the Financial Year 2020-21, no order has been passed by any regulatory authorities or Courts.

21. Particulars of Loans, Guarantees and Investments u/s 186*

Investments made during the year 2020-21: NIL

* The Company has not granted Loans and Guarantees under Section 186 of the Companies Act, 2013

22. Risk Management Policy

Being a pioneer in the Intellectual Property-led Business in India, the company is continuously focussing and committing itself to have a Risk Management system suited for the Products business.

Towards this, the Board has formed a Risk Management Committee with Directors, the Chief Financial Officer, the Chief Risk Officer and CEO's as members of the committee. The Committee works to mitigate any inherent risks faced by the Business and to meet the increasing demand of Customer's liability through different means within the overall framework listed below:

Risk Management Framework

Objective

The Organisation is subject to certain risks that may affect our ability to operate, may disrupt our business model due to changes in competitive landscape, changes in Technology which may render our capabilities obsolete, and thus hamper our ability to serve our Customers and protect assets. These risks could adversely affect Customer projects, Employees, Shareholders, liability to Third Party and risks to Property among others. Controlling these risks through a formal process is necessary for the well-being of the Organisation and its Stakeholders. The Organisation's Risk Policy facilitates identification of these Risks on a continuous basis and proposes mitigation measures. Our risk policy aims to minimise adverse impact of these risks on the Company's growth, Profit margins and People engagement besides Regulatory Compliance. Risk Management has been made an integral part of the Organisation by encouraging Risk Awareness among employees.

Risk Management Framework

The Risk Management Committee of the Board of Directors oversees the Risk Management process under the overall direction of the Board of Directors. The Risk Management Committee consists of the Board of Directors, Chief Financial Officer & the Chief Risk Officer. The Organisation uses BELIEF (Brand, End Customer, Leadership, Intellectual Property, Execution & Finance) framework for its risk classification.

Risk Management Process

Risk Management is a continuous and developing process which runs throughout the Organisation's strategy and the implementation of that strategy. The Risk Management helps the Organisation to proactively manage uncertainties in the internal and external environment, limit the negative impacts and benefit on the opportunities. The process includes risk identification, risk evaluation, risk prioritisation, risk mitigation, risk monitoring & review.

Some of the major risks are classified using BELIEF framework as follows:

BELIEF FRAMEWORK

BRAND	END CUSTOMER	LEADERSHIP	INTELLECTUAL PROPERTY	EXECUTION	FINANCIAL
REPUTATION RISK	BUSINESS RISK	PEOPLE RISK	INFORMATION & CYBER SECURITY RISK	CLOUD INFRASTRUCTURE RISK	LIQUIDITY RISK
	- MODEL RISK	- TALENT MANAGEMENT RISK	DATA PRIVACY RISK	PRODUCT IMPLEMENTATION RISK	MARKET RISK CURRENCY FLUCTUATION
	CONCENTRATION RISK		IP INFRINGEMENT RISK	COMPLIANCE RISK	FINANCIAL REPORTING RISK
	COMPETITION RISK		OPEN SOURCE SOFTWARE RISK	NEW COUNTRY RISK	
	CONTRACT MANAGEMENT RISK			FRAUD RISK	
				BUSINESS CONTINUITY RISK	

Table No. 1.3

BRAND

1.* Reputation *Risk:

The brand/reputation risk may arise in case of issues around product implementation, customer relationships & escalations, etc. Risk may accentuate due to increased use of social media & other internet-based applications in the corporate world. The risk is mitigated by adoption of Product, Delivery & Customer Excellence processes to manage implementations & relationships effectively.

END CUSTOMER

2. Business Risk

2.1 Business Concentration Risk

The company is specialised in BFSI space and could face the risk of concentration in a single space. Significant reliance on a particular product, customer, segments or geography may heighten the risk of revenue loss & consequential impact on the profitability, in case of adverse conditions, such as customer exit, volatile geo-political scenarios, sector-specific slowdown, etc. However, this risk is mitigated to a large extent by fairly diversifying the concentration across lines of business, market segments & geographies.

The company has presence in all the 4 sub-segments of BFSI, namely Corporate Banking, Retail Banking, Capital Markets and Insurance. These 4 sub-segments have different boom and bust cycle, and therefore protect the Company. Further, the Company has multiple products and client base to further de-risk the product/business concentration. The Company mitigates its geography concentration risk by having its presence across different geographies.

2.2 Business Model Risk

With increased usage of cloud hosting across the industry, a strategic shift from Traditional License/AMC-based model to Cloud model may pose risk to the Company's existing business model. The Company keeps a close eye on the changing business model scenario and takes appropriate required actions. A certain portion of our revenue is already derived from the Cloud model through SaaS & subscription.

2.3 Market Competition Risk

The company faces competition from large multinational companies, local companies in the geography in which we operate and Indian product companies. While many of these are established companies, the startups may also disrupt our business. This may pose a challenge to maintain or sustain the business growth or profitability in the long run.

The Company makes focussed investments in R&D with continuous evaluations of product endurance across segments/geographies to keep products relevant & competitive in the marketplace. Ongoing efforts made to enhance the customer experience through deployments of innovative products, competitive pricing through operational efficiencies, cost optimisation measures & improved implementations with minimal number of defects helps us to stay ahead in the innovation curve.

2.4 Contractual Compliance Risk

Product development companies are exposed to legal risk arising from Infringement of IP right and non-performance of contractual obligation. Further, risk may accentuate, in case contract formulations are not commensurate to the Organisation's risk appetite, commitments, delivery capabilities and customer expectations. The Company has established a strong process to review and appraise all contracts. As a policy, it restricts its obligation under each contract. The Company has adequate Insurance to mitigate against risk of Errors and Omissions, Commercial General Liabilities, etc.

3. LEADERSHIP

People Risk

The Company operates in niche BFSI product space which requires people with specialised skills, as against mass recruitment that was followed in Services business. The Company minimises the risk through in-depth in-house training & recruitment from top-end Engineering colleges and B-schools.

Background Checks (BGC) is mandated for all new employees and is audited from time to time.

4. INTELLECTUAL PROPERTY:

4.1 Information & Cyber Security Risk:

Internal & external cyber threats, if not appropriately managed, can potentially result in data leakage, source code compromise, etc. which may significantly disrupt core operations & may damage the Company's brand image/reputation. The risk is mitigated through Information & Cyber Security Forum and the Central Security Group which administer the Information & Cyber security programme for the Organisation. Moreover, Cyber liability insurance is obtained to safeguard against any loss arising out of any security breaches.

4.2 Data Protection & Privacy

The confidential data of the customers/associates are subject to data privacy laws of various states. Procedures to effectively handle the confidentiality & privacy, if not robust, can lead to data breaches. The risk gets accentuates on account of heightened regulations or guidelines such as GDPR and widespread usage of emerging technologies used to enhance customer experience which pose challenges to protect data & the privacy elements. The risk is mitigated by putting data authorisation process in place and making provisions for necessary guidance for the delivery teams with data security practices. GDPR-related compliance reviews are facilitated for applicable business/functional teams.

4.3 Intellectual Property Rights Infringement Risk:

a) **IP protection:** The Company may face challenges to protect the Intellectual property rights which are pivotal for its revenue generation. The risk is mitigated through registration of IPs in the countries having robust protection laws.

b) **Risk of use of "Open Source" Software**
"Open Source" Software may be used in some of our solutions. Failure to abide with the terms of the open source licenses could have a negative impact on our business. The risk is mitigated through adoption of the open source policy which facilitates to identify, monitor, review, report & thereby facilitate restricted & acknowledged usage of the open source software's on ongoing basis.

EXECUTION:

5.1 New Country Entry Risk

Failure to effectively study, evaluate, identify, analyze & address the country specific risks at the time of entry into a particular geography could adversely affect long term interests of the organisation. Any new business opportunity in a new country is subject to a Country risk assessment which helps in developing a robust knowledge platform and also to understand the local conditions and business culture at the early stages of the business & design adequate risk mitigation measures to facilitate business in new countries.

5.2 Cloud Infrastructure Management Risk: With increased cloud adaptability, requirements to have highly skilled resources to manage cloud environments, unique contractual agreements with the customers & cloud service providers, ensuring adequacy of security measures by the service providers, heightened regulations like GDPR, the company is exposed to a risk of SLA / security breaches by cloud service providers which may result in financial implications (imposition of fines & penalties) or reputation damage. The risk is mitigated by defining the Cloud governance framework to consistently manage cloud environments across the lines of businesses. Periodic reviews are performed to assess the security, internal controls, DR, backup processes, SLAs, service contracts etc. with cloud service providers.

5.3 Product Implementation Risk

Delays, errors or omissions in implementations could hamper our delivery capabilities leading to multiple risks such as delay in collections, violation of contractual commitments, fines / penalties and damage to Brand image. The risk is mitigated through delivery excellence processes & continuous monitoring & reporting of implementations through use of various tools. Further, Company adequately insures itself for any liabilities arising on account of errors & omissions or any delays.

5.4 Compliance Risk - Subsidiary Compliance Reporting

Inadequate or non compliances to the material laws & regulations applicable in the respective countries having business presence may lead to fines / penalties/ closure of the offices resulting in revenue loss. The risk is mitigated through a well structured framework using UnMail, the Company's Enterprise Social Network for Subsidiary Compliance Reporting. The respective Operations Directors ensure uploading of the Compliance reports (suitably customized for each Subsidiary) on a quarterly basis. This process enhances the control and improves statutory compliance in each jurisdiction.

5.5 Fraud Risk: Mechanisms to prevent, detect, measure, monitor & report the potential collusion touch points , fraud events or criminal hackings if not robust may result in revenue leakage , financial losses or the reputation damage for the Company. To mitigate the risk, potential fraud areas are assessed as part of regular audit programmes. Risks associated with potential fraud for identified design gaps are reported to the Internal Audit Committee with suitable action plans. Further, Crime insurance cover is obtained to safeguard against any direct financial loss arising out of fraudulent activities by associates

5.6 Business Continuity Risk: In light of current pandemic scenario arising on account of Covid19, the significance of business continuity is of paramount importance. The Business continuity plans for people, processes & technology if not robust or inadequate may create challenges to manage unforeseen crisis or events such as natural or man made calamities / disasters & may disrupt the business performance. The risk is managed by designing appropriate recovery strategies / business continuity plans. Dedicated teams monitor the adequacy of the business continuity arrangements. Periodic testing & simulations carried out on an annual basis.

FINANCIAL

6.1 Foreign Exchange / Currency Fluctuations Risk

The company earns a large portion of its revenue in foreign currencies and is exposed to the risk of currency movements. To mitigate this risk, the company follows a 2 step strategy.

- As the first step, quotation in foreign currencies is restricted to few selected major currencies. Quotation in any other currency is highly controlled.
- The second leg of this strategy is to hedge the foreign earnings after subtracting the local expenses.

6.2 Larger Order to Cash cycle and Liquidity Risk

Our customer being large Banks and Financial Institutions the credit worthiness is in comfort even though the cycle is long. The percentage of bad debts is also minimal. Since the Products business has a long order to cash cycle, delays in conversion of REB into invoicing or recovery of the billed invoices from the clients / customers may result in strain over the company to meet their working capital requirements, recurring fixed & direct costs which may require increased borrowings, finance charge and thereby impact the Company's profitability. The risk is mitigated by Arrangement of required credit lines through various Banks, regular monitoring of ageing of receivables / REB balances by the management and robust recovery & follow-ups mechanisms with clients/ customers.

The company has identified Liquidity Risk as an area to monitor. The Finance organization headed by the CFO monitors the liquidity position consisting of cash and near cash instruments on a continuous basis.

6.3 Internal Financial Control (IFC)

The company has to comply with additional controls enforced by Section 134 of the Companies Act 2013. This is to report on the Internal Financial Control in the Directors Report and also by the Statutory Auditors. Key Internal controls over financial reporting if not designed, identified & operate effectively may result in mis-statements going unnoticed and impact the true & fair view of the financial / operational results of the Company. To comply with this, the company assesses the existing control environment through regular internal & statutory audits and ensures that the requirements are complied.

Risk Mitigation through Insurance

The company has appointed a Global leader for Risk & Insurance advisory to advice on the risk and insurance coverage. The following Insurance coverage is taken to mitigate risks.

1. Errors & Omissions Insurance – To safeguard against any loss arising of an error, negligent act or omission which would result in failure in performing the professional services or duties for others.
2. Cyber Liability Insurance - To safeguard against any loss arising out of a security breach and or privacy breach that would result in sensitive or unauthorized data or information being lost or compromised.
3. Crime Insurance - To safeguard against any direct financial loss of property, money or securities arising out the fraudulent activities committed by the employee or in collusion with others.
4. Directors & Officers Liability Insurance - To safeguard against any loss arising out of a wrongful act made by the Directors, Officers and Employees of the organization with reference to the company's business operations and activities.
5. Commercial General Liability Insurance - To safeguard against Third Party bodily injury or property damage arising out of our business operations.
6. Standard Fire & Special Perils Insurance - To protect the company's Assets (movable & immovable Assets) from the risk of Fire or Perils.

23. Corporate Social Responsibility

The Company has formed Corporate Social Responsibility Committee on 15th October, 2014 and reconstituted on 24th July, 2019 and August 05, 2020. Following are the members of the Committee:

a) Mr. Anil Kumar Verma – Chairman

b) Ms. Aruna Krishnamurthy Rao – Member (ceased w.e.f. August 21, 2020)

c) Mr. Abhay Anant Gupte – Member (inducted as a Member w.e.f. August 21, 2020, as re-constituted by the Board in its Meeting held on August 5, 2020)

d) Mr. Arun Jain – Member

As per Section 135 of the Companies Act, 2013, a company meeting the applicability threshold, needs to spend at least 2% of its average net profits for the immediately preceding three financial years on CSR activities. However, the Company, as a responsible corporate citizen, has risen above itself to make contributions of more than 2% in the area of education, through Ullas Trust (implementing agency). The details of the policy developed and implemented by the Company is given as a part of annual report on CSR as Annexure 7.

24. Secretarial Standards

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

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

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee ("ICC") has been set up to redress the complaints received regarding sexual harassment. All employees are covered under this policy.

The following is the summary of the complaints received and disposed off during the financial year 2020-21:

a) No. of complaints filed during the year: NIL

b) No. of complaints disposed during the year: NIL

c) No. of complaints pending as at end of the financial year: NIL

26. Listing Fees

The Company confirms that it has paid the annual listing fees for the year 2020-21 to both the National Stock Exchange of India Limited and BSE Limited.

27. Certifications

Your Directors would like to appreciate the achievements of the Quality Department, which enabled your Company to get certified at CMMi level 5 by CMMI Institute, USA for its Global Consumer Banking (iGCB) business. Your Directors would also like to appreciate the achievements of Cards Business team and Corporate Security Group for PCI - DSS certification, and the achievements of iSEEC business team and Corporate Security Group for SOC 2 certification for Insurance products.

28. Change in Registrar and Transfer Agent (RTA)

The Board of Directors at its meeting held on March 23, 2020, approved the change in Registrar and Share Transfer Agent from M/s.Kfin Technologies Private Limited, Hyderabad (formerly known as M/s.Karvy Fintech Private Limited) to Cameo Corporate Services Limited, Chennai. Depositories vide their approval letters dated July 13, 2020 have confirmed the transfer of database and electronic connectivity and to commence the services of Cameo Corporate Services Limited w.e.f.July 14, 2020.

29. Acknowledgment

Your Directors take this opportunity to express the gratitude to all investors, clients, vendors, bankers, Regulatory and Government authorities, Stock Exchanges and business associates for their cooperation, encouragement and continued support extended to the Company. Your Directors also wish to place on record their appreciation to the Associates for their continuing support and unstinting efforts in ensuring an excellent all-round operational performance at all levels.

By Order of the Board
For **Intellect Design Arena Limited**

Place: Chennai
Date : May 10, 2021

Arun Jain
Chairman and Managing Director
DIN:00580919

Annexure 1

Form AOC - 1

Statement (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of Subsidiaries as on 31st Mar 2021

PART "A" : Subsidiaries

In Rs. Millions

Sl No	Name of the Subsidiary	Reporting Period	Reporting Currency	Exchange Rate	Capital	Reserves	Total Assets	Total Liabilities	Investment other than Investment in Subsidiary	Turnover	Profit before Tax	Provision for Tax	Profit after Tax - YTD-Mar 21	Other Comprehensive income	Total Comprehensive income	Proposed Dividend	% of Holding
1	Intellect Design Arena Pte Ltd., Singapore (+)	April-March	SGD	54.35	235.38	352.20	1,188.16	600.58	-	492.67	38.25	14.50	23.75	(0.09)	23.66	Nil	100.00%
2	Intellect Design Arena Limited., United Kingdom (+)	April-March	GBP	100.75	61.75	1,273.97	3,552.11	2,216.39	-	4,287.61	192.02	5.27	186.75	90.03	276.78	Nil	100.00%
3	Intellect Design Arena SA, Switzerland (+)	April-March	CHF	77.56	11.28	473.34	535.89	51.28	-	218.60	12.92	3.24	9.68	(2.60)	7.08	Nil	100.00%
4	Intellect Design Arena, PT Indonesia**	April-March	IDR	0.0050	14.51	(28.03)	113.41	126.94	-	76.25	3.90	0.05	3.85	(0.41)	3.44	Nil	100.00%
5	Intellect Design Arena Ltda. Chile*	January - December	CLP	0.10	0.50	(111.60)	77.67	188.77	-	213.34	10.28	1.00	9.28	(3.28)	5.99	Nil	100.00%
6	Intellect Design Arena Inc., US**	April-March	USD	73.11	418.73	(821.37)	1,854.13	2,256.77	-	1,166.13	78.63	(59.93)	138.57	(24.19)	114.37	Nil	100.00%
7	Intellect Commerce Ltd, India (Formerly Known as Polaris Enterprise Solutions Ltd) (+)	April-March	INR	1.00	90.00	(52.72)	51.87	14.59	-	63.38	19.30	28.74	(9.44)	0.22	(9.22)	Nil	100.00%
8	Intellect Design Arena Co. Ltd, Vietnam (+)	April-March	VND	0.0032	2.25	(8.79)	311.15	317.70	-	147.79	6.07	19.71	(13.65)	4.66	(8.99)	Nil	100.00%
9	Intellect Design Arena FZ LLC, Dubai (+)	April-March	AED	19.91	20.37	685.56	818.12	112.19	-	1,100.57	80.92	-	80.92	(29.07)	51.85	Nil	100.00%
10	Intellect Design Arena Phillipines, INC **	April-March	PHP	1.51	27.61	(157.62)	303.07	433.08	-	372.79	23.75	12.59	11.16	(4.34)	6.82	Nil	100.00%
11	Sonali Intellect Ltd, Bangladesh (+)	April-March	BDT	0.88	46.82	225.21	314.31	42.28	-	152.50	38.13	-	38.13	(6.94)	31.19	Nil	51.00%
12	SEEC Asia Technologies Private Limited, India***	April-March	INR	1.00	34.99	190.08	248.40	23.33	-	99.09	5.46	(1.75)	7.21	-	7.21	Nil	100.00%
13	Intellect Design Arena Inc., Canada*	April-March	CAD	58.03	57.28	(180.73)	423.34	546.78	-	972.68	54.37	-	54.37	(9.80)	44.57	Nil	100.00%
14	Intellect Design Arena, SDN BHD, Malaysia**	April-March	MYR	17.63	7.71	44.22	149.90	97.97	-	182.75	14.46	5.24	9.21	0.49	9.71	Nil	100.00%
15	Intellect Payments Limited, India (+)	April-March	INR	1.00	25.50	9.17	62.56	27.90	-	41.57	1.39	0.29	1.11	-	1.11	Nil	100.00%
16	Intellect India Limited, India (+)	April-March	INR	1.00	0.50	(0.89)	0.24	0.63	-	-	(0.18)	-	(0.18)	-	(0.18)	Nil	100.00%
17	Intellect Design Arena Pty Ltd, Australia**	April-March	AUD	55.70	5.10	41.68	197.11	150.33	-	182.79	12.62	66.11	(53.48)	15.35	(38.14)	Nil	100.00%
18	Intellect Design Arena Ltd, Thailand**	April-March	THB	2.34	45.93	44.96	331.68	240.79	-	141.32	9.71	(2.19)	11.90	(0.11)	11.79	Nil	100.00%
19	Intellect Design Arena Limited, Kenya (+)	April-March	KES	0.67	13.20	(27.47)	73.43	87.70	-	33.26	1.07	0.80	0.27	1.87	2.14	Nil	100.00%
20	Intellect Design Arena GMBH, Germany (+)	April-March	EUR	85.75	2.16	11.87	461.55	447.52	-	408.74	10.33	5.72	4.61	7.26	11.87	Nil	100.00%
21	Intellect Polaris Design LLC, USA (+)	April-March	USD	73.11	171.96	(26.29)	148.11	2.44	-	-	(3.23)	0.11	(3.34)	(22.95)	(26.29)	Nil	100.00%
22.	Intellect Design Arena (Mauritius) Ltd, Mauritius****	April-March	MUR	1.86	-	(0.89)	-	0.89	-	-	(0.93)	-	(0.93)	0.04	(0.89)	Nil	100.00%

Table No. 1.4

Notes:

1. Indian rupee equivalents of the figures given in foreign currencies in the accounts of the subsidiary companies, are based on the exchange rates as on 31st Mar, 2021
2. * Subsidiaries of Intellect Design Arena Limited, UK
3. ** Subsidiaries of Intellect Design Arena Pte Ltd, Singapore
4. *** Subsidiaries of Intellect Design Arena Inc, USA
5. **** Subsidiaries of Intellect Design Arena FZ LLC, Dubai
6. Investment includes investments made in step down subsidiaries
7. Information provided above is based on the IND AS of the Subsidiaries for the financial year ended 31st Mar, 2021
8. (+) Direct Subsidiaries of Intellect Design Arena ltd

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

In Rs. Millions

S. No.	Name of Associates / Joint Ventures	Adrenalin eSystems Limited	NMS Works Software Private Limited
1.	Latest audited Balance Sheet Date	March 31st,2021	March 31st,2021
2.	Shares of Associates / Joint Ventures held by the company on the year end		
	Number of shares	29,485,502	1,104,870
	Amount of Investment in Associates/Joint Venture	175.88	323.55
	Extent of Holding %	44.54%	42.74%
3.	Description of how there is significant influence	The Company has the control in excess of 20% of total share capital of Adrenalin eSystems Limited as per Section 2(6) of the Companies Act, 2013 and comes under the definition of Associate Company.	The Company has the control in excess of 20% of total share capital of NMS Works Software Private Limited as per Section 2(6) of the Companies Act, 2013 and comes under the definition of Associate Company.
4.	Reason why the associate / joint venture is not consolidated	Holds less than 51% of Share Capital, Hence no Control.	Holds less than 51% of Share Capital, Hence no Control.
5.	Networth attributable to Shareholding as per latest audited Balance Sheet	175.88	323.55
6.	Profit / (Loss) for the year	9.27	117.46
i.	Considered in Consolidation	4.13	50.20
ii.	Not Considered in Consolidation	5.14	67.26

Table No. 1.5

Note: On July 1, 2020, the Company has increased its ownership interest in Intellect Polaris Design LLC ("IPDLLC") from 50% to 100% resulting in IPDLLC a wholly owned subsidiary.

1. Names of associates or joint ventures which are yet to commence operations - Nil
2. Names of associates or joint ventures which have been liquidated or sold during the year - Nil

For and on behalf of the Board of Directors of
Intellect Design Arena Limited

Arun Jain
Chairman & Managing Director
DIN:00580919

Arun Shekhar Aran
Director
DIN:00015335

Venkateswarlu Saranu
Chief Financial Officer

V.V.Naresh
Company Secretary &
Compliance Officer

Place: Chennai
Date : May 10, 2021

ANNEXURE 2

Employee Stock Option Plans

Your Company currently administers 6 stock option programs, viz., ASOP 2003, ASOP 2004, ASOP 2011 which were inherited from the Demerged Company, ISOP 2015 which was approved by the members in the meeting held on 29th January 2015, ISOP 2016 which was approved by the members in the meeting held on 21st July, 2016 and Intellect Incentive plan scheme 2018 which was approved by the members in the meeting held on 23rd August, 2018. At the 9th AGM held on August 21, 2020, the Shareholders approved to include RSU's (Restrictive Stock Units) in ISOP 2015 and ISOP 2016 Scheme.

Summary information of these various stock option programs of the Company is provided under Notes to Accounts under Standalone Financial Statements of this Annual Report.

All the ESOP schemes are available on the website of the Company. Web link for the same is https://www.intellectdesign.com/investor-relations/

ANNEXURE 3

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

[Clause (m) of sub-section (3) of Section 134 of the Act, r/w Rule 8 of the Companies (Accounts) Rules, 2014]

Conservation of energy:

The steps taken/impact on conservation of energy:

- We are continuing to optimise the usage of Chillers /Split/Package AC set point to maintain condition space temperature at 24 degrees centigrade.
- We switch off the lights through Manual Control Board, thus conserving energy.
- Auto shut down of systems to reduce UPS power consumption.
- Effective Savings achieved in Group captive power.
- All motors in HVAC system run through VFD to reduce power consumption.
- Operating the passenger lifts based on usage.
- In FY 2020-21, HSD consumption reduced to an extent of 5 KL cost worth INR 1.21 lakhs (In spite of steep price increase), last FY 2019 -20 the HSD consumption was 16 KL
- In 2020-21, due to COVID 19 we were able control 14.82 lakhs units, 51% of annual energy and cost saved INR 11 Millions
- Water Conservation – In FY 2020-21, due to COVID 19 , average daily water consumption has come down to 25 KL(from 90 KL).
- In December 2020 during monsoon rains we have harvested 1.5 lakhs litres of rain water through harvesting system, and the same use for utility purpose.

Technology Innovation / Technology Absorption

There were multiple areas in which Technology innovation has been brought into our products in the last year. This has been a result of applying Design Thinking in coming up with solutions with a clear focus and purpose. Following are the products and services in which we have invested significant time and effort:

1. iTurmeric
2. CBX-O
3. ARX
4. Remittance Repository
5. Virtual Accounts Management
6. Sigma MIS

iTurmeric

Turmeric is an API Fin cloud designed to provide flexibility, versatility and Do-it-yourself capability based on API's on top of existing solutions / infrastructure present within the organization. This consists of a smart suite of designers that aid in "Application" of functionality with least disruption to existing systems. It provides a ready suite of API specifications for banking (as a starting point) that can be stitched together with the existing systems to make available an API-led developer portal + sandbox for any institution. Packed with its innovative concept of Domain Object modelling, it brings about smart reuse of capability within API's and drives towards standards-based API modelling.

CBX-O

CBX-O (Origination) is our cloud-native offering for smart origination solutions for commercial lending. Using its smart process automation sequences, CBX-O can bring down commercial lending decisioning process to as little as 3 days from the current 45-60 days activity! It supports contextual data capture screens, enabling consultative decision-making. It provides real-time tracking, backed by an intuitive user experience with the capability to enable origination with zero human intervention!

ARX

ARX is the security solution used across all product implementations of the Company. With its battle-hardened capabilities on enabling Identity and Access Management as a single solution compliant to standards, ARX was launched as a security product suite available in subscription, as well as, licensed models.

Remittance Repository

This is an innovative solution that focusses on the specific area of Invoice reconciliation for suppliers, compliant to ISO standards. This solution acts as an ISO 20022 enabler on top of the existing payment systems that the banks have invested in. This also enables corporates to send/receive additional data that enables better automated reconciliation. This, by itself, will help the banks to avoid huge changes to their mission critical payments landscape and enable value-added offerings to their corporate customers.

Virtual Accounts Management

In an age where payments are increasingly digital and pushed (rather than pulled), the speed to reconcile payments (with impetus on automation) is absolutely critical for business. Lack of this efficiency could result in corporates facing increasing cost and even end up with solvency risk. This solution helps corporates manage their liquidity by rationalising physical accounts and establishing a network of virtual accounts to facilitate smooth reconciliation of the payments. The solution provides multiple variant offerings like POBO, COBO, LOBO, and interest on intra corporate positions. For banks, this is a boon as they do not have to create a parallel cash management infrastructure just to support virtual accounts.

Sigma MIS

While there is a plethora of reporting and visualisation products, these have effectively been a specialist area of operation. A CXO of a business will have dynamic data requirement needs for helping them being agile in their decision-making capabilities. Sigma provides an innovative approach to reporting and visualisation by providing a solution that can be plugged onto a live system, and start configuring and generating reports immediately! It enables real-time reporting with access and data level security incorporated by design. In effect, it brings to life the principle – My data My way.

IT Infrastructure

New and major upgrades

IT Infrastructure upgrade and new technology

(a) VPN Gateway: Internet bandwidth at VPN gateways are upgraded as associates WFH during lockdown. Additional VPN Gateway are added at Global locations.

(b) End point security is enhanced as Encryption, DLP and Web content filter are enhanced.

Video conference from associates to associates, associates to VC room are connected through Google meeting, to make one common platform for Video Conference as across Intellect.

IT Operations

1. The network and location availability was 100% during FY 2020-21. The capacity is effectively managed for better performance across Development environments, network, links, etc.

2. Associates are able to connect through VPN and use of Google meeting as collaboration, made WFH more effective. The productivity of associates increased by 15%.
3. More Microservices adaption on Intellect products and development platforms are migrated to AWS EKS, IBM Openshift, Azure AKS, etc.

Cost measures on IT Infrastructure

Cost has been controlled and maintained at an efficient level through better negotiation and adaption of right Technology.

1. The cloud operation – the compute resource and cost are optimized quarterly to provide the cost save of INR 30 lakhs per month. Cloud hosting cost are negotiated to drop the cost by INR 1.5 Crores over 3 years.
2. The effective use of G Suite helped to reduce the cost of audio / video conference by INR 10 lakhs per month.
3. Mobile usage plan is changed and also have optimized roaming plan, helped INR 4 Lakhs cost save per month.

(C) Foreign exchange earnings and Outgo :–

Rs. In Millions

Particulars	2020-21	2019-20
Foreign exchange earnings	7,584.46	5,738.91

Table No. 1.6

Rs. In Millions

Particulars	2020-21	2019-20
Foreign exchange outgo	463.13	762.61

Table No.1.7

By Order of the Board
For **Intellect Design Arena Limited**

Place: Chennai
Date : May 10,2021

Arun Jain
Chairman and Managing Director
DIN: 00580919

ANNEXURE 4

Details of ratio of remuneration to Directors & KMP

[Section 197(12), r/w Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014]

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	**Name of the Director**	**Ratio to the Median**
	Anil Kumar Verma, Executive Director	20.06 times
(ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	**Name of the Director**	**% increase**
	Mr. Arun Jain, Managing Director	NIL
	Mr. Anil Kumar Verma	NIL
	Mr. Venkateswarlu Saranu, Chief Financial Officer	3.5%
	Mr. V V Naresh, Company Secretary and Compliance Officer	NIL
(iii) the percentage increase in the median remuneration of employees in the financial year;	2.16%	
(iv) the number of permanent employees on the rolls of company;	4,260 (including 2 whole time directors)	
(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;	Average Increase – 5.96% Key Managerial Personnel : Company Secretary – NIL Chief Financial Officer – 3.5%	
(vi) Affirmation that the remuneration is as per the remuneration policy of the company.	Yes, the remuneration is as per the Remuneration Policy of the Company.	

Table No. 1.8

ANNEXURE 5

Details of Related Party Transactions

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis

(a)	Name(s) of the related party and nature of relationship	-
(b)	Nature of contracts/arrangements/transactions	-
(c)	Duration of the contracts/arrangements/transactions	-
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	-
(e)	Justification for entering into such contracts or arrangements or transactions	-
(f)	Date(s) of approval by the Board	-
(g)	Amount paid as advances, if any:	-
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	-

Table No. 1.9

2. Details of contracts or arrangement or transactions at arm's length basis

in Rs. Millions

NAME OF THE RELATED PARTY AND NATURE OF RELATIONSHIP	Intellect Design Arena Pte Ltd, Singapore ('Intellect Singapore')	Intellect Design Arena Inc. ('Intellect Canada')	Intellect Design Arena Inc, USA ('Intellect Inc. – SEEC US')	Intellect Design Arena Limited, United Kingdom ('Intellect UK')	Intellect Design Arena SA, Switzerland ('Intellect Switzerland')
Nature of contracts / arrangements / transactions	Advances Given Software development service income Reimbursement of expenses by the company Reimbursement of expenses to the company Trade receivables Loans and advances	Advances Given Software development service income Reimbursement of expenses by the company Reimbursement of expenses to the company Trade receivables Revenue accrued but not billed Other current liability	Software development service income) Reimbursement of expenses by the company Reimbursement of expenses to the company Trade receivables Revenue accrued but not billed Trade Payable Other current liability	Advances Given Software development service income Reimbursement of expenses by the company Reimbursement of expenses to the company Trade receivables Revenue accrued but not billed Loans and advances Other current liability	Advances Given Software development service income Reimbursement of expenses by the company Reimbursement of expenses to the company Revenue accrued but not billed Other current liability
Duration of the contracts / arrangements / transactions	The Contract will continue till any party terminates the contract	The Contract will continue till any party terminates the contract	The Contract will continue till any party terminates the contract	The Contract will continue till any party terminates the contract	The Contract will continue till any party terminates the contract
Salient terms of the contracts or arrangements or transactions including the value, if any	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020
Date of approval by the Board, if any	15.06.2020	15.06.2020	15.06.2020	15.06.2020	15.06.2020
Amount paid as advances, if any	Advances Given 0.43 Software development service income 88.16 Reimbursement of expenses by the company 36.14 Reimbursement of expenses to the company 29.55 Trade receivables 453.48 Loans and advances 39.95	Advances Given 0.08 Software development service income 517.18 Reimbursement of expenses by the company 34.06 Reimbursement of expenses to the company 1.51 Trade receivables 245.87 Revenue accrued but not billed 137.74 Other current liability 79.83	Software development service income 605.59 Reimbursement of expenses by the company 7.92 Reimbursement of expenses to the company 11.84 Trade receivables 1435.78 Revenue accrued but not billed 175.30 Trade Payable 233.30 Other current liability 303.81	Advances Given 8.74 Software development service income 2356.66 Reimbursement of expenses by the company 86.97 Reimbursement of expenses to the company 109.28 Trade receivables 52.87 Revenue accrued but not billed 803.34 Loans and advances 52.23 Other current liability 494.40	Advances Given 0.69 Software development service income 138.11 Reimbursement of expenses by the company 4.63 Reimbursement of expenses to the company 2.38 Revenue accrued but not billed 60.38 Other current liability 29.71

in Rs. Millions

NAME OF THE RELATED PARTY AND NATURE OF RELATIONSHIP	Intellect Design Arena Pty Ltd.('Intellect Australia')	Intellect Design Arena FZ-LLC, Dubai ('Intellect Dubai')	Intellect Design Arena, PT Indonesia ('Intellect Indonesia')	Intellect Design Arena Limited GmBH, (IntellectGmBH)	Sonali Polaris FT
Nature of contracts / arrangements / transactions	Software development service income Reimbursement of expenses by the company Reimbursement of expenses to the company Trade receivables Revenue accrued but not billed Other current liability	Advances Given Software development service income Reimbursement of expenses by the company Reimbursement of expenses to the company Revenue accrued but not billed Loans and advances Other current liability	Software development service income Reimbursement of expenses by the company Trade receivables Revenue accrued but not billed Loans and advances	Software development service income Trade receivables Revenue incurred but not billed	Trade receivables
Duration of the contracts / arrangements / transactions	The Contract will continue till any party terminates the contract	The Contract will continue till any party terminates the contract	The Contract will continue till any party terminates the contract	The Contract will continue till any party terminates the contract	The Contract will continue till any party terminates the contract
Salient terms of the contracts or arrangements or transactions including the value, if any	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 10.05.2021	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020
Date of approval by the Board, if any	15.06.2020	15.06.2020	15.06.2020	10.05.2021	15.06.2020
Amount paid as advances, if any	Software development service income78.78 Reimbursement of expenses by the company 19.51 Reimbursement of expenses to the company 7.24 Trade receivables 52.24 Revenue accrued but not billed 15.60 Revenue accrued but not billed Other current liability 9.88	Advances Given 0.46 Software development service income 444.53 Reimbursement of expenses by the company 30.80 Reimbursement of expenses to the company 47.51 Revenue accrued but not billed 29.09 Loans and advances 25.66 Other current liability 322.88	Software development service income 43.49 Reimbursement of expenses by the company 0.22 Trade receivables 106.02 Revenue accrued but not billed 0.14 Loans and advances 0.22	Software development service income 392.34 Trade receivables 328.43 Revenue incurred but not billed 0.50	Trade receivables 14.26

in Rs. Millions

NAME OF THE RELATED PARTY AND NATURE OF RELATIONSHIP	Intellect Design Arena Limited.('Intellect Thailand')	Intellect Design Arena Philippines Inc.(' Intellect Philippines')	Intellect Design Arena, SDN BHD.('Intellect Malaysia')	Intellect India Limited ('Intellect India')
Nature of contracts / arrangements / transactions	Software development service income Software Development expenses/(recoveries) Reimbursement of expenses by the company Reimbursement of expenses to the company Trade receivables Revenue accrued but not billed Loans and advances Trade Payable	Software development service income Trade receivables Revenue accrued but not billed Trade Payable Other current liability	Advances Given Software development service income Reimbursement of expenses by the company Reimbursement of expenses to the company Trade receivables Revenue accrued but not billed Loans and advances	Loans and advances
Duration of the contracts / arrangements / transactions	The Contract will continue till any party terminates the contract	The Contract will continue till any party terminates the contract	The Contract will continue till any party terminates the contract	The Contract will continue till any party terminates the contract
Salient terms of the contracts or arrangements or transactions including the value, if any	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020
Date of approval by the Board, if any	15.06.2020	15.06.2020	15.06.2020	15.06.2020
Amount paid as advances, if any	Software development service income 41.20 Software Development expenses/(recoveries) 0.12 Reimbursement of expenses by the company 1.20 Reimbursement of expenses to the company 4.17 Trade receivables 124.81 Revenue accrued but not billed 30.07 Loans and advances 11.56 Trade Payable 36.56	Software development service income 245.77 Trade receivables 90.97 Revenue accrued but not billed46.67 Trade Payable 19.03 Other current liability 1.32	Advances given 0.11 Software development service income 109.76 Reimbursement of expenses by the company 0.15 Reimbursement of expenses to the company 8.00 Trade receivables 14.12 Revenue accrued but not billed 28.08 Loans and advances 16.23	Loans and advances 0.56

in Rs. Millions

NAME OF THE RELATED PARTY AND NATURE OF RELATIONSHIP	Intellect Design Arena Limited ('Intellect Kenya')	Intellect Commerce Limited, India('Intellect Commerce')	Intellect Design Arena Co. Ltd, Vietnam ('Intellect Vietnam')	Intellect Payments Limited ('Intellect Payments')	Intellect Chile
Nature of contracts / arrangements / transactions	Software Development expenses/(recoveries) Loans and advances Trade Payable	Reimbursement of expenses by the company Reimbursement of expenses to the company Other current liability	Software Development expenses/(recoveries) Software Reimbursement of expenses by the company Trade receivables Trade Payable Other current liability	Software Development expenses/(recoveries) Reimbursement of expenses by the company Reimbursement of expenses to the company Purchase of Intangible Software Trade Payable	Trade receivables Loans and advances
Duration of the contracts / arrangements / transactions	The Contract will continue till any party terminate the contract	The Contract will continue till any party terminate the contract	The Contract will continue till any party terminate the contract	The Contract will continue till any party terminate the contract	
Salient terms of the contracts or arrangements or transactions including the value, if any	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020
Date of approval by the Board, if any	15.06.2020	15.06.2020	15.06.2020	15.06.2020	15.06.2020
Amount paid as advances, if any	Software Development expenses/(recoveries) 33.26 Loans and advances 13.51 Trade Payable 63.33	Reimbursement of expenses by the company 1.03 Reimbursement of expenses to the company 7.34 Other current liability 13.38	Software Development expenses/(recoveries) 127.71 Reimbursement of expenses by the company 145.33 Trade receivables 179.08 Trade Payable 131.46 Other current liability 90.43	Software Development expenses/(recoveries) 15.32 Reimbursement of expenses by the company 0.01 Reimbursement of expenses to the company 10.24 Purchase of Intangible Software 26.25 Trade Payable 49.84	Trade receivables 61.92 Loans and advances 6.32

in Rs. Millions

NAME OF THE RELATED PARTY AND NATURE OF RELATIONSHIP	Polaris Banyan Holding Private Limited	Adrenalin eSystems Limited, India ('Adrenalin eSystems')	Maveric Systems Limited
Nature of contracts / arrangements / transactions	Rental Expenses Security deposit against rental premises Trade Payable	Software Development Expenses Reimbursement of Expenses to the company Short Term Loans and Advances	Software Development Expenses
Duration of the contracts / arrangements / transactions	The Contract will continue till any party terminates the contract	The Contract will continue till any party terminates the contract	The Contract will continue till any party terminates the contract
Salient terms of the contracts or arrangements or transactions including the value, if any	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020	The transactions entered into are in the usual course of business and at arm's length basis. The board took note of the same in the meeting of the directors held on 15.06.2020
Date of approval by the Board, if any	15.06.2020	15.06.2020	15.06.2020
Amount paid as advances, if any	Rental Expenses 3.65 Security deposit against rental premises 2.94 Trade Payable 0.45	Software Development Expenses 4.31 Reimbursement of Expenses to the company 14.74 Short Term Loans and Advances 45.64	Software Development Expenses 0.46

ANNEXURE 6

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021

To,

The Members,
Intellect Design Arena Limited,
No. 244, Anna Salai,
Chennai – 600006.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Intellect Design Arena Limited (hereinafter called **the Company**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2021 according to the provisions of:

(i) The Companies Act, 2013 ("**the Act**") and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment;

(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) Securities And Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

  c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

  d) SEBI (Share Based Employee Benefits) Regulations, 2014.

  e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

  g) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

We have also examined compliance with the applicable clauses of the following:

  h) Secretarial Standards issued by The Institute of Company Secretaries of India

  i) The Listing Agreements entered into by the Company with National Stock Exchange of India Ltd and BSE ;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

(vi) As represented by the Company, we further report that, there are no industry specific laws which are applicable to the Company.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. During the period under review (i) Mr. Abhay Anant Gupte was appointed as additional director (Independent category) at the Board meeting held on 15th June 2020 and subsequently approved by the shareholders in its AGM held on 21st August 2020, (ii) Mr. Arun Jain was re-appointed as Managing Director for a period of 5 years w.e.f 21st August 2020 by the shareholders in its AGM held on 21st August 2020, (iii) Ms. Aruna Krishnamurthy Rao, has completed her second term as an Independent Director at the conclusion of the AGM held on 21st August 2020, (iv) Mr. Anil Verma was re-appointed as a whole-time director for a period of 5 years w.e.f 1st February 2021, subject to the approval of shareholders at the ensuing AGM and approval of Central Government..

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent / tabled at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

Based on the compliance system prevailing in the Company, and after carrying out test checks of the relevant records and documents maintained by the Company, **We, further report that,** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the following were the events or actions having a major bearing on the Company's affairs:

1. The Company has formed a new step-down subsidiary Intellect Design Arena (Mauritius) Limited, which is a direct subsidiary of Intellect Design Arena FZ LLC, UAE.
2. The Company has formed a wholly owned subsidiary Intellect Design Arena GmbH, Germany.
3. The Company has changed its Registrar and Transfer Agent from Kfin Technologies Private Limited to Cameo Corporate Services Limited
4. The Company has allotted 6,35,733 equity shares, under various stock option schemes, during the audit period.
5. Modification to the terms and conditions in ISOP 2015 & ISOP 2016 Schemes by including Restrictive stock units(''RSU's) which was approved by the shareholders at the AGM held on 21st August 2020.

Place: Chennai
Date: May 10, 2021

For **S.A.E & Associates LLP**
Company Secretaries

Adit N Bhuva,
Partner
ACS: 29660; CP.No. 10999
UDIN: A029660C000265863

To,

The Members,
Intellect Design Arena Limited,
No. 244, Anna Salai,
Chennai – 600006.

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

1. It is the Management's Responsibility to maintain secretarial records, and to devise proper systems to ensure compliance with the provisions of all applicable laws, rules regulations and standards and to ensure that the systems are adequate and operate effectively. Our examination was limited to the verification of procedures on test basis.
2. Our responsibility as the Secretarial Auditor is to express an opinion on these secretarial records, systems, standards, and procedures based on our audit.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
5. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai
Date: May 10, 2021

For **S.A.E & Associates LLP**
Company Secretaries

Adit N Bhuva,
Partner
ACS: 29660; CP.No. 10999

Annexure 7

REPORT ON CSR

Brief outline on CSR Policy of the Company

Social Responsibility is deeply ingrained in the culture of your Company. We at Intellect engage with society beyond business as we believe that good business needs to create higher impact in building a better future for communities around the globe. Our theme is “IGNITE YOUNG MINDS” and “CAN DO” spirit across the country.

Your Company has always endeavored to conduct its business responsibly, mindful of its social accountability, respecting applicable laws, regulations and with regard for human dignity.

The CSR committee is entrusted with the responsibility for carrying out the CSR activity of the Company. Company spends, in every financial year at least two percent (2%) of the average net profits of the Company made during the three immediately preceding financial years. We positively impact and influence our associates and business partners in fostering a sense of social commitment for their stakeholders. The Company focuses mainly on the following thrust areas.

1. Education

2. Rural development projects

3. Any other activity as may be approved by the CSR committee on a case to case basis.

1. **Composition of CSR Committee:**

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Anil Kumar Verma	Chairman, Whole Time Director	1	1
2	Mr. Arun Jain	Member, Managing Director	1	1
3	Mr. Abhay Anant Gupte (inducted w.e.f August 21, 2020, by the Board in its Meeting held on August 5, 2020	Member, Independent Director	1	1

2. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

   The composition of the CSR committee is available on our website, at **http://intellectdesign.com/leadership**

   CSR policy - **https://www.intellectdesign.com/investor/general/csr-policy.pdf**

   CSR projects is available on the mentioned web link: **https://www.intellectdesign.com/ullas-trust/**

3. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report):- Not Applicable.

4. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:- NIL

5. Average net profit of the company as per section 135(5).:- Rs. 283.41 Million

6. (a) Two percent of average net profit of the company as per section 135(5):- Rs. 5.67 Million

   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.:- NIL

   (c) Amount required to be set off for the financial year, if any:- NIL

   (d) Total CSR obligation for the financial year (7a+7b-7c).:- 5.67 Million

7. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
27.06 Million	NIL		NIL		

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	**Name of the Project.**	**Item from the list of activities in Schedule VII to the Act.**	**Local area (Yes/No).**	**Location of the project.**	**Project duration.**	**Amount allocated for the project (in Rs.).**	**Amount spent in the current financial Year (in Rs.).**	**Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).**	**Mode of Implementation - Direct (Yes/No).**	**Mode of Implementation - Through Implementing Agency**	
										Name	**CSR Registration number.**
	-										

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	**Name of the Project**	**Item from the list of activities in schedule VII to the Act.**	**Local area (Yes/ No).**	**Location of the project.**		**Amount spent for the project (in Rs.).**	**Mode of implementation - Direct (Yes/No).**	**Mode of implementation - Through implementing agency.**	
				State.	**District.**			**Name.**	**CSR registration number.**
1	The Company is undertaking its CSR activity through Ullas Trust* which qualifies as CSR activity under Schedule VII (ii) of the Companies Act, 2013.	Promotion of Education	Both	CSR initiatives during the Financial Year 2020-21 have been taken up in 6 states mentioned below: Delhi NCR, J&K, Haryana, Maharashtra, Tamil Nadu, and Telangana		26 million	No	Ullas Trust	CSR00008388
2	T.T Devasthanams, Tirupati	Protection of national heritage	No	Andhra Pradesh	Tirupati	0.2 million	Yes	-	
3	Sankalp School	Promotion of Education	Yes	Tamil Nadu	Chennai	0.1 million	Yes	-	
4	Networking and Development Center	Disaster management	Yes	Tamil Nadu	Chennai	0.755 million	Yes	-	
	Total					**27.06 million**		-	

(d) Amount spent in Administrative Overheads:- Rs.0.35 Million

(e) Amount spent on Impact Assessment, if applicable:- NA

(f) Total amount spent for the Financial Year (8b+8c+8d+8e):- 17.57 Million

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Million.)
(i)	Two percent of average net profit of the company as per section 135(5)	5.67
(ii)	Total amount spent for the Financial Year	27.06
(iii)	Excess amount spent for the financial year [(ii)-(i)]	21.39
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	21.39

8. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
1.	NIL						

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not applicable

9. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:- Not Applicable
10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).:- Not Applicable

Mr. Arun Jain
Chairman and Managing Director

Mr. Anil Verma
Chairman, Corporate Social Responsibility Committee

INTELLECT DESIGN ARENA LIMITED
AUDITED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2021

(All amounts are denominated in INR and expressed in Millions, unless otherwise stated)

INDEPENDENT AUDITOR'S REPORT

To the Members of Intellect Design Arena Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of Intellect Design Arena Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associates and joint venture comprising of the consolidated Balance sheet as at March 31 2021, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, associates and joint venture, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and joint venture as at March 31, 2021, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as 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 Ind AS Financial Statements' section of our report. We are independent of the Group, associates, joint venture in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the 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.

Emphasis of Matter

We draw attention to Note 52 of the Consolidated Financial Statements which describes the continuing impact of Covid-19 pandemic and its possible consequential implications on the Group's operations and financial metrics. Our opinion is not modified in respect of this matter.

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 for the financial year ended March 31, 2021. 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

Key audit matters	**How our audit addressed the key audit matter**
Accounting for revenue from Licenses and Services ontracts We focused on revenue from license and services contract because of its significance and its risks related judgements involved in the measurement, timing and presentation/disclosure of revenue from operations. The Group enters into contracts with its customers that may include multiple performance obligations. For these contracts, the Group assesses the performance obligations and accounts for those obligations separately if they are distinct. The identification and the allocation of the transaction price to the different performance obligations and the appropriateness of the basis used to measure revenue recognised at a point in time or over a period, require management to use significant judgement and estimates. Refer Notes 3(h) to the Consolidated financial Statements	Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: a) We read the Group's revenue recognition policy and related disclosures. We performed walkthroughs of each significant class of revenue transactions and assessed and tested the design effectiveness and operating effectiveness for key controls. b) For revenue from license contracts where control is transferred at a point in time, we tested license revenue deals in excess of a certain threshold and a random sample of smaller contracts. For each of the sample selected, we performed the following: • Read the customer contract and obtained evidence of delivery of license. • Read the contracts and assessed potential impact of any unusual clause on revenue recognition. Tested the fair value allocations between the various elements of the contract in accordance with Group's revenue recognition policy. • We performed cut off procedures by reference to the contract and evidence of delivery. c) For license and services where control is transferred over a period of time, we tested a sample of transactions to test revenue recognised in the year was calculated based on the stage of completion of the contract. • We selected a sample of contracts and performed a retrospective review of efforts incurred with estimated efforts to identify significant variations, possible delays in achieving milestones and verified whether those variations have been considered in estimating the remaining efforts to complete the contract. When needed, we also inquired with service project managers to understand the progress, difficulties associated with implementation, if any and likely impact on the future effort estimates. • We performed other substantive transactional testing, journal entry testing and analytical procedures to validate the recognition of revenue throughout the year.

Key audit matters	How our audit addressed the key audit matter
Capitalization and valuation of Intangible Asset and Intangible asset under development Intangible Asset and Intangible asset under development are deemed significant to our audit, as specific criteria that need to be met for capitalization. This involves management judgment, such as technical feasibility, intention and ability to complete the intangible asset, ability to use or sell the asset, generation of future economic benefits and the ability to measure the costs reliably. In addition, determining whether there is any indication of impairment of the carrying value of assets, requires management judgment and assumptions which are affected by future market or economic developments including uncertainty arising from the possible impact from COVID 19. Refer Notes 3(k) to the Consolidated financial Statements	Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: a) Read the Group's accounting policies for compliance with IND AS and on a sample basis tested available documentation to consider whether the criteria for capitalisation were met. b) We performed walkthroughs of Intangible assets/Intangible assets under development process and assessed the design effectiveness and operating effectiveness for key controls. c) Performed tests of details on a sample of capitalized costs in the current year and obtained evidence to verify whether the costs qualify for capitalization. We analysed this evidence and evaluated whether it reflects the use of the asset for the Group and the Group's intention to complete the capitalized projects. d) We evaluated the assumptions and methodology used by the Group to test the Intangible asset and Intangible asset and Intangibles under development for impairment. e) We tested the amortization charge and estimate of useful life of Intangible asset. f) We assessed the disclosures made by the Group in this connection in the accompanying financial statements.
Recoverability of accounts receivables and contract assets We focused on this risk as the balances are material and there are significant judgments involved in assessing recoverability of accounts receivables and accrued revenue balances. There are many factors that need to be considered when concluding that a balance needs to be impaired including default or delinquency in payments, length of the outstanding balances, implementation difficulties and possible effect on collections consequent to COVID - 19. Given the complexity, the size and the length of certain implementation projects, there is risk that a provision is not recognized in a timely or sufficient manner. Refer to note 3(r) of the Consolidated financial statements.	Our audit approach was a combination of test of Internal controls and Substantive procedures which included the following: a) We obtained management's analysis on recoverability of accounts receivables and accrued revenue balances for all significant cases. This analysis includes background information of the customer, existing contractual relationships, balance outstanding, delays in collection, and operational reasons and summaries of discussions with customers and collection plans together with a detailed legal analysis where applicable. b) We Tested the ageing of accounts receivables, accrued revenue balances and circularized confirmations on selected material customer balances and checked subsequent collections from recoverability perspective. We have performed test of alternate nature in cases where confirmation has not been responded to by the customer. c) In addition, we evaluated the recoverability of accounts receivable and accrued revenue selected balances (significant and randomly selected) through discussions with project managers and with senior management when necessary. d) We assessed the disclosures made by the Group in this connection in the accompanying financial statements.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

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 such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associates and joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associates and joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associates and joint venture 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 the 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, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group and of its associates and joint venture are responsible for assessing the ability of the Group and of its associates and joint venture 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.

Those respective Board of Directors of the companies included in the Group and of its associates and joint venture are also responsible for overseeing the financial reporting process of the Group and of its associates and joint venture.

Auditor's Responsibilities for the Audit of the Consolidated 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 Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements 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 ability of the Group and its associates and joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated 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 and its associates and joint venture 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 and its associates and joint venture of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated Ind AS 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 financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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 for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

a. We did not audit the financial statements and other financial information, in respect of 20 subsidiaries, whose Ind AS financial statements include total assets of Rs 6,954.17 million as at March 31, 2021, and total revenues of Rs 5,558.39 million and net cash inflows of Rs 311.68 million for the year ended on that date. These Ind AS financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. The consolidated Ind AS financial statements also include the Group's share of net profit of Rs. 84.79 million for the year ended March 31, 2021, as considered in the consolidated Ind AS financial statements, in respect of 2 associates, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint venture and associates, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, joint venture and associates, is based solely on the report of such other auditors.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, 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

As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, associates and joint venture, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

a) We/the other auditors whose report we have relied upon 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 consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2021 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies and associate companies, none of the directors of the Group's companies and its associates, incorporated in India, is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;

f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company and its subsidiary companies and associate companies incorporated in India, refer to our separate Report in "Annexure 1" to this report;

g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries and associates incorporated in India, the managerial remuneration for the year ended March 31, 2021 has been paid / provided by the Holding Company, its subsidiaries and associates incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and associates, as noted in the 'Other matter' paragraph:

   i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its associates in its consolidated Ind AS financial statements - Refer Note 36 to the consolidated Ind AS financial statements;

   ii. The Group, its associates and joint venture did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2021;

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and associates incorporated in India during the year ended March 31, 2021.

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Bharath N S
Partner
Membership Number: 210934
UDIN: 21210934AAAABX4150

Place of Signature: Chennai
Date: May 10, 2021

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF INTELLECT DESIGN ARENA LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of Intellect Design Arena Limited as of and for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting of Intellect Design Arena Limited (hereinafter referred to as the "Holding Company") and its subsidiary companies and its associate 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 of the Holding Company, its subsidiary companies, its associate companies and jointly controlled 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 Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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 Act.

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, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiary companies and its associate companies which are companies incorporated in India, have, maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Holding 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.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Holding Company, insofar as it relates to these 5 subsidiary companies, 2 associate companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary and associate companies incorporated in India.

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Bharath N S
Partner
Membership Number: 210934
Place of Signature: Chennai
Date: May 10, 2021

Consolidated Balance Sheet

In Rs. Millions

Particulars	Note	As at March 31, 2021	As at March 31, 2020
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	4(a)	1,546.04	1,569.42
Capital work-in-progress	4(b)	43.25	43.23
Intangible assets under development	4(b)	3,448.35	3,072.01
Right-of-use-assets	4(c)	357.48	494.00
Goodwill on consolidation	5	293.80	304.09
Other intangible assets	5	1,767.80	1,313.17
Investment in Joint ventures and Associates	47, 48	499.43	602.64
Financial assets			
- Investments	6(a)	0.05	0.05
- Loans and deposits	6(b)	90.92	120.46
- Non current bank balances	6(c)	126.10	114.53
- Derivative instruments	6(d)	75.52	-
Income tax assets (net)	7	631.13	638.56
Deferred tax assets (net)	8	807.35	446.58
Other non-current assets	9	302.79	463.22
CURRENT ASSETS			
Financial asset			
- Investments	10(a)	962.90	165.72
- Trade receivables	10(b)	1,867.55	2,847.08
- Cash and Cash equivalents	10(c)	1,447.43	997.24
- Bank balances other than cash and cash equivalents	10(d)	80.02	65.64
- Loans and deposits	10(e)	46.71	57.67
- Derivative instruments	10(f)	109.99	-
- Other financial assets	10(g)	4,909.38	4,393.50
Other current assets	11	1,027.43	987.96
TOTAL		**20,441.42**	**18,696.77**
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	12	664.87	661.69
Other Equity	13	13,263.51	9,788.44
Equity Attributable to equity shareholders of the parent		**13,928.38**	**10,450.13**
Non-Controlling Interest	49	119.92	118.01
Total Equity		**14,048.30**	**10,568.14**
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial Liabilities			
- Borrowings	14	75.56	347.07
- Lease Liabilities	15	182.43	291.44
- Derivative Instruments	16	-	179.18
- Other Long Term Liabilities	17	6.00	6.00
Deferred Tax Liabilities (Net)	18	21.32	2.23
CURRENT LIABILITIES			
Financial Liabilities			
- Borrowings	19(a)	90.36	1,858.45
- Lease Liabilities	19(b)	132.21	144.54
- Trade payables	19(c)		
- Total outstanding dues of micro enterprises and small enterprises		10.32	14.29
- Total outstanding dues of creditors other than micro enterprises and small enterprises		1,674.89	2,065.44
- Other financial liabilities	19(d)	1,327.76	928.36
- Derivative instruments	19(e)	-	162.76
Other current liabilities	20	2,205.55	1,693.71
Provisions	21	602.00	426.92
Current Tax liabilities (Net)	22	64.72	8.24
TOTAL		**20,441.42**	**18,696.77**

Table No. 2.1

Summary of significant accounting policies 3

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

For and on behalf of the Board of Directors of
Intellect Design Arena Limited

per Bharath N S
Partner
Membership No. 210934
Chennai
May 10, 2021

Arun Jain
Chairman & Managing Director
DIN : 00580919

Arun Shekhar Aran
Director
DIN : 00015335

Venkateswarlu Saranu
Chief Financial Officer

V.V.Naresh
Senior Vice President &
Company Secretary

Consolidated Statement of Profit and Loss

In Rs. Millions

Particulars	Note	For the Year ended March 31, 2021	2020
INCOME			
Revenue from operations	23	14,974.59	13,468.84
Other Income	24(a)	79.86	164.89
Finance Income	24(b)	46.96	99.79
TOTAL INCOME		**15,101.41**	**13,733.52**
EXPENSES			
Employee Benefit Expenses	25	8,080.30	8,120.88
Depreciation and amortization expense	26	767.14	689.57
Finance Cost	27	91.74	173.67
Other Expenses	28	3,346.15	4,639.60
TOTAL EXPENSES		**12,285.33**	**13,623.72**
PROFIT BEFORE SHARE OF PROFIT OF ASSOCIATES AND JOINT VENTURE, EXCEPTIONAL ITEM AND TAX		**2,816.08**	**109.80**
Exceptional item		-	55.45
Share of profit of Associates and Joint venture	47, 48	84.79	62.11
PROFIT BEFORE TAX		**2,900.87**	**227.36**
Tax Expenses	29		
- Current tax		590.80	48.46
- Deferred tax		(336.29)	2.44
PROFIT FOR THE YEAR		**2,646.36**	**176.46**
OTHER COMPREHENSIVE INCOME	30		
Items that will not be reclassified subsequently to profit or loss			
Re-measurement gains/ (losses) on defined benefit plans		(10.32)	(26.23)
Items that will be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations		(7.03)	151.54
Net movement on cash flow hedges		527.45	(287.06)
Other Comprehensive Income / (loss) for the year, net of tax		**510.10**	**(161.75)**
TOTAL COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX		**3,156.46**	**14.71**
PROFIT FOR THE YEAR		**2,646.36**	**176.46**
Attributable to:			
Equity shareholders of the parent		2,627.68	159.91
Non - Controlling Interest		18.68	16.55
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**3,156.46**	**14.71**
Attributable to:			
Equity shareholders of the parent		3,141.18	(12.87)
Non - Controlling Interest		15.28	27.58
EARNINGS PER SHARE	31		
Equity shares par value Rs. 5 each/- (March 31,2020 Rs. 5/- each)			
Basic		19.82	1.21
Diluted		19.55	1.19

Table No. 2.2

Summary of significant accounting policies 3

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

For and on behalf of the Board of Directors of
Intellect Design Arena Limited

per Bharath N S
Partner
Membership No. 210934
Chennai
May 10, 2021

Arun Jain
Chairman & Managing Director
DIN : 00580919

Arun Shekhar Aran
Director
DIN : 00015335

Venkateswarlu Saranu
Chief Financial Officer

V.V.Naresh
Senior Vice President &
Company Secretary

Consolidated Statement of Changes in Equity

a. Equity Share Capital:

(All amounts are in Millions unless otherwise stated)

Equity shares of Rs. 5/- each issued, subscribed and fully paid	No. of shares	in Millions
As at April 1, 2019	13,17,74,715	658.87
Issue of share capital	5,63,915	2.82
As at March 31, 2020	13,23,38,630	661.69
Issue of share capital	6,35,733	3.18
As at March 31, 2021	**13,29,74,363**	**664.87**

b. Other equity

For the year ended March 31, 2021

In Rs. Millions

Particulars	Reserves & Surplus				Items of OCI		Total Equity
	Securities premium	Share option outstanding account	General reserve	Retained earnings	Effective portion of Cash flow hedge reserve	Foreign Currency Translation Reserve	
As at April 1, 2020	5,099.09	427.89	1,284.16	2,670.72	(341.93)	648.51	9,788.44
Profit for the year	-	-	-	2,627.68	-	-	2,627.68
Remeasurement of the net defined benefit (liability) / asset, net of tax effect	-	-	-	(10.32)	-	-	(10.32)
Fair value movement in cash flow hedge	-	-	-	-	527.45	-	527.45
Movement in Foreign Currency Translation Reserve (FCTR) through OCI	-	-	-	-	-	(7.03)	(7.03)
Exercise of share options	98.69	(48.26)	-	-	-	-	50.43
Share-based payments for the year	-	287.00	-	-	-	-	287.00
Transfer on account of options not exercised for the year & Others	(0.85)	(38.90)	38.90	0.71	-	-	(0.14)
As at March 31, 2021	**5,196.93**	**627.73**	**1,323.06**	**5,288.79**	**185.52**	**641.48**	**13,263.51**

Table No. 2.3

For the year ended March 31, 2020

In Rs. Millions

Particulars	Reserves & Surplus				Items of OCI		Total Equity
	Securities premium	Share option outstanding account	General Reserve	Retained earnings	Effective portion of Cash flow hedge reserve	Foreign Currency Translation Reserve	
As at April 1, 2019	5,025.88	268.04	1,265.55	2,536.89	(54.87)	496.97	9,538.46
Profit for the year	-	-	-	159.91	-	-	159.91
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	(26.23)	-	-	(26.23)
Fair value movement in cash flow hedge	-	-	-	-	(287.06)	-	(287.06)
Movement in Foreign Currency Translation Reserve (FCTR) through OCI	-	-	-	-	-	151.54	151.54
Exercise of share options	73.21	(34.86)	-	-	-	-	38.35
Share-based payments for the year	-	213.32	-	-	-	-	213.32
Transfer on account of options not exercised for the year	-	(18.61)	18.61	-	-	-	-
Others	-	-	-	0.15	-	-	0.15
As at March 31, 2020	**5,099.09**	**427.89**	**1,284.16**	**2,670.72**	**(341.93)**	**648.51**	**9,788.44**

Table No. 2.4

Summary of significant accounting policies

The accompanying notes are an integral part of the financial statements 3

As per our report of even date

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

For and on behalf of the Board of Directors of
Intellect Design Arena Limited

per Bharath N S
Partner
Membership No. 210934
Chennai
May 10, 2021

Arun Jain
Chairman & Managing Director
DIN : 00580919

Arun Shekhar Aran
Director
DIN : 00015335

Venkateswarlu Saranu
Chief Financial Officer

V.V.Naresh
Senior Vice President &
Company Secretary

Consolidated cash flow statement for the year ended March 31, 2021

In Rs. Millions

Particulars	For the Year ended March 31,	
	2021	2020
A. CASH FLOW (USED IN) / FROM OPERATING ACTIVITIES		
Profit for year before tax	2,900.87	227.36
Exceptional item	-	(55.45)
Adjustments to reconcile profit / (loss) for the year to net cash flows		
Depreciation / amortisation	767.14	689.57
Expense on Employee Stock Option Scheme (ESOP) (Refer Note 25)	287.00	169.85
Dividend income	(11.43)	(8.37)
Allowances for credit impaired on receivables and revenue accrued not billed	158.38	171.91
Unrealised foreign exchange loss (net) (Including impact of foreign currency translation)	(46.78)	51.05
(Gain) / loss on sale of current investments (net)	(4.63)	-
Fair value gain on financial instruments at fair value through profit or loss	(3.69)	(1.29)
(Gain)/loss on disposal of Property, Plant and Equipment (net)	11.33	(97.22)
Bad debts / advances written off	350.45	-
Interest expense	91.74	173.67
Interest income	(35.53)	(91.43)
Share of Loss/(Profit) in Associate	(84.79)	(62.11)
Operating Profit / (Loss) before working capital changes	**4,380.06**	**1,167.54**
Movement in working capital		
Decrease / (Increase) in trade receivables	624.37	(871.47)
Decrease/(Increase) in financial assets and other assets	(596.55)	(106.75)
Increase/(Decrease) in financial liabilities, other liabilities and provisions	752.24	175.29
Cash flow from / (used in) operations	**5,160.12**	**364.61**
Income taxes (paid) / net of refunds	(526.89)	71.08
Net cash (used in) / from operating activities (A)	**4,633.23**	**435.69**
B. CASH FLOW (USED IN) / FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment including intangible assets, changes in capital work in progress and capital advances	(1,138.17)	(1,350.02)
Proceeds from sale of Property, Plant and Equipment	1.20	106.42
Purchase)/sale proceeds of current investments	(777.44)	-
Net Increase / (decrease) in non-trade investments	-	205.00
Net Increase / (decrease) in bank deposit	(16.47)	8.00
Interest received	26.05	31.80
Net cash (used in) / from investing activities (B)	**(1,904.83)**	**(998.80)**
C. CASH FLOW (USED IN) / FROM FINANCING ACTIVITIES		
Proceeds from share capital issued on exercise of stock options	3.18	2.82
Proceeds from share premium on exercise of stock options	50.44	38.03
Payment of principal portion of lease liabilities	(189.08)	(138.02)
(Repayment) / Proceeds from Long term secured loans	(268.64)	(399.81)
(Repayment) / Proceeds from Short term borrowings	(1,768.08)	1,449.72
Interest paid	(67.82)	(151.73)
Dividends paid during the year	(13.38)	-
Net cash (used in) / from financing activities (C)	**(2,253.38)**	**801.01**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**475.02**	**237.90**
Effect of exchange differences on Cash & Cash Equivalents held in foreign currency	(24.83)	6.42
Cash and Cash Equivalents at the beginning of the year	997.24	752.92
Cash and cash equivalents at the end of the year	**1,447.43**	**997.24**
Cash and cash equivalents As per Note 10 (c)	**1,447.43**	**997.24**

Table No. 2.5

Non-cash financing activities		
Acquisition of Right-of-use assets	57.93	585.87

Notes:

a) The Cash Flow Statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 "Statement of Cash flows" specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

b) Figures have been regrouped/ rearranged wherever necessary.

As per our report of even date

Summary of significant accounting policies 3

The accompanying notes are an integral part of the financial statements

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

For and on behalf of the Board of Directors of
Intellect Design Arena Limited

per Bharath N S
Partner
Membership No. 210934
Chennai
May 10, 2021

Arun Jain
Chairman & Managing Director
DIN : 00580919

Arun Shekhar Aran
Director
DIN : 00015335

Venkateswarlu Saranu
Chief Financial Officer

V.V.Naresh
Senior Vice President &
Company Secretary

Notes to the Consolidated Financial Statements

(All amounts are in Rupees in millions unless otherwise stated)

1. Corporate Information

The consolidated financial statements comprise financial statements of Intellect Design Arena Limited ('Intellect' or 'the Company') and its subsidiaries (collectively, the Group) for the year ended March 31, 2021. The Company is a public limited company domiciled in India and was incorporated under the provisions of the Companies Act, 1956 in 2011. The shares of the Company have been listed on the National Stock Exchange and Bombay Stock Exchange with effect from December 18, 2014. The registered office of the Company is located at 244, Anna Salai, Chennai-600 006.

The Group has a comprehensive portfolio of products across Global Consumer Banking, Central Banking, Risk & Treasury Management, Global Transaction Banking and Insurance and is engaged in the business of software development.

The consolidated financial statements were authorised for issue in accordance with a resolution of the directors on May 10, 2021.

2. Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with the Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

The consolidated financial statements are presented in INR (its functional currency) and all values are rounded to the nearest millions, except where otherwise indicated.

3. Significant Accounting Policies

a) Basis of consolidation

Consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at March 31, 2021. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. For supporting such situations and also those situations the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

The financial statements of 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 31 March.

Consolidation procedure:

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the consolidated financial statements at the acquisition date.
- Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.
- Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognized in assets, are eliminated in full). Accounting as per Ind AS 12 - Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.
- The carrying value of Goodwill arising on consolidation is tested for impairment, if there are any indicators for impairment and also tested at the end of each reporting period.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group’s accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary
- Derecognizes the carrying amount of any non-controlling interests
- Derecognizes the cumulative translation differences recorded in equity
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained
- Recognizes any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognized in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

b) 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 recognized 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 in all cases. 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 recognized 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 recognized in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognized 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 recognized 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 recognized 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 recognized 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 recognized 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 Group'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 recognized in profit or loss. An impairment loss recognized 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.

c) Investment in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Group's investments in its associate and joint venture are accounted for using the equity method. Under the equity method, the investment in an associate or a joint venture is initially recognized at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognized directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

If an entity's share of losses of an associate or a joint venture equals or exceeds its interest in the associate or joint venture (which includes any long term interest that, in substance, form part of the Group's net investment in the associate or joint venture), the entity discontinues recognising its share of further losses. Additional losses are recognized only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognized.

The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown on the face of the statement of profit and loss. The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss as 'Share of profit of an associate and a joint venture' in the statement of profit or loss.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognized in profit or loss.

d) Use of estimates and judgements

The preparation of the consolidated financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the year. Application of accounting policies that require critical accounting estimates involving complex and subjective judgements and the use of assumptions in these consolidated financial statements have been disclosed in Note 30. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statements.

e) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset has been classified as current when it satisfies any of the following criteria;

- It is expected to be realized or intended to be sold or consumed in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is expected to be realized within twelve months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

A liability has been classified as current when it satisfies any of the following criteria;

- 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 date; or

- The Group does not have an unconditional right to defer settlements of the liability for at least twelve months after the reporting date.

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 realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

f) Foreign currency translation

The functional currency of the group is the Indian rupee. These financial statements are presented in Indian rupees (rounded off to millions). For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

Transactions in foreign currencies entered into by the Group are accounted at the exchange rates prevailing on the date of the transaction or at the average rates that closely approximate the rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the foreign currency exchange rates at the reporting date. Non-monetary assets and liabilities that are carried at historical cost are translated using the exchange rates at the dates of initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Exchange differences are recognised in profit or loss, except exchange differences arising from the translation of the qualifying cash flow hedges, to the extent the hedges are effective, which are recognised in other comprehensive income (OCI).

Foreign operations:

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognized in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognized in profit or loss.

Any goodwill arising in the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

g) Fair value measurement

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability
- The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group's Valuation Committee determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value. The Valuation Committee comprises of the head of the treasury operations, the head of the risk management department, financial controllers and chief finance officer.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration. Involvement of external valuers is decided upon annually by the Valuation Committee after discussion with and approval by the Group's Audit Committee. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

At each reporting date, the Valuation Committee analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the Valuation Committee verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Valuation Committee, in conjunction with the Group's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

On an interim basis, the Valuation Committee and the Group's external valuers present the valuation results to the Audit Committee and the Group's independent auditors. This includes a discussion of the major assumptions used in the valuations.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

h) Revenue recognition

The Group derives revenues primarily from software development and related services, and from the licensing of software products and related services (together referred to as "software related services").

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the entity expects to receive in exchange for those products or services arrangements with customers for software related services are either on a fixed-price, fixed-bid or on a time-and-material basis.

Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as revenue accrued not billed. Revenue from fixed-price, fixed-bid contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. The Group recognises revenue based on relevant output measures, such as the achievement of any project milestones stipulated in the contract, or internal quality milestones to assess proportional performance. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Maintenance revenue is recognized rateably over the term of the underlying maintenance arrangement.

Revenue accrued not billed represents earnings on ongoing fixed-price, fixed - bid and time and material contracts over amounts invoiced to customers. Billings in excess of revenues represents amounts billed in case of ongoing fixed bid, fixed price and time and material contracts wherein amounts have been billed in accordance with the billing cycle and efforts would be incurred subsequent to the balance sheet date.

In arrangements for software development and related services and maintenance services, the entity has applied the guidance in Ind AS 115, Revenue from contract with customer, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering software development and related services as distinct performance obligations. For allocating the transaction price, the entity has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. In cases where the entity is unable to determine the standalone selling price, the entity uses the expected cost plus margin approach in estimating the standalone selling price. For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses.

Revenue from licenses where the customer obtains a "right to use" the licenses is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period. Arrangements to deliver software products generally have three elements: license, implementation and Annual Maintenance Services. The entity has applied the principles under Ind AS 115 to account for revenues from these performance obligations. 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 prices. In the absence of standalone selling price for implementation, the performance obligation is estimated using the expected cost plus margin approach. Where the license is required to be substantially customized as part of the implementation service the entire arrangement fee for license and implementation is considered to be a single performance obligation and the revenue is recognized using the percentage-of-completion method as the implementation is performed. Revenue from client training, support and other services arising due to the sale of software products is recognized as the performance obligations are satisfied. Annual Maintenance Services revenue is recognized rateably over the period in which the services are rendered.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

The entity presents revenues net of indirect taxes in its statement of Profit and loss.

Performance obligations and remaining performance obligations

The remaining performance obligation 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 entity expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the entity 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 and adjustment for revenue that has not materialized and adjustments for currency.

Other Income

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). Interest income is included in finance income in the statement of profit and loss.

Dividend income

Dividend income is recognized when the Group's right to receive dividend is established by the reporting date.

Profit on sale of mutual funds

Profit on sale of units of mutual funds is recognised at the time of redemption and is determined as the difference between the redemption price and the carrying value

Profit on sale of land/flats

Profit on sale of land / flats is recognised at the time of sale and is determined as the difference between the sales price and the carrying value.

i) Taxes on income

Current income tax

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 profit or loss is recognised outside 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.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets 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 utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and written off to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items recognized directly in equity, in which case it is recognized in equity.

Minimum alternate tax ('MAT') paid in a year is charged to the statement of profit and loss as current tax. The Group recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The said asset is recognised as "MAT Credit Entitlement" as deferred tax asset, and is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period

j) Property, plant and equipment

Capital work in progress, plant and equipment are stated at cost, less accumulated depreciation and impairment losses if any. Freehold land is measured at cost and not depreciated. Cost comprises the purchase price and any cost attributable in bringing the asset to its working condition for its intended use.

Material replacement cost is capitalized provided it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. When replacement cost is eligible for capitalization, the carrying amount of those parts that are replaced in derecognized. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful life. All other repair and maintenance costs are recognised in profit or loss as incurred.

Depreciation on plant, property and equipment is calculated on a straight-line basis using the rates arrived at, based on the useful lives estimated by the management. The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset. The useful lives considered for depreciation of Property, plant and equipment are as prescribed in Schedule II of the Companies Act:

Asset Category	Estimated useful life (in years)
Buildings	30 years
Plant and machinery	15 years
Computer equipment	3 years
Servers and computer accessories	6 years
Electrical fitting, furniture and fixtures	10 years
Office equipment	5 years
Leasehold improvements	Over the lease period or 10 years, whichever is lower
Leasehold land	Over the tenure of the lease (99 years)

Categories of assets for which depreciation has been provided based on the estimated useful life of the Group based on management evaluation, etc. are:

Asset Category	Estimated useful life (in years)
Vehicles	4 - 8 years

Table No. 2.6

The residual values, useful lives and methods of depreciation of PPE are reviewed at each financial year end and adjusted prospectively, if appropriate.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as Capital advances under other non-current assets and the cost of asset not put to use before such date are disclosed under "Capital Work in Progress". Subsequent expenditure relating to property, plant and equipment is capitalised only when it's probable that future economic benefit associated with these will flow to the company and the cost of the item can be measured reliably. Repairs and maintenance cost are recognised in net profit in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from financial statement upon sale or retirement of the asset and the resultant gains or loss are recognised in the Statement of profit and loss. Asset to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

k) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortisation of software development and intellectual property costs is allocated on a straight-line basis over the best estimate of its useful life after the product is ready for use. The factors considered for identifying the basis include obsolescence, product life cycle and actions of competitors. The amortization period and the amortization method are reviewed at each year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. The estimated useful life of Group's intangible assets is in the range of 3 to 5 Years

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Research and development costs:

Research costs are expensed as incurred. Development expenditure incurred on an individual new project is recognized as an intangible asset when the Group can demonstrate all the following:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

l) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

m) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

a. Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. The right-of-use assets are also subject to impairment. Right-of-use assets mainly consists of buildings, having a lease term of 2 to 5 years.

b. Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The Group's lease liabilities are included in financial liabilities (see Note 15 and 19(b)).

c. Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of Buildings (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

Group as Lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

n) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of three years (five years in the case of Internally Generated Intangible assets (IPR)). For longer periods, a long term growth rate is calculated and applied to project future cash flows after the third year / fifth year in case of IPR.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized.

The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods. Goodwill is tested annually for impairment by management.

o) Provisions and contingencies

A provision is recognized when an enterprise has a present obligation (legal or constructive) as a result of past event; 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 of the amount of obligation. Provisions 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. 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.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

p) Employee Benefits

Provident Fund

Employees receive benefits from a provident fund, which is a defined contribution plan. Both the employee and the Group make monthly contributions to the Regional Provident Fund equal to a specified percentage of the covered employee's salary. The Group recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service. The Group has no further obligations under the plan beyond its monthly contributions.

Gratuity

The Group provides for gratuity in accordance with the Payment of Gratuity Act, 1972, a defined benefit retirement plan (the Plan) covering all employees. The plan, subject to the provisions of the above Act, provides a lump sum payment to eligible employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. A trust by name "Polaris Software Lab Group Gratuity Trust" has been constituted to administer the gratuity fund. Gratuity liability is accrued and provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial period.

Re-measurement, comprising of actuarial gain or loss and the return on plan assets excluding amounts included in net interest on the net defined benefit liability are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Re-measurements are not re-classified to profit or loss in subsequent periods.

Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested.

The defined benefit obligation recognised in the balance sheet represents the present value of the Defined Benefit Obligation less the Fair Value of Plan Assets out of which the obligations are expected to be settled and adjusted for unrecognised past service cost, if any. Any asset arising out of this calculation is limited to the past service cost plus the present value of available refunds and reduction in future contributions.

Superannuation

The Group contributes a specified percentage of the eligible employees' basic salary towards superannuation (the Plan) to a fund. A trust has been created and approved by the Income-tax authorities for this purpose. This Plan provides for various options for payment of pension at retirement or termination of employment as per the trust rules. The Group recognizes contribution payable to the fund as expenditure, when an employee renders the related service. The Group has no further obligations under the plan beyond its monthly contributions.

Compensated Absences

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Group presents the leave as a current liability in the balance sheet; to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

q) Share-based payments

Stock options are granted to the employees under the stock option scheme, the costs of stock options granted to the employees (equity-settled awards) of the Group are measured at the fair value of the equity instruments granted. For each stock option, the measurement of fair value is performed on the grant date. The grant date is the date on which the Group and the employees agree to the stock option scheme. The fair value so determined is revised only if the stock option scheme is modified in a manner that is beneficial to the employees.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves/stock options outstanding account in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

If the options vests in instalments (i.e. the options vest pro rata over the service period), then each instalment is treated as a separate share option grant because each instalment has a different vesting period.

r) 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.

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.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income FVTOCI

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- 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.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- 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 de-recognition of the asset, cumulative gain or loss previously recognized 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. The Group does not have any financial asset under this category

Debt instrument at 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 classify 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').

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 are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at FVTOCI or FVTPL. 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 P&L, 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 P&L.

De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily 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 in full without material delay to a third party under a 'pass-through' arrangement: and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive, discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

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 recognized gains, losses (including impairment gains or losses) or interest.

Financial liabilities

Initial recognition and measurement

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 and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

After initial recognition, trade and other payables are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in 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.

De-recognition of financial liabilities

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 de-recognition 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.

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

s) Loans and Borrowings

This is the category most relevant to the group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in 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.

This category generally applies to borrowings. For more information Refer 19.

t) Derivative Instruments and Hedge Accounting:

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of item being hedged and type of hedge relationship designated.

The Group uses forward contracts and (Derivative Contracts) to hedge its risks associated with foreign currency fluctuations relating to firm commitment or highly probable forecast transactions. The Group designates these in a hedging relationship by applying the hedge accounting principles set out in IND AS 109 – "Financial Instruments" as 'cash flow hedges'

The use of Derivative Contracts is governed by the Group's policies on the use of such financial derivatives consistent with the Group's risk management strategy. The Group does not use derivative financial instruments for speculative purposes.

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss. The ineffective portion relating to the hedging instrument is recognised in the statement of profit and loss.

Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

u) Cash and cash equivalents:

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

v) Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as rights issue, bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

w) Transactions Costs Relating to Equity Transactions

The Group defers costs in issuing or acquiring its own equity instruments to the extent they are incremental costs directly attributable to an equity transaction that otherwise would have been avoided. Such costs are accounted for as a deduction from equity (net of any related income tax benefit) upon completion of the equity transaction. The costs of an equity transaction which is abandoned is recognized as an expense.

x) Segment Reporting

The Executive Management Committee monitors the operating results of its business as a single primary segment “Software Product Licence and related services” for the purpose of making decisions about resource allocation and performance assessment.

The business of the Group falls under a single primary segment i.e. 'Software Product License & related services' for the purpose of Ind AS 108.

y) Other Assets

Cost incurred in fulfilling a contract are capitalised if all the following conditions are satisfied:

1. The costs relate directly to a contract
2. The costs generate or enhance resources of the entity that will be used to satisfy future performance obligation.
3. The costs are recoverable

z) Changes in accounting policies and disclosures

i. Amendments to Ind AS 116: Covid-19-Related Rent Concessions

The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under Ind AS 116, if the change were not a lease modification.

The amendments are applicable for annual reporting periods beginning on or after the 1 April 2020. In case, a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after the 1 April 2019.

ii. Amendments to Ind AS 1 and Ind AS 8: Definition of Material

The amendments provide a new definition of material that states, “information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.” The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the financial statements of, nor is there expected to be any future impact to the company.

4(a). PROPERTY, PLANT AND EQUIPMENT

In Rs. Millions

Particulars	Land	Buildings	Plant and machinery	Electrical Equipments	Furniture and Fittings	Office equipments	Vehicles	Leasehold Land	Total
Gross block									
As at April 1, 2019	**306.68**	**1,210.40**	**961.94**	**165.58**	**437.96**	**204.25**	**76.57**	**28.05**	**3,391.43**
Reclassified on adoption of IND AS 116	-	-	-	-	-	-	-	**(28.05)**	**(28.05)**
Additions	-	0.90	36.10	3.95	22.41	9.35	1.99	-	**74.70**
Translation Difference	18.71	3.43	4.98	0.04	1.24	0.71	0.28	-	**29.39**
Deletions	63.36	12.40	53.01	2.47	18.05	4.17	0.86	-	**154.32**
As at March 31, 2020	**262.03**	**1,202.33**	**950.01**	**167.10**	**443.56**	**210.14**	**77.98**	**-**	**3,313.15**
Additions	50.70	104.06	15.48	2.23	8.89	3.24	1.45	-	**186.05**
Translation Difference	(14.19)	(13.40)	0.70	0.01	0.57	0.65	(0.09)	-	**(25.75)**
Deletions	-	-	56.31	2.22	10.68	11.74	3.49	-	**84.44**
As at March 31, 2021	**298.54**	**1,292.99**	**909.88**	**167.12**	**442.34**	**202.29**	**75.85**	**-**	**3,389.01**
Accumulated Depreciation									
As at April 1, 2019	**-**	**318.86**	**752.15**	**100.52**	**231.47**	**164.51**	**72.00**	**3.86**	**1,643.37**
Reclassified on adoption of IND AS 116	-	-	-	-	-	-	-	**(3.86)**	**(3.86)**
For the year (Refer Note 26)	-	39.91	69.10	13.02	36.73	18.71	4.07	-	**181.54**
Translation Difference	-	0.59	2.64	-	0.39	0.50	0.33	-	**4.45**
Deletions	-	5.00	51.41	2.44	17.90	4.16	0.86	-	**81.77**
As at March 31, 2020	**-**	**354.36**	**772.48**	**111.10**	**250.69**	**179.56**	**75.54**	**-**	**1,743.73**
For the year (Refer Note 26)	-	42.60	61.69	13.22	36.92	15.24	0.61	-	**170.28**
Translation Difference	-	1.63	(0.09)	-	0.46	0.20	(1.31)	-	**0.89**
Deletions	-	-	54.92	0.47	2.43	11.31	2.80	-	**71.93**
As at March 31, 2021	**-**	**398.59**	**779.16**	**123.85**	**285.64**	**183.69**	**72.04**	**-**	**1,842.97**
Net book value									
As at March 31, 2020	262.03	847.97	177.53	56.00	192.87	30.58	2.44	-	**1,569.42**
As at March 31, 2021	298.54	894.40	130.72	43.27	156.70	18.60	3.81	-	**1,546.04**

Table No. 2.7

Land and buildings with a carrying amount of Rs 792.42 million (March 31, 2020: Rs 831.10 million) are subject to a first charge to secure the Company's bank loans.

4(b). CAPITAL WORK-IN-PROGRESS

In Rs. Millions

Particulars	Buildings	Plant & Machinery	Electrical fittings	Furniture and fixtures	Total	Intangible assets under development (Refer Note 39)
Capital Work in Progress (CWIP) as at April 1, 2019	**32.73**	**0.08**	**7.64**	**2.54**	**42.99**	**2,233.54**
Add:						
Additions during the year	-	-	-	0.24	0.24	1,109.00
Less:						
Translation Difference	-	-	-	-	-	43.73
Capitalisation of assets	-	-	-	-	-	(314.26)
CWIP as at March 31, 2020	**32.73**	**0.08**	**7.64**	**2.78**	**43.23**	**3,072.01**
Add:						
Additions during the year	-	-	-	0.02	0.02	1,120.40
Less:						
Translation Difference	-	-	-	-	-	96.70
Capitalisation of assets	-	-	-	-	-	(840.76)
CWIP as at March 31, 2021	**32.73**	**0.08**	**7.64**	**2.80**	**43.25**	**3,448.35**

Table No. 2.8

4(c). RIGHT OF USE ASSETS

In Rs. Millions

Particulars	Office Premises	Leasehold improvement	Leasehold Land*	Total
As at April 1, 2019				
Reclassified on adoption of IND AS 116	-	73.48	28.05	**101.53**
Additions	598.30	4.03	-	**602.33**
Translation Difference	8.31	4.91	-	**13.22**
Deletions	7.14	-	-	**7.14**
As at March 31, 2020	**599.47**	**82.42**	**28.05**	**709.94**
Additions	57.94	0.71	-	**58.65**
Translation Difference	8.23	-	-	**8.23**
Deletions	(27.96)	-	-	**(27.96)**
As at March 31, 2021	**637.68**	**83.13**	**28.05**	**748.86**
Accumulated Amortization and Impairment				
As at April 1, 2019				
Reclassified on adoption of IND AS 116	-	21.86	3.86	**25.72**
For the year (Refer Note 26)	175.79	8.78	0.28	**184.85**
Translation Difference	3.68	1.69	-	**5.37**
Deletions	-	-	-	**-**
As at March 31, 2020	**179.47**	**32.33**	**4.14**	**215.94**
For the year (Refer Note 26)	166.23	8.42	0.28	**174.93**
Translation Difference	5.63	1.75	-	**7.38**
Deletions	6.87	-	-	**6.87**
As at March 31, 2021	**344.46**	**42.50**	**4.42**	**391.38**
Net Book Value				
As at March 31, 2021	**293.22**	**40.63**	**23.63**	**357.48**
As at March 31, 2020	**420.00**	**50.09**	**23.91**	**494.00**

Table No. 2.9

* represents 13.35 acres of land at Chennai taken on 99 years lease from SIPCOT under terms of MOU dated 3rd January, 2005 (modified on 10th March, 2015) with Government of Tamil Nadu.

5. GOODWILL AND OTHER INTANGIBLE ASSETS

In Rs. Millions

Particulars	Computer software	Internally generated Intangible asset	Total Intangible Assets	Goodwill
As at April 1, 2019	**234.29**	**2,260.71**	**2,495.00**	**364.49**
Additions	145.98	310.39	456.37	-
Translation Difference	-	24.69	24.69	26.16
Deletions	-	-	-	(86.56)
Transfers	-	-	-	-
As at March 31, 2020	**380.27**	**2,595.79**	**2,976.06**	**304.09**
Additions	3.40	840.76	844.16	-
Translation Difference	-	45.54	45.54	(10.29)
Deletions	-	-	-	-
As at March 31, 2021	**383.67**	**3,482.09**	**3,865.76**	**293.80**
Accumulated Amortization and Impairment				
As at April 1, 2019	**222.50**	**1,095.78**	**1,318.28**	**-**
For the year (Refer Note 26)	30.50	292.68	323.18	-
Translation Difference	-	21.43	21.43	
Deletions	-	-	-	-
As at March 31, 2020	**253.00**	**1,409.89**	**1,662.89**	**-**
For the year (Refer Note 26)	44.44	377.49	421.93	-
Translation Difference	-	13.14	13.14	
Deletions	-	-	-	-
As at March 31, 2021	**297.44**	**1,800.52**	**2,097.96**	**-**
Net Book Value				
As at March 31, 2021	**86.23**	**1,681.57**	**1,767.80**	**293.80**
As at March 31, 2020	**127.27**	**1,185.90**	**1,313.17**	**304.09**

Table No. 2.10

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the cash generating units (CGU) or group of CGU's, which benefit from the synergies of the acquisition. The chief operating decision maker reviews the goodwill for any impairment at the individual subsidiary level.

The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. The fair value of a CGU is determined based on the discounted cash flow method. The value-in-use is determined based on specific calculations. These calculations use pre-tax cash flow projections for a CGU / groups of CGU's over a period of five years. An average of the range of each assumption used is mentioned below. As of March 31, 2021 and March 31, 2020 the estimated recoverable amount of the CGU exceeded its carrying amount. The recoverable amount was computed based on the fair value less cost to sell being higher than value-in-use. The carrying amount of the CGU was computed by allocating the net assets to operating segments for the purpose of impairment testing. The key assumptions used for the calculations are as follows:

Particulars	As at March 31,	
	2021	2020
Long term growth rate	15%-20%	8-10%
Operating margins	10-15%	10-15%
Discount rate	13.50%	13.50%

Table No. 2.11

The above discount rate is based on the Weighted Average Cost of Capital (WACC) of the Company. The Management believes that any reasonable possible changes in the key assumptions would not cause the carrying amount to exceed the recoverable amount of the cash generating unit.

6. FINANCIAL ASSET

In Rs. Millions

	Particulars	As at March 31,	
		2021	2020
	NON-CURRENT ASSETS		
6(a)	**Investments in Financial Instrument**		
	Investment in financial instrument, carried at fair value through Profit & Loss		
	Quoted equity shares		
	(A) Investment in equity shares of Andhra Bank Ltd	0.02	0.02
	237 shares (March 31, 2020 - 237 shares) face value of Rs. 10 each		
	(B) Investment in equity shares of Catholic Syrian Bank Ltd	0.03	0.03
	100 shares (March 31, 2020 - 100 shares) face value of Rs 10 each		
	Investment in financial instrument, carried at amortized cost		
	Unquoted debt securities		
	(A) Investment in Equity Shares of Gamma Green Power Private Limited (Unquoted)		
	306,977 (March 31, 2020 - 306,977) Equity Shares of Face Value of Rs. 10 each	3.07	3.07
	Less: Impairment in value of investment	(3.07)	(3.07)
		0.05	**0.05**
	Aggregate book value of Quoted Investments	0.05	0.05
	Aggregate market value of Quoted Investments	0.05	0.05
	Aggregate value of Unquoted Investments	3.07	3.07
	Aggregate amount of impairment in value of Investment	3.07	3.07

	Particulars	As at March 31, 2021	As at March 31, 2020
6(b)	**Loans and deposits, carried at amortized cost**		
	Loans to related parties		
	Secured, considered good		
	Unsecured considered good		
	- Security Deposits*	82.44	93.19
	- Loans to employees**	8.48	27.27
		90.92	**120.46**

*Security deposit are non-derivative financial assets which generate a fixed or variable interest income for the Company.

**Loan to employees are non-derivative financial assets which generate a fixed or variable interest income for the Company.

	Particulars	2021	2020
6(c)	**Non current bank balances, carried at amortized cost**		
	Deposits with Banks with more than 12 months maturity	126.10	114.53
		126.10	**114.53**

The above balances have been pledged as security by the Company for availing non-fund based facilities (Bank guarantee)

	Particulars	2021	2020
6(d)	**Derivative Instruments, Carried At Fair Value Through OCI***		
	Foreign Exchange Forward Contract (Refer Note 40)	75.52	-
		75.52	**-**

***Financial asset at fair value through OCI**

Financial asset at fair value through OCI reflect the change in fair value of foreign exchange forward contracts, designated as cash flow hedges to hedge highly probable future sale in USD & GBP.

Table No. 2.12

7. INCOME TAX ASSETS (NET)

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Advance income tax (Net of provision for tax)	631.13	638.56
	631.13	**638.56**

Table No. 2.13

8. DEFERRED TAX ASSETS (NET)

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred Tax Asset / (Liability)		
Difference between Depreciation as per books of accounts & Income Tax Act,1961	(678.85)	(494.66)
Revaluation of cash flow hedge	(64.20)	118.34
Revaluation of FVTPL investments to fair value	-	0.10
Impact of disallowance under Section 36(1)(viia) of the Income Tax Act	245.65	55.91
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	345.25	55.28
Carry forward business loss and unabsorbed depreciation	310.75	430.16
Others	6.47	-
MAT credit entitlement	642.28	281.45
	807.35	**446.58**

Table No. 2.14

9 OTHER NON-CURRENT ASSETS

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Capital Advances	0.56	0.52
Loans to Employees Welfare Trust	0.11	0.11
Prepayments	302.12	462.59
	302.79	**463.22**

Table No. 2.15

10 FINANCIAL ASSET

10(a) Investments

In Rs. Millions

Particulars	March 31, 2021 Units	March 31, 2021 Amount	March 31, 2020 Units	March 31, 2020 Amount
Trade Investments (Carried at fair value through profit or loss)				
Investment in Mutual Funds - (Unquoted)				
ICICI Prudential Banking and PSU Debt Fund – Daily Dividend	8,749,359	88.09	9,233,924	93.57
Nippon India Short Term Fund-DM	5,334,905	60.81	6,361,862	72.15
Kotak Money Market Fund	43,136	150.28	-	-
Invesco India Liquid Fund	53,400	150.91	-	-
IDFC Cash Fund	20,392	50.70	-	-
IDFC Money Manager Fund	2,976,538	100.15	-	-
Nippon India Liquid Fund	16,059	80.82	-	-
Nippon India Money Market Fund	31,099	100.16	-	-
SBI Liquid Fund	25,089	80.83	-	-
SBI Savings Fund	2,928,909	100.15	-	-
Aggregate book value of Quoted Investments		962.90		165.72
Aggregate market value of Quoted Investments		962.90		165.72
Aggregate amount of impairment in value of Investment		-		-

Table No. 2.16

Investments in mutual funds Rs 143.96 Millions (Mar 20 Rs 144.21 Millions) are subject to a first charge to secure the company's bank loans.

10 (b) Trade receivables

In Rs. Millions

Particulars		As at March 31, 2021	As at March 31, 2020
Trade receivables		1,867.55	2,847.08
		1,867.55	**2,847.08**
- Unsecured considered good		2,180.15	3,189.87
- Trade Receivables which have significant increase in credit risk		247.23	185.03
- Trade Receivables - Credit impaired		73.04	75.75
	(A)	**2,500.42**	**3,450.65**
Impairment Allowance (allowance for bad and Doubtful debts)			
- Unsecured considered good		(312.60)	(342.79)
- Trade Receivables which have significant increase in credit risk		(247.23)	(185.03)
- Trade Receivables - Credit impaired		(73.04)	(75.75)
	(B)	**(632.87)**	**(603.57)**
	(A) – (B)	**1,867.55**	**2,847.08**

No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member. Trade receivables are non-interest bearing.

In Rs. Millions

	Particulars	As at March 31, 2021	As at March 31, 2020
10(c)	**Cash and cash equivalent carried at amortized cost**		
	- Balance with banks		
	- On Current accounts	1,380.26	927.23
	- On Deposit accounts	67.17	70.01
		1,447.43	**997.24**

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates. Deposit account balances have been pledged as security by the Group for availing non-fund based facilities (Bank guarantee). The changes in liabilities arising from financial activities are only on account of changes in the Cash Flows. For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

	Particulars	As at March 31,	
		2021	2020
10(d)	**Bank Balances other than Cash and Cash Equivalents**		
	Deposits having a maturity period more than 3 months and less than 12 months	80.02	65.64
		80.02	**65.64**

Table No. 2.17

The above balances have been pledged as security by the Company for availing non-fund based facilities (Bank guarantee)

10(e)	**Loans and deposits carried at amortized cost**		
	Unsecured, considered good		
	- Security Deposits*	22.60	21.05
	- Loans to employees**	24.11	36.62
		46.71	**57.67**

Table No. 2.18

*Security deposit are non-derivative financial assets which generate a fixed or variable interest income for the Company.

**Loan to employees are non-derivative financial assets which generate a fixed or variable interest income for the Company.

10(f)	**Derivative instruments carried at fair value through OCI ***		
	Foreign Exchange Forward Contract, (Refer Note 40)	109.99	-
		109.99	**-**

***Financial asset at fair value through OCI**

Financial asset at fair value through OCI reflect the change in fair value of foreign exchange forward contracts, designated as cash flow hedges to hedge highly probable future sale in USD & GBP.

10(g)	**OTHER FINANCIAL ASSETS CARRIED AT AMORTIZED COST**		
	Unsecured considered good		
	Revenue accrued & not billed *	4,566.89	4,354.22
	Claims receivables	150.00	-
	Others receivable	192.49	39.28
		4,909.38	**4,393.50**

Table No. 2.19

* The balance as at March 31, 2021 is net of allowance for credit loss of Rs 220.58 million (Previous year ended March 31, 2020 Rs.94.65 million).

11 OTHER CURRENT ASSETS

In Rs. Millions

Particulars	As at March 31,	
	2021	2020
Unsecured, considered good		
Advances to related parties (Refer Note 35)	25.66	84.25
Prepayments and other recoveries	742.26	651.91
Salary advance	2.37	8.37
Balances with Government Authorities	257.14	243.43
	1,027.43	**987.96**

Table No. 2.20

12 SHARE CAPITAL

In Rs. Millions

Particulars	As at March 31,	
	2021	2020
(a) Authorised		
194,800,000 equity shares of Rs. 5/- each.	974.00	974.00
(March 31, 2020 : 194,800,000 equity shares of Rs. 5/- each)		
	974.00	**974.00**
(b) Issued, Subscribed and Paid up		
132,974,363 equity shares of Rs. 5/- each	664.87	661.69
(March 31, 2020: 132,338,530 equity shares of Rs 5 each) fully paid up		
	664.87	**661.69**
Shares held by shareholders holding more than 5 percent shares in the Group.		
Polaris Banyan Holding Private Limited	31,861,000	31,861,000
Arun Jain	7,556,321	7,556,321
Amansa Holdings Private Limited	9,744,809	8,652,957
	36.97%	**34.83%**

Table No. 2.21

Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.5 per share. Each holder of equity shares is entitled to one vote per share. Equity shares entitle the holder to participate in dividends, and to share in the proceeds of winding up of the Company in proportion to the number of and amounts paid on the shares held.

Particulars	Number of shares	
	2021	2020
Shares outstanding at the beginning of the year/period	132,338,630	131,774,715
Shares issued under the Employee Stock Option Scheme (Refer Note 34)	635,733	563,915
Shares outstanding at the end of the year	**13,29,74,363**	**13,23,38,630**
Particulars	**2021**	**2020**
Share capital outstanding at the beginning of the year	661.69	658.87
Shares issued under the Employee Stock Option Scheme (Refer Note 34)	3.18	2.82
Share capital outstanding at the end of the year	**664.87**	**661.69**

Table No. 2.22

Shares reserved for issue under options

For details of shares reserved for issue under the Share based payment plan of the Group, (Refer Note 34)

13 OTHER EQUITY

In Rs. Millions

Particulars	As at March 31,	
	2021	2020
Securities Premium	5,196.93	5,099.09
Share option outstanding account	627.73	427.89
General Reserve	1,323.06	1,284.16
Retained Earnings	5,288.79	2,670.72
Cash flow hedge reserve	185.52	(341.93)
Foreign Currency Translation Reserve	641.48	648.51
	13,263.51	**9,788.44**

Table No. 2.23

13 (a) Securities premium

The Securities premium received during the year represents the premium received towards allotment of 635,733 shares. This balance will be utilised in accordance with the provisions of Section 52 of the Companies Act 2013 towards issuance of fully paid bonus shares, write-off of preliminary expenses, commission / discount expenses on issue of shares / debentures, premium payable on redemption of redeemable preference shares/ debentures and buy back of its own shares / securities under Section 68 of the Companies Act 2013.

In Rs. Millions

Particulars	As at March 31,	
	2021	2020
Balance at the beginning of the year	5,099.09	5,025.88
Additions during the year	50.43	38.35
Transfer from Share option outstanding account for options exercised during the year	48.26	34.86
Others	(0.85)	-
Balance at the end of the year	**5,196.93**	**5,099.09**

Table No. 2.24

13 (b) Share option outstanding account

Under Ind AS 102, fair value of the options granted is to be expensed out over the life of the vesting period as employee compensation costs reflecting period of receipt of service.

Particulars	As at March 31,	
	2021	2020
Balance at the beginning of the year	427.89	268.04
Additions during the year	287.00	169.85
Transfer from Provision on account of issue of Restrictive stock options during the year	-	43.47
Transfer to Securities premium for options exercised during the year	(48.26)	(34.86)
Transfer to General reserve on account of options not exercised for the year	(38.90)	(18.61)
Balance at the end of the year	**627.73**	**427.89**

Table No. 2.25

13 (c) General Reserve

Additions to the general reserve during the year are on account of cancellation of share options post vesting period.

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	1,284.16	1,265.55
Transfer from Share option outstanding account on account of options not exercised for the year	38.90	18.61
Balance at the end of the year	**1,323.06**	**1,284.16**

Table No. 2.26

13 (d) Retained earnings

The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the financial statements of the Company and also considering the requirements of the Companies Act, 2013. Thus, the amounts reported below may not be distributable in entirety.

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	2,670.72	2,536.89
Profit for the year	2,627.68	159.91
Other Comprehensive Income - Re-measurement Loss on Defined Benefit Obligations (Net)	(10.32)	(26.23)
Others	0.71	0.15
Balance at the end of the year	**5,288.79**	**2,670.72**

Table No. 2.27

13 (e) Cash Flow Hedge Reserve

The cash flow hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognised and accumulated under the heading of cash flow hedging reserve will be reclassified to profit or loss only when the hedged transaction affects the profit or loss, or included as a basis adjustment to the non-financial hedged item.

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	(341.93)	(54.87)
Additions / (Deductions) during the year (Net)	527.45	(287.06)
Balance at the end of the year	**185.52**	**(341.93)**

Table No. 2.28

13 (f) Exchange differences on translating the financial statements of a foreign operation

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	648.51	496.97
Additions / (Deductions) during the year (Net)	(7.03)	151.54
Balance at the end of the year	**641.48**	**648.51**

Table No. 2.29

14 FINANCIAL LIABILITIES

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Secured		
Term Loan from Banks	419.61	703.16
Current maturities of Long Term Borrowings (Refer note No 19 (d))	(344.05)	(356.09)
	75.56	**347.07**

Table No. 2.30

Term loan from banks (USD) has a moratorium of 12 months from the date of disbursement and repayable in 16 quarterly installments contractually commencing from December 2018. The classification of "Current Maturities of Long Term Borrowings" is done based on management's intention to repay the loan. The loan is measured at amortised cost (net of processing charges) and carries an effective interest of 6.28% per annum and secured by a charge on the Land and buildings of the Company.

15 LEASE LIABILITIES

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Lease Liabilities (Refer Note 42)	182.43	291.44
	182.43	**291.44**

Table No. 2.31

16 DERIVATIVE INSTRUMENTS

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Foreign exchange forward contracts (Net) (Refer Note 40)	-	179.18
	-	**179.18**

Table No. 2.32

***Financial liabilities at fair value through OCI**

Financial liabilities at fair value through OCI reflect the change in fair value of foreign exchange forward contracts, designated as cash flow hedges to hedge highly probable future sale in USD & GBP.

17 OTHER LONG TERM LIABILITIES

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
- Security Deposits	6.00	6.00
	6.00	**6.00**

Table No. 2.33

18 DEFERRED TAX LIABILITIES (NET)

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Timing difference between income/expenses allowed for taxes in subsequent years (net)	21.32	2.23
	21.32	**2.23**

Table No. 2.34

19 FINANCIAL LIABILITIES

In Rs. Millions

	Particulars	As at March 31, 2021	As at March 31, 2020
19(a)	**Borrowings carried at amortized cost**		
	Secured, unless otherwise specified		
	Loans repayable on demand		
	- from Banks	-	1,852.17
	Unsecured		
	- from Banks	90.36	6.28
		90.36	**1,858.45**
	Particulars	**Repayable**	**Security**
	Pre-shipment credit in foreign currency & Export bills discounting (Currency of loan - USD)		
	Pre-shipment credit in foreign currency (March 31, 2020)	60 days to 120 days credit period	Land & Building
19(b)	**LEASE LIABILITIES (Refer Note 42)**	132.21	144.54
		132.21	**144.54**

	Particulars	As at March 31, 2021	As at March 31, 2020
19(c)	**Trade payables**		
	Total outstanding dues of micro enterprises and small enterprises (Refer Note No 51)	10.32	14.29
	Total outstanding dues of creditors other than micro enterprises and small enterprises (Refer note 35 for balances due to related parties)	1,674.89	2,065.44
		1,685.21	**2,079.73**
	Note - Trade payables are non-interest bearing.		
19(d)	**Other financial liabilities carried at amortized cost**		
	Current maturities of Long Term Borrowings (Refer Note 14)	344.05	356.09
	Employee benefit payable	903.13	494.85
	Capital creditors	2.62	2.83
	Super Annuation Payable	77.96	74.59
		1,327.76	**928.36**
19(e)	**Derivative instruments**		
	Foreign exchange forward contracts (Net) (Refer Note 40)	-	162.76
		-	**162.76**

Table No. 2.35

***Financial liabilities at fair value through OCI**

Financial liabilities at fair value through OCI reflect the change in fair value of foreign exchange forward contracts, designated as cash flow hedges to hedge highly probable future sale in USD & GBP.

20 OTHER CURRENT LIABILITIES

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Contract Liabilities	1,588.15	1,337.96
Customer and other advance received	35.94	-
Statutory dues	581.46	355.75
	2,205.55	**1,693.71**

Table No. 2.36

21 PROVISIONS

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Provision for employee benefits		
- Provision for gratuity (Refer note 33)	276.11	222.53
- Provision for leave benefits	175.08	134.91
- Provision for other employee benefit obligations	150.81	69.48
	602.00	**426.92**

Table No. 2.37

22 CURRENT TAX LIABILITIES (NET)

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
- Provision for taxation (net of Advance Income tax)	64.72	8.24
	64.72	**8.24**

Table No. 2.38

23 REVENUE FROM OPERATIONS

Timing of Revenue Recognition

In Rs. Millions

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
At a point in time	2,015.55	1,851.09
Over a period of time	12,959.04	11,617.75
Total revenue from operations	**14,974.59**	**13,468.84**

Summary of Contract Balances

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Trade receivables	1,867.55	2,847.08
Contract assets*	4,566.89	4,354.22
Contract liabilities*	1,588.15	1,337.96

* Contract assets represents revenue accrued and not billed and unbilled revenues. Contract Liabilities represents Billing in excess of revenue.

Set out below is the amount of revenue recognised from:

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Amounts included in contract liabilities at the beginning of the year	1,337.96	1,206.64
Revenue recognised from performance obligations satisfied in reporting period	871.88	561.72

Table No. 2.39

Performance obligations & Remaining performance obligiations

Information on Company's performance obligations and remaining performance obligations is summarised in accounting policies (also Refer Note 3(H))

The aggregate value of performance obligations that are completely or partially unsatisfied as at March 31, 2021, other than those meeting the exclusion criteria mentioned in Note 3(H), is INR 1,957.20 million (March 31, 2020 - 2,904.20 million). Out of this, the Company expects to recognize revenue of around 84% (March 31, 2020 - 74%) within the next one year and the remaining thereafter. This includes contracts that can be terminated for convenience without a substantive penalty since, based on current assessment, the occurrence of the same is expected to be remote.

24(a) OTHER INCOME

(Recurring and related to business unless otherwise stated)

In Rs. Millions

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
(a) Net gain from sale of investments		
Profit/(Loss) on sale of investments, carried at fair value through Statement of profit or (loss)	4.63	-
(b) Other non-operating Income		
Fair value gain on financial instruments at fair value through statement of profit or loss	3.69	-
Net gain on disposal of property, plant and equipment (Non recurring and not related)	-	97.22
Net Gain on foreign currency transaction and translation	28.10	25.56
Miscellaneous Income (Net)	43.44	42.11
	79.86	**164.89**

Table No. 2.40

24(b) FINANCE INCOME (Recurring and not related unless stated otherwise)

In Rs. Millions

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
(a) Interest Income		
Interest from financial assets carried at amortised cost	35.53	91.42
(b) Dividend Income		
Dividends income on investments in mutual funds	11.43	8.37
	46.96	**99.79**

Table No. 2.41

25 EMPLOYEE BENEFIT EXPENSE

In Rs. Millions

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Salaries and incentives	7,139.93	7,165.13
Contribution to provident and other funds	407.11	452.57
Gratuity contribution scheme (Refer Note 33)	95.19	82.18
Expense on Employee Stock Option Scheme (ESOP) (Refer Note 34)	287.00	169.85
Staff welfare expenses	151.07	251.15
	8,080.30	**8,120.88**

Table No. 2.42

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective.

26 DEPRECIATION AND AMORTISATION

In Rs. Millions

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Depreciation of Property, plant and equipments and Right of use of assets (Refer Note 4)	345.21	366.39
Amortisation of Intangible Assets (Refer Note 5)	421.93	323.18
	767.14	**689.57**

Table No. 2.43

27 FINANCE COSTS

In Rs. Millions

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Interest Expenses	91.74	173.67
	91.74	**173.67**

Table No. 2.44

28 OTHER EXPENSES

In Rs. Millions

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Cost of software packages, consumable and maintenance	795.13	531.21
Cost of technical sub-contractors	911.62	1,746.77
Travelling expenses	95.89	701.30
Communication expenses	290.97	263.21
Professional and legal charges	225.74	319.83
Payment to the auditors		
- Statutory audit	8.70	5.87
- for other services	1.31	0.60
- for reimbursement of expenses	0.08	0.25
Power and fuel	39.68	92.55
Rent	14.40	53.12
Repairs - Plant and machinery	64.50	45.79
Repairs - Others	12.22	15.48
Business promotion	107.41	324.86
Office maintenance	78.89	109.36
Allowances for credit impaired	158.38	171.91
Bad debts / advances written off	350.45	-
Insurance	20.54	26.00
Printing and stationery	2.56	9.44
Contributions towards Corporate Social Responsibility	27.06	18.88
Rates and taxes excluding taxes on Income	35.78	46.26
Directors' sitting fees	6.26	5.88
Bank charges & commission	38.07	46.27
Miscellaneous expenses	49.18	104.76
Net loss on disposal / discarding of Property, Plant and Equipment (Non recuring & Non Trade related)	11.33	-
	3,346.15	**4,639.60**

Table No. 2.45

29 INCOME TAX

The major components of income tax expense for the years ended March 31, 2021 and March 31, 2020 are:

Statement of Profit and Loss:

In Rs. Millions

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Current income tax:		
Current income tax charge (A)	590.80	48.46
Net Current Income Tax	**590.80**	**48.46**
Deferred tax:		
Relating to origination and reversal of temporary differences	24.55	(112.81)
MAT credit (entitlement) / availed	(514.10)	-
Ineligble MAT credit written off	153.26	115.25
Net Deferred tax (B)	**(336.29)**	**2.44**
Total (A) + (B)	**254.51**	**50.90**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2021 and March 31, 2020:

Particulars	March 31, 2021	March 31, 2020
Profit before income tax	2,900.87	227.36
At India's statutory income tax rate -	34.944%	34.944%
Derived Tax Charge for the year	1,013.68	79.45
Adjustments:		
Tax impact arising on account of set off of available losses	(1,022.17)	(79.45)
Ineligble MAT credit written off	153.26	115.25
Overseas taxes at differential rates	109.74	(64.35)
Net derived tax charge	**254.51**	**50.90**
Income tax expense reported in the statement of Profit and Loss	**254.51**	**50.90**

Table No. 2.46

30 COMPONENTS OF OTHER COMPREHENSIVE INCOME (OCI)

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

In Rs. Millions

Particulars	Retained Earnings	Net movement on cash flow hedges	Foreign exchange translation difference	Total
During the year ended March 31, 2021				
Re-measurement gains/ (losses) on defined benefit plans	(10.32)	-	-	(10.32)
Net movement on cash flow hedges	-	527.45	-	527.45
Exchange differences on translation of foreign operations	-	-	(7.03)	(7.03)
During the year ended 31 March 31, 2020				
Re-measurement gains/ (losses) on defined benefit plans	(26.23)	-	-	(26.23)
Net movement on cash flow hedges	-	(287.06)	-	(287.06)
Exchange differences on translation of foreign operations	-	-	151.54	151.54

Table No. 2.47

31 EARNINGS PER SHARE

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	March 31, 2021	March 31, 2020
Profit after tax	2,627.68	159.91
Weighted average number of shares		
- Basic	132,338,630	132,338,630
- Diluted	134,291,371	134,291,371
Earning per share of Rs.5 each		
- Basic	19.82	1.21
- Diluted	19.55	1.19

Table No. 2.48

32 Significant accounting judgements, estimates and assumptions

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a. Judgements

In the process of applying the Group's accounting policies, management has not made any judgements, which have significant effect on the amounts recognised in the Standalone Financial Statements.

b. Estimates and assumptions

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

1.Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

The Group capitalises intangible asset under development for a project in accordance with the accounting policy. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised, management makes assumptions regarding the expected future cash generation of the project, discount rates to be applied and the expected period of benefits.

2. Share-based payments

The Group initially measures the cost of Equity-settled transactions with employees using a black scholes model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 34.

3. Revenue from Contract with Customers

The Group is required to make an assessment for each new software license contract as to whether the underlying software requires significant modification or customization by the Group in order to meet the customer's requirements. If significant modification or customization is required, then the license fee is recognized based on percentage-of-completion. Majority of such modifications or customizations have not been deemed significant in current or prior periods.

In respect of service revenue, the management exercises judgment in determining the percentage of completion utilizing output measures, such as the achievement of any project milestones stipulated in the contract, or internal quality milestones to assess proportional performance.

The Group also exercises judgment in assessing uncertainties surrounding the probability of collection when payment terms are linked to service implementation milestones or other various contingencies exist. These assessments are made at the outset of the contract.

4. Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The underlying bonds are further reviewed for quality.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Further details about gratuity obligations and sensitivity analysis are given in Note 33.

5. Taxes

Current Tax for the current year is computed as per the provisions of Section 115JB and the Minimum Alternate Tax liability (MAT) is provided for. Significant management judgements have been involved in evaluating and recognising MAT credit, to be set off against the future taxable profits for which the Group has an eligible carry forward period of 15 years.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

6. Provision for Allowance of Credit Loss

The Group has adopted and laid out its Expected Credit Loss Model (ECL) for determination of the Provision for credit loss allowance, which are primarily in the nature of trade receivables and unbilled revenue. In determining its ECL, assumptions and estimates are made in relation to Nature of customers (Public Sector Banks, Non-Banking Finance Companies, Private Banks etc), billing and collection terms as per the contract, average aging of the customer balance and the past trends of collection.

7. Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 38 for further disclosures.

8. Leases

Determining the lease term of contracts with renewal and termination options - Group as lessee:

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination.

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow.

Refer Note 42 for information on potential future rental payments relating to periods following the exercise date of extension and termination options that are not included in the lease term.

33 GRATUITY

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. A trust by name “Intellect Design Group gratuity trust” has been constituted by Intellect Design Arena Limited to administer the gratuity fund.

In Rs. Millions

Particulars	Year ended March 31,	
	2021	2020
Obligations at the beginning of the year	**370.46**	**302.66**
Current service cost	57.79	66.28
Interest cost	24.58	33.57
Benefits paid	(23.46)	(58.27)
Actuarial (gains) / losses	10.13	26.22
Obligations at the end of the year	**439.50**	**370.46**
Change in plan assets		
Plan assets at period beginning, at fair value	**147.93**	**135.56**
Expected Return on plan assets	8.74	9.27
Contributions	30.00	30.00
Actuarial gains / (losses)	(0.18)	(0.01)
Benefits paid	(23.10)	(26.89)
Plan assets at period end, at fair value	**163.39**	**147.93**
Actual Return on Plan Assets	8.57	9.23
Reconciliation of present value of the obligation and the fair value of plan assets		
Fair value of plan assets at the end of the year	163.39	147.93
Present value of defined benefit obligations at the end of the year	439.50	370.46
Asset / (Liability) recognised in the balance sheet	**(276.11)**	**(222.53)**
a) Non-Current portion	-	-
b) Current portion	(276.11)	(222.53)
Amount recognised in the statement of Profit and Loss under employee benefit expense:		
Service Cost	57.79	66.28
Benefits paid directly by the Company	(0.36)	-
Net interest on the net defined liability asset	15.84	24.30
	73.27	**90.58**
Amount recognised in the statement of Other Comprehensive Income		
(Gain)/Loss from change in demographic assumptions	63.49	(9.43)
(Gain)/Loss from change in financial assumptions	(1.51)	39.09
Actuarial (Gain)/Loss due to Experience	(51.84)	(3.44)
(Return) / Loss on Plan Assets (greater) / less than discount rate	0.18	(0.01)
	10.32	**26.21**
Defined Benefit Obligation	439.50	370.46
Fair Value of Plan Assets	163.39	147.93
Surplus / (deficit)	(276.11)	(222.53)
Experience adjustments on plan liabilities	10.13	26.22
Experience adjustments on plan assets	(0.18)	(0.01)
Actual return on plan assets	8.57	9.23

Particulars	Year ended March 31,	
	2021	2020
Actuarial Assumptions		
Discount rate	6.27%	6.23%
Expected return on plan assets	6.27%	6.23%
Salary growth rate	9.00%	9.00%
Attrition rate	18.20%	25.82%
Amounts recognised in current year and previous years		
Gratuity		
Defined benefit obligation	439.50	370.46
Plan asset	163.39	147.93
	(276.11)	(222.53)
Experience Adjustment on Plan Liabilities (Gain) / Loss	10.13	26.22
Experience Adjustment on Plan Assets Gain / (Loss)	0.18	0.01

Table No. 2.49

Estimated amount of contribution to the fund during the Year Ended March 31, 2021, as estimated by management is INR. 278 million (Previous year INR. 222.53 million)

Notes

(a) The estimates of future salary increases, considered in actuarial valuation, takes into account, inflation, seniority, promotions and other relevant factors, such as demand and supply in the employment market

(b) Discount rate is based on the prevailing market yields of Indian Government Bonds as at the Balance Sheet date for the estimated term of the obligation

(c) The Composition of Plan assets which is funded with ICICI Prudential Life Insurance & Kotak Mahindra Life Insurance Ltd.

Major categories of plan assets (managed by Insurers) as a percentage of fair value of total plan assets	March 31, 2021	March 31, 2020
Assets under insurance schemes	100%	100%

The average duration of the defined benefit plan obligation at the end of the reporting period is 6.34 years (31 March 2020 - 5.72 years)

A quantitative sensitive analysis of the assumption as at March 31, 2021

Assumptions	Discount Rate		Salary Escalation Rate	
Sensitivity level	1%	1%	1%	1%
Activity	Increase	Decrease	Increase	Decrease
Defined benefit obligation	401.95	482.96	474.30	407.02

Table No. 2.50

Assumptions	Attrition rate		Mortality rate
Sensitivity level	1%	1%	10%
Activity	Increase	Decrease	Increase
Defined benefit obligation	431.66	448.15	439.18

Table No. 2.51

A quantitative sensitive analysis of the assumption as at March 31, 2020

Assumptions	Discount Rate		Salary Escalation Rate	
Sensitivity level	1%	1%	1%	1%
Activity	Increase	Decrease	Increase	Decrease
Defined benefit obligation	342.98	401.88	395.28	347.12

Table No. 2.52

Assumptions	Attrition rate		Mortality rate
Sensitivity level	1%	1%	10%
Activity	Increase	Decrease	Increase
Defined benefit obligation	364.88	376.53	370.28

Table No. 2.53

In Rs. Millions

Maturity Profile of defined benefit obligation	Discounted values / Present value	
Particulars	**31-Mar-21**	**31-Mar-20**
Within next 12 months (next annual reporting period)	35.16	36.33
Between 2 and 5 years	92.86	92.88
Between 6 and 10 years	80.22	64.61
More than 10 years	231.26	176.64
Total	**439.50**	**370.46**

Table No. 2.54

34 SHARE BASED PAYMENTS

The Scheme of Arrangement (Demerger) entered into by the Holding Company ("Company") with Polaris Consulting & Services Limited (Demerged Company) with effect from April 1, 2014 provided for the following in respect of Employee Stock Option Schemes;

(i) The Company has adopted three stock option plans (ASOP 2003, ASOP 2004 and ASOP 2011) from Polaris Consulting & Services Limited, as provided in the Scheme of Arrangement.

(ii) Every employee holding an option in the Demerged Company under the stock option plans of the Demerged Company, shall be issued one option in the stock option plans formed by the Resulting Company upon the Scheme coming into effect.

(iii) The exercise price of the options in the Resulting Company shall be adjusted to 28% of the exercise price of the options granted under the Schemes of the Demerged Company.

Apart from the schemes provided under the Demerger arrangement the company has the following Employee stock option schemes:

(i) The Company has formulated two stock option plans (Intellect Stock Option Plan 2015, Intellect Stock Option Plan 2016) of its own.

These plans provide for the granting of stock options to employees including directors of the Company (not being promoter directors and not holding more than 10% of the equity shares of the Company). The objectives of these plans include attracting and retaining the best personnel, providing for additional performance incentives and promoting the success of the Company by providing employees the opportunity to acquire equity shares.

During the year 2017-18, the Company had offered rights issue to its shareholders. Consequent to this corporate action, the market price of the shares reduced from Rs. 130.60 to Rs. 118.20. The ESOP scheme of the Company specifically requires the Compensation/Nomination & Remuneration Committee to make a fair and reasonable adjustment to the option terms in case of corporate action. Considering the above, the Nomination and Remuneration Committee of Intellect on 09th November 2017 has revised/ reduced the exercise prices of outstanding options (both vested and unvested) as on the record date i.e 18th July, 2017 by 15 %. The fair values before and after the modification have remained unchanged and there is no incremental impact in the Income statement. The option plans are summarized below:

The Plan is effective from October 9, 2014 and the Company has received in principle approval from the National Stock Exchange on February 16, 2015 and from the Bombay Stock Exchange on March 3, 2015. The 2003 Plan provides for issuance of 2,603,850 options, convertible to equivalent number of equity shares of Rs 5 each, to the employees including directors of the Company . The options are granted at the market price on the date of the grant. The market price, in accordance with the Securities and Exchange Board of India (Share based employee benefits) Regulations 2014 as amended from time to time, shall be the latest available closing price prior to the date of the meeting of the Board of Directors in which options are granted, on the stock exchange on which the shares of the Company are listed. If the Shares are listed on more than one stock exchange then the stock exchange where there is highest trading volume on the said date shall be considered. The option vests over a period of 5 years from the date of grant in a graded manner, with 20% of the options vesting each year. The exercise period shall commence from the date of vesting and expires within 36 months from the last vesting date.

No compensation cost has been recorded as the scheme terms are fixed and there were no shares vesting after the transition date of April 1, 2015. A summary of the status of the options granted under 2003 plan at March 31, 2020 is presented below:

Particulars	March 31, 2020	
	Number of Shares	**Weighted Average Exercise Price (Rs.)**
Outstanding at the beginning of the year	15,800	37.79
Granted during the year	-	-
Exercised during the year	(9,000)	41.13
Forfeited during the year	-	-
Expired during the year	(6,800)	33.37
Outstanding at the end of the year	-	-
Exercisable at the end of the year	-	-

Table No. 2.55

Particulars	March 31, 2020
Range of exercise price (Rs.)	30.58 - 41.13
Weighted average remaining contractual life (in years)	-
Weighted average fair value of options granted	-
Weighted average market price of shares on the date of exercise(Rs.)	254.68

Table No. 2.56

Associate Stock Option Plan 2004

The Plan is effective from October 9, 2014 and the Company has received in principle approval from the National Stock Exchange and the Bombay Stock Exchange on February 16, 2015. The 2004 Plan provides for issuance of 824,645 options, convertible to equivalent number of equity shares of Rs 5 each, to the employees, including directors. The options are granted at the market price on the date of the grant. The market price, in accordance with the Securities and Exchange Board of India (Share based employee benefits) Regulations 2014 as amended from time to time, shall be the latest available closing price prior to the date of the meeting of the Board of Directors in which options are granted, on the stock exchange on which the shares of the Company are listed. If the Shares are listed on more than one stock exchange then the stock exchange where there is highest trading volume on the said date shall be considered. The option vests over a period of 5 years from the date of grant in a graded manner, with 20% of the options vesting each year. The exercise period shall commence from the date of vesting and expires within 36 months from the last vesting date.

No compensation cost has been recorded as the scheme terms are fixed and there were no shares vesting after the transition date of April 1, 2015. A summary of the status of the options granted under 2004 plan at March 31, 2020 is presented below:

Particulars	March 31, 2020	
	Number of Shares	**Weighted Average Exercise Price (Rs.)**
Outstanding at the beginning of the year	5,000	30.58
Granted during the year	-	-
Exercised during the year	-	-
Forfeited during the year	-	-
Expired during the year	(5,000)	30.58
Outstanding at the end of the year	-	-
Exercisable at the end of the year	-	-

Table No. 2.57

Particulars	March 31, 2020
Range of exercise price (Rs.)	-
Weighted average remaining contractual life (in years)	-
Weighted average fair value of options granted	-
Weighted average market price of shares on the date of exercise(Rs.)	-

Table No. 2.58

Share options modification

The Nomination and remuneration committee (NRCC) at its meeting held at June 9, 2020 and June 17, 2020 decided to modify the options provided to the employees due to significant reduction in current market price of equity shares of the Company. As per decision of NRCC, the employees were given an option to surrender their existing options and avail new options under the new scheme in lieu of surrendered option.

As a result of, associates holding 6,074,840 options under various schemes ASOP 2011, ISOP 2015, ISOP 2016 and ISOP 2018 have voluntarily surrendered their options on May 29, 2020, June 9, 2020, June 17, 2020 and August 7, 2020 and were issued new options in the ratio of 2:1 under Intellect Incentive Plan Scheme 2018 (Restrictive Stock Options) at a exercise price of INR 5. These modification have been approved by the NRCC.

The details of surrendered and reissue options are provided below:

Scheme	Date of reissue	Average Fair Value before modification	Fair Value after modification
ASOP 2011, ISOP 2015, ISOP 2016 and ISOP 2018	29-05-2020	26.77	63.95
ASOP 2011, ISOP 2015, ISOP 2016 and ISOP 2018	09-06-2020	89.03	89.03
ASOP 2011, ISOP 2015 and ISOP 2016	17-06-2020	24.57	92.63
ASOP 2011, ISOP 2015 and ISOP 2016	07-08-2020	85.39	156.68

The Black Scholes valuation model has been used for computing the weighted average fair value the details for which is mentioned under section of RSU 2018 scheme.

Associate Stock Option Plan 2011

The Plan is effective from October 9, 2014 and the Company has received in principle approval from the National Stock Exchange on February 16, 2015 and the Bombay Stock Exchange on February 19, 2015. The 2011 Plan provides for issuance of 4,888,450 options, convertible to equivalent number of equity shares of Rs 5 each, to the employees. The plan shall be administered under 4 different schemes based on the following terms:

Particulars	Swarnam 11	Swarnam 21	Swarnam 31	Swarnam 41
Eligible employees	Senior and Key executives excluding non-executive directors	Members of Business leadership team or equivalent thereof excluding non-executive directors	Associates in the grade of Executive Vice president and above, excluding non executive directors	Non - Executive directors
Maximum number of options grantable	3,648,450 Less: Number of Options granted under Swarnam 21	1,736,000	1,240,000 Less: Number of Options granted under Swarnam 41	200,000

Table No. 2.59

Grant price

Market price upto Rs. 49	Market price	Market price	Market price	Market price
Market price between Rs. 49 - Rs. 140	15% discount on market price. (Subject to being Not lower than Rs 49)	30% discount on market price. (Subject to being Not lower than Rs 49)	50% discount on market price. (Subject to being Not lower than Rs 49)	Market price
Market price greater than Rs.140	10% discount on market price	20% discount on market price	50% discount on market price	Market price

Table No. 2.60

The market price, in accordance with the Securities and Exchange Board of India (Share based employee benefits) Regulations 2014 as amended from time to time, shall be the latest available closing price prior to the date of the meeting of the Board of Directors in which options are granted, on the stock exchange on which the shares of the Company are listed. If the Shares are listed on more than one stock exchange then the stock exchange where there is highest trading volume on the said date shall be considered. The options shall be valued using the fair value model.

The option vests over a period of 5 years from the date of grant in a graded manner, subject to fulfillment of vesting conditions as follows:

Vesting Schedule	Swarnam 11	Swarnam 21	Swarnam 31	Swarnam 41
Service conditions				
At the end of Year 1	10%	0%	0%	20%
At the end of Year 2	15%	0%	0%	20%
At the end of Year 3	20%	33%	33%	20%
At the end of Year 4	25%	33%	33%	20%
At the end of Year 5	30%	34%	34%	20%

Table No. 2.61

Performance conditions

Performance rating	20% of the options granted for each year shall be subject to meeting of minimum specified annual performance rating	20% of the options granted for each year shall be subject to meeting of minimum specified annual performance rating	20% of the options granted for each year shall be subject to meeting of minimum specified annual performance rating	20% of the options granted for each year shall be subject to meeting of minimum specified annual performance rating
Companies target EPS growth	Accelerated vesting of 5%/10% each year, based on Company achieving specified target EPS growth.	Accelerated vesting of 5%/10% each year, based on Company achieving specified target EPS growth.	NA	NA

Table No. 2.62

The exercise period shall commence from the date of vesting and expires within 60 calendar months from the relevant vesting date.

Particulars	March 31, 2021	
	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	3,38,022	39.33
Granted during the year	-	-
Exercised during the year	(107,882)	38.10
Forfeited during the year	-	-
Expired during the year	(14,250)	38.04
Surrender during the year	(17,820)	45.35
Outstanding at the end of the year	198,070	39.38
Exercisable at the end of the year	198,070	39.38

Particulars	March 31, 2021
Range of exercise price (Rs.)	27.30 to 62.35
Weighted average remaining contractual life (in years)	2.50
Weighted average fair value of options granted	-
Weighted average market price of shares on the date of exercise (Rs.)	216.44

Particulars	March 31, 2020	
	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	613,062	39.33
Granted during the year	-	-
Exercised during the year	(195,090)	38.45
Forfeited during the year	(24,500)	48.16
Expired during the year	(55,450)	11.51
Outstanding at the end of the year	338,022	39.06
Exercisable at the end of the year	338,022	39.06

Table No. 2.63

Particulars	March 31, 2020
Range of exercise price (Rs.)	27.30 to 62.35
Weighted average remaining contractual life (in years)	2.50
Weighted average fair value of options granted	-
Weighted average market price of shares on the date of exercise (Rs.)	216.44

Table No. 2.64

Scheme	ASOP 2011				
Grant ID	Swarnam 11	Swarnam 11	Swarnam 11	Swarnam 11	Swarnam 11
Grant date	20-Jan-12	24-Apr-12	24-Jul-12	22-Oct-12	22-Jan-13
Stock Price	134.40	150.75	113.20	126.15	141.95
Stock Price (as at date of revision of Exercise Price)	118.20	118.20	118.20	118.20	118.20
Risk-free interest rate	8.08%	8.47%	8.10%	8.11%	7.90%
Revised Exercise Price	114.24	128.14	96.22	107.23	120.66
Expected life (Years)	3.5 - 7.5	3.5 - 7.5	3.5 - 7.5	3.5 - 7.5	3.5 - 7.5
Expected volatility	59.31%	20.00%	20.00%	20.00%	43.86%
Expected dividend yield	1.54%	0.00%	0.00%	0.00%	2.00%

Table No. 2.65

Scheme	ASOP 2011				
Grant ID	Swarnam 11	Swarnam 11	Swarnam 11	Swarnam 11	Swarnam 11
Grant date	27-Apr-13	30-Jul-13	22-Oct-13	7-Mar-14	10-Mar-14
Stock Price	114.70	109.00	141.25	153.40	143.70
Stock Price (as at date of revision of Exercise Price)	118.20	118.20	118.20	118.20	118.20
Risk-free interest rate	7.59%	8.74%	8.56%	8.93%	8.96%
Revised Exercise Price	97.50	92.65	120.06	130.39	122.15
Expected life (Years)	3.5 - 7.5	3.5 - 7.5	3.5 - 7.5	3.5 - 7.5	3.5 - 7.5
Expected volatility	20.00%	20.00%	20.00%	20.00%	44.67%
Expected dividend yield	0.00%	0.00%	0.00%	0.00%	2.26%

Table No. 2.66

Scheme	ASOP 2011			
Grant ID	Swarnam 21 & 31	Swarnam 21 & 31	Swarnam 11	Swarnam 21 & 31
Grant date	10-Mar-14	30-Apr-14	7-Jan-15	7-Jan-15
Stock Price	143.70	183.55	86.30	86.30
Stock Price (as at date of revision of Exercise Price)	118.20	118.20	118.20	118.20
Risk-free interest rate	9.09%	8.86%	8.07%	8.02%
Revised Exercise Price	122.15	148.75	51.35	51.35
Expected life (Years)	5.5 - 7.5	5.5 - 7.5	3.5 - 7.5	5.5 - 7.5
Expected volatility	20.00%	55.21%	20.00%	20.00%
Expected dividend yield	0.00%	2.407%	0.00%	0.00%

Table No. 2.67

Intellect Stock option Plan 2015

The Shareholders of the Company in the Extraordinary General Meeting held on January 29, 2015 approved the Intellect Stock Option Plan 2015. The 2015 plan provides for issuance of 6,000,000 options convertible into equivalent number of equity shares of Rs 5/- each to employees but shall exclude independent directors, an employee belonging to the promoter group or a director holding more than 10% of the share capital. The tenure of the Scheme is for 12 years from the date of coming into effect and shall be extended by a period of not more than 5 years as the Board of Directors may decide. The Nomination Remuneration and Compensation Committee and the board has decided to amend the Scheme to include Restricted Stock Units (RSU's) to facilitate grant of fresh RSU's in lieu of options voluntarily surrendered as well as for future grants. The Company in its shareholding meeting held on August 21, 2020 have approved the modification the scheme, to include Restrictive stock options in addition to existing options part of scheme. The plan shall be administered under 5 different schemes based on the following terms:

Grant price

	Swarnam 101	Swarnam 201	Swarnam 301	Swarnam 401	Swarnam 501
Market price upto Rs. 49	Market price	Market price	Market price	Market price	Market price
Market price between Rs. 49 - Rs. 140	15% discount on market price. (Subject to being Not lower than Rs 49)	30% discount on market price. (Subject to being Not lower than Rs 49)	50% discount on market price. (Subject to being Not lower than Rs 49)	25% discount on market price. (Subject to being Not lower than Rs 49)	Upto 50% discount on market price. (Subject to being Not lower than Rs 49)
Market price greater than Rs.140	10% discount on market price	20% discount on market price	50% discount on market price	25% discount on market price (Subject to being not lower than Rs. 49)	Upto 50% discount on market price. (Subject to being not lower than Rs. 49)

Table No. 2.68

Grant price of options (RSUs) under Swarnam 601 shall be Rs.5/- per option.

The market price, in accordance with the Securities and Exchange Board of India (Share based employee benefits) Regulations 2014 as amended from time to time, shall be the latest available closing price prior to the date of the meeting of the Board of Directors in which options are granted, on the stock exchange on which the shares of the Company are listed. If the Shares are listed on more than one stock exchange then the stock exchange where there is highest trading volume on the said date shall be considered. The options shall be valued using the fair value model.

The option vests over a period of 5 years from the date of grant in a graded manner, subject to fulfillment of vesting conditions as follows:

Particulars	Swarnam 101	Swarnam 201	Swarnam 301	Swarnam 401	Swarnam 501
Service conditions					
At the end of year 1	10%	0%	0%	0%	0%
At the end of year 2	15%	0%	0%	0%	0%
At the end of year 3	20%	33%	33%	33%	33%
At the end of year 4	25%	33%	33%	33%	33%
At the end of year 5	30%	34%	34%	34%	34%

Table No. 2.69

The vesting schedule for Swarnam 601 shall be decided by Nomination Remuneration and Compensation Committee subject to a maximum vesting period of 5 years.

Performance Conditions

Performance rating	20% of the options granted for each year shall be subject to meeting of minimum specified annual performance rating.
Company's target EPS growth	Accelerated vesting of 5%/10% each year, based on Company achieving specified target EPS growth

Table No. 2.70

The exercise period shall commence from the date of vesting and expires within 60 calendar months from the relevant vesting date.

A summary of the status of the options granted under 2015 plan at March 31, 2021 is presented below:

Particulars	March 31, 2021	
	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	4,855,795	131.56
Granted during the year	664,000	94.60
Exercised during the year	(361,050)	103.31
Forfeited during the year	(284,000)	138.20
Expired during the year	(209,400)	147.93
Surrender during the year	(2,789,020)	133.43
Outstanding at the end of the year	1,876,325	118.09
Exercisable at the end of the year	867,575	125.49

Table No. 2.71

Particulars	March 31, 2021
Range of exercise price	5 to 344.95
Weighted average remaining contractual life (in years)	5.26
Weighted average fair value of options granted	267.19
Weighted average market price of shares on the date of exercise	396.39

Table No. 2.72

Particulars	March 31, 2020	
	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	5,028,770	123.12
Granted during the year	710,000	178.35
Exercised during the year	(312,825)	92.00
Forfeited during the year	(416,050)	135.87
Expired during the year	(154,100)	139.04
Outstanding at the end of the year	4,855,795	131.56
Exercisable at the end of the year	2,269,675	120.67

Table No. 2.73

Particulars	March 31, 2020
Range of exercise price (Rs)	77.18 to 238.59
Weighted average remaining contractual life (in years)	5.29
Weighted average fair value of options granted	114.25
Weighted average market price of shares on the date of exercise	198.86

Table No. 2.74

The fair value of options was estimated at the date of grant using the Black Scholes Model with the following assumptions:

Grants made for the year ended March 31, 2021

Date of Grant: 31/Oct/2020	31-Oct-2021	31-Oct-2022	31-Oct-2023	31-Oct-2024
Market Price (Rupees)	238.7	238.7	238.7	238.7
Expected Life (In Years)	3.50	4.50	5.51	6.51
Volatility (%)	53.09	51.74	53.26	54.76
Riskfree Rate (%)	4.82	5.17	5.45	5.69
Exercise Price (Rupees)	5.00	5.00	5.00	5.00
Dividend yield (%)	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	234.48	234.74	235.00	235.26
Vest Percent (%)	10.00	15.00	20.00	25.00
Option Fair Value (Rupees)		**234.87**		

Table No. 2.75

Type 4 - Date of Grant: 02/Feb/2021	02-Feb-2022	02-Feb-2023	02-Feb-2024	02-Feb-2025	02-Feb-2026
Market Price (Rupees)	344.95	344.95	344.95	344.95	344.95
Expected Life	3.50	4.50	5.51	6.51	7.51
Volatility (%)	52.22	51.1	52.22	53.66	53.66
Riskfree Rate (%)	5.08	5.43	5.72	5.95	6.15
Exercise Price (Rupees)	5.00	5.00	5.00	5.00	5.00
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**340.76**	**341.03**	**341.3**	**341.56**	**341.81**
Vest Percent (%)	20.00	20.00	20.00	20.00	20.00
Option Fair Value (Rupees)			**341.29**		

Table No. 2.76

Type 3 - Date of Grant: 02/Feb/2021	02-Feb-2022	02-Feb-2023	02-Feb-2024	02-Feb-2025
Market Price (Rupees)	344.95	344.95	344.95	344.95
Expected Life	3.50	4.50	5.51	6.51
Volatility (%)	52.22	51.1	52.22	53.66
Riskfree Rate (%)	5.08	5.43	5.72	5.95
Exercise Price (Rupees)	5.00	5.00	5.00	5.00
Dividend yield (%)	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	340.76	341.03	341.3	341.56
Vest Percent (%)	20.00	20.00	20.00	20.00
Option Fair Value (Rupees)		**341.16**		

Table No. 2.77

ISOP 2015 - SWARNAM 101

Type 1 - Date of Grant: 02/Feb/2021	02-Feb-2022	02-Feb-2023	02-Feb-2024	02-Feb-2025	02-Feb-2026
Market Price (Rupees)	344.95	344.95	344.95	344.95	344.95
Expected Life	3.50	4.50	5.51	6.51	7.51
Volatility (%)	52.22	51.1	52.22	53.66	53.66
Riskfree Rate (%)	5.08	5.43	5.72	5.95	6.15
Exercise Price (Rupees)	344.95	344.95	344.95	344.95	344.95
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	148.65	167.05	187.8	206.91	221.03
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Option Fair Value (Rupees)			**195.52**		

Table No. 2.78

Type 2 - Date of Grant: 02/Feb/2021	02-Feb-2022	02-Feb-2023	02-Feb-2024	02-Feb-2025
Market Price (Rupees)	344.95	344.95	344.95	344.95
Expected Life	3.50	4.50	5.51	6.51
Volatility (%)	52.22	51.1	52.22	53.66
Riskfree Rate (%)	5.08	5.43	5.72	5.95
Exercise Price (Rupees)	344.95	344.95	344.95	344.95
Dividend yield (%)	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	148.65	167.05	187.8	206.91
Vest Percent (%)	25.00	25.00	25.00	25.00
Option Fair Value (Rupees)		**177.6**		

Table No. 2.79

Granted for the year ended March 31, 2020

SWARNAM 101- ISOP 2015

Date of Grant: 24/Feb/2020	24-Feb-2021	24-Feb-2022	24-Feb-2023	24-Feb-2024	24-Feb-2025
Market Price (Rupees)	142.45	142.45	142.45	142.45	142.45
Expected Life (In Years)	3.51	4.51	5.51	6.51	7.51
Volatility (%)	48.80	49.80	52.66	52.66	52.66
Riskfree Rate (%)	5.83	6.01	6.16	6.29	6.39
Exercise Price (Rupees)	142.45	142.45	142.45	142.45	142.45
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**59.79**	**69.00**	**78.86**	**85.28**	**90.93**
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Option Fair Value (Rupees)			**80.70**		

Table No. 2.80

SWARNAM 101- ISOP 2015

Date of Grant: 02/August/2019	02-Aug-2020	02-Aug-2021	02-Aug-2022	02-Aug-2023	02-Aug-2024
Market Price (Rupees)	225.10	225.10	225.10	225.10	225.10
Expected Life (In Years)	3.51	4.51	5.51	6.51	7.51
Volatility (%)	48.7	51.9	53.35	53.35	53.35
Riskfree Rate (%)	6.03	6.16	6.28	6.37	6.46
Exercise Price (Rupees)	202.59	202.59	202.59	202.59	202.59
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**102.77**	**119.24**	**132.00**	**141.49**	**149.87**
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Option Fair Value (Rupees)			**134.90**		

Table No. 2.81

SWARNAM 101- ISOP 2015

Date of Grant: 22/June/2019	21-Jun-2020	21-Jun-2021	21-Jun-2022	21-Jun-2023	21-Jun-2024
Market Price (Rupees)	265.10	265.10	265.10	265.10	265.10
Expected Life (In Years)	3.51	4.51	5.51	6.51	7.51
Volatility (%)	49.77	53.80	53.80	53.80	53.80
Riskfree Rate (%)	6.43	6.57	6.69	6.78	6.86
Exercise Price (Rupees)	238.59	238.59	238.59	238.59	238.59
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**123.79**	**144.62**	**157.64**	**168.91**	**178.81**
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Option Fair Value (Rupees)			**161.47**		

Table No. 2.82

SWARNAM 101- ISOP 2015

Date of Grant: 02/May/2019	02-May-2020	02-May-2021	02-May-2022	02-May-2023	02-May-2024
Market Price (Rupees)	227.30	227.30	227.30	227.30	227.30
Expected Life (In Years)	3.51	4.51	5.51	6.51	7.51
Volatility (%)	50.82	54.36	54.36	54.36	54.36
Riskfree Rate (%)	6.99	7.12	7.23	7.33	7.51
Exercise Price (Rupees)	204.57	204.57	204.57	204.57	204.57
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**108.85**	**126.25**	**137.53**	**147.33**	**155.88**
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Option Fair Value (Rupees)			**140.93**		

Table No. 2.83

The expected life of stock is based on historical data and current expectation and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may also not necessarily be the actual outcome.

Intellect Stock option Plan 2016

The Shareholders of the Company in the Extraordinary General Meeting held on May 03, 2016 approved Intellect Stock Option Plan 2016. The 2016 plan provides for issuance of 4,000,000 options convertible into equivalent number of equity shares of Rs 5/- each to employees but shall exclude independent directors, an employee belonging to the promoter group or a director holding more than 10% of the share capital. The tenure of the Scheme is for 12 years from the date of coming into effect and shall be extended by a period of not more than 5 years as the Board of Directors may decide. The Nomination Remuneration and Compensation Committee and the board has decided to amend the Scheme to include Restricted Stock Units (RSU's) to facilitate grant of fresh RSU's in lieu of options voluntarily surrendered as well as for future grants. The Company in its shareholding meeting held on August 21, 2020 have approved the modification the scheme, to include Restrictive stock options in addition to existing options part of scheme. A summary of the status of the options granted under 2016 plan at March 31, 2021 is presented as below:

Grant price

	Swarnam 101	Swarnam 201	Swarnam 301	Swarnam 401	Swarnam 501
Market price upto Rs. 49	Market price	Market price	Market price	Market price	Market price
Market price between Rs. 49 - Rs. 140	10% discount on market price. (Subject to being Not lower than Rs 49)	20% discount on market price. (Subject to being Not lower than Rs 49)	50% discount on market price. (Subject to being Not lower than Rs 49)	25% discount on market price. (Subject to being Not lower than Rs 49)	Upto 50% discount on market price. (Subject to being Not lower than Rs 49)
Market price greater than Rs.140	15% discount on market price	30% discount on market price	50% discount on market price	25% discount on market price (Subject to being not lower than Rs. 49)	Upto 50% discount on market price. (Subject to being not lower than Rs. 49)

Grant price of options (RSUs) under Swarnam 601 shall be Rs.5/- per option

The market price, in accordance with the Securities and Exchange Board of India (Share based employee benefits) Regulations 2014 as amended from time to time, shall be the latest available closing price prior to the date of the meeting of the Board of Directors in which options are granted, on the stock exchange on which the shares of the Company are listed. If the Shares are listed on more than one stock exchange then the stock exchange where there is highest trading volume on the said date shall be considered. The options shall be valued using the fair value model.

Service conditions

The option vests over a period of 3-5 years from the date of grant in a graded manner, subject to fulfillment of vesting conditions as follows:

Particulars	Swarnam 201 - 501	Swarnam 101
Service conditions		
At the end of year 1	33%	10.00%
At the end of year 2	33%	15.00%
At the end of year 3	34%	20.00%
At the end of year 4	-	25.00%
At the end of year 5	-	30.00%

Table No. 2.84

The vesting schedule for Swarnam 601 shall be decided by Nomination Remuneration and Compensation Committee subject to a maximum vesting period of 5 years.

Performance Conditions

Performance rating	20% of the options granted for each year shall be subject to meeting of minimum specified annual performance rating.
Company's target EPS growth	Accelerated vesting of 5%/10% each year, based on Company achieving specified target EPS growth

Table No. 2.85

The fair value of options was estimated at the date of grant using the Black Scholes Model with the following assumptions:

Particulars	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	3,664,250	149.38
Granted during the year	-	-
Exercised during the year	(129,700)	94.67
Forfeited during the year	(351,300)	170.57
Expired during the year	(85,800)	136.97
Surrender during the year	(2,673,000)	151.36
Outstanding at the end of the year	424,450	145.30
Exercisable at the end of the year	131,950	125.77

Table No. 2.86

Particulars	March 31, 2021
Range of exercise price (Rs.)	83.09 to 225.34
Weighted average remaining contractual life (in years)	5.99
Weighted average fair value of options granted	-
Weighted average market price of shares on the date of exercise(Rs.)	253.24

Table No. 2.87

Particulars	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	3,126,200	131.58
Granted during the year	1,267,000	185.93
Exercised during the year	(47,000)	96.62
Forfeited during the year	(664,000)	139.27
Expired during the year	(17,950)	132.94
Outstanding at the end of the year	3,664,250	149.38
Exercisable at the end of the year	578,850	113.67

Table No. 2.88

Particulars	March 31, 2020
Range of exercise price (Rs.)	83.09 to 225.34
Weighted average remaining contractual life (in years)	6.82
Weighted average fair value of options granted	133.18
Weighted average market price of shares on the date of exercise(Rs.)	211.09

Table No. 2.89

Granted for the year ended March 31, 2020

SWARNAM 101- ISOP 2016

Date of Grant: 24/Feb/2020	24-Feb-2021	24-Feb-2022	24-Feb-2023	24-Feb-2024	24-Feb-2025
Market Price (Rupees)	142.45	142.45	142.45	142.45	142.45
Expected Life (In Years)	3.51	4.51	5.51	6.51	7.51
Volatility (%)	48.80	49.80	52.66	52.66	52.66
Riskfree Rate (%)	5.83	6.01	6.16	6.29	6.39
Exercise Price (Rupees)	142.45	142.45	142.45	142.45	142.45
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**59.79**	**69.00**	**78.86**	**85.28**	**90.93**
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Option Fair Value (Rupees)			**80.70**		

Table No. 2.90

SWARNAM 101- ISOP 2016

Date of Grant: 02/August/2019	02-Aug-2020	02-Aug-2021	02-Aug-2022	02-Aug-2023	02-Aug-2024
Market Price (Rupees)	225.10	225.10	225.10	225.10	225.10
Expected Life (In Years)	3.51	4.51	5.51	6.51	7.51
Volatility (%)	48.7	51.9	53.35	53.35	53.35
Riskfree Rate (%)	6.03	6.16	6.28	6.37	6.46
Exercise Price (Rupees)	191.34	191.34	191.34	191.34	191.34
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**107.04**	**122.9**	**135.22**	**144.39**	**152.5**
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Option Fair Value (Rupees)			**138.03**		

Table No. 2.91

SWARNAM 101- ISOP 2016

Date of Grant: 22/June/2019	21-Jun-2020	21-Jun-2021	21-Jun-2022	21-Jun-2023	21-Jun-2024
Market Price (Rupees)	265.10	265.10	265.10	265.10	265.10
Expected Life (In Years)	3.51	4.51	5.51	6.51	7.51
Volatility (%)	49.77	53.80	53.80	53.80	53.80
Riskfree Rate (%)	6.43	6.57	6.69	6.78	6.86
Exercise Price (Rupees)	225.34	225.34	225.34	225.34	225.34
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**128.74**	**148.79**	**161.37**	**172.27**	**181.84**
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Option Fair Value (Rupees)			**165.08**		

Table No. 2.92

SWARNAM 101- ISOP 2016

Date of Grant: 02/May/2019	02-May-2020	02-May-2021	02-May-2022	02-May-2023	02-May-2024
Market Price (Rupees)	227.30	227.30	227.30	227.30	227.30
Expected Life (In Years)	3.51	4.51	5.51	6.51	7.51
Volatility (%)	50.82	54.36	54.36	54.36	54.36
Riskfree Rate (%)	6.99	7.12	7.23	7.33	7.41
Exercise Price (Rupees)	193.21	193.21	193.21	193.21	193.21
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**113.02**	**129.77**	**140.68**	**150.16**	**158.42**
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Option Fair Value (Rupees)			**143.97**		

Table No. 2.93

Intellect Incentive Plan Scheme 2018

The Shareholders of the Company in the Annual General Meeting held on August 23, 2018 approved Intellect Incentive Plan Scheme 2018. The 2018 plan provides for issuance of 6,250,000 options through Restrictive Stock Units (RSU's) 2018 and ISOP 2018 in total convertible into equivalent number of equity shares of Rs. 5/- each to employees but shall exclude independent directors, an employee belonging to the promoter group or a director holding more than 10% of the share capital. The tenure of the scheme for RSU 2018 it shall continue to be in force until (i) its termination by the Company as per provisions of Applicable Laws, or (ii) the date on which all of the Restricted Stock Units available for issuance under the RSU 2018 / Stock Options 2018 have been issued and exercised, whichever is earlier and for ISOP 2018 is 12 years from the date of the Scheme coming to force. The scheme shall be extended by a period of not more than 5 years as the Board of Directors may decide. Nomination and remuneration committee (NRCC) in its meeting held of June 15, 2020 has decided to make the total options fungible between RSU and ISOP 2018. A summary of the status of the options granted under Intellect Incentive Plan scheme 2018 at March 31, 2021 is presented below:-

RSU 2018

Particulars	March 31, 2021	
	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	235,638	5.00
Granted during the year (including ESOP issued in lieu of surrendered options)	6,598,550	5.00
Exercised during the year	(37,101)	5.00
Forfeited during the year	(808,900)	5.00
Expired during the year	-	-
Outstanding at the end of the year	5,988,187	5.00
Exercisable at the end of the year	126,109	5.00

Table No. 2.94

Particulars	March 31, 2021
Range of exercise price (Rs.)	5.00
Weighted average remaining contractual life (in years)	6.66
Weighted average fair value of options granted	98.87
Weighted average market price of shares on the date of exercise(Rs.)	272.57

Table No. 2.95

RSU 2018

Particulars	March 31, 2020	
	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	-	-
Granted during the year	242,688	5.00
Exercised during the year	-	-
Forfeited during the year	(7,050)	5.00
Expired during the year	-	-
Outstanding at the end of the year	235,638	5.00
Exercisable at the end of the year	-	-

Table No. 2.96

Particulars	March 31, 2020
Range of exercise price (Rs.)	5.00
Weighted average remaining contractual life (in years)	5.98
Weighted average fair value of options granted	207.00
Weighted average market price of shares on the date of exercise(Rs.)	-

Table No. 2.97

Service conditions

Particulars	Type 1	Type 2
Service conditions		
At the end of year 1	100%	33.00%
At the end of year 2	-	33.00%
At the end of year 3	-	34.00%

Table No. 2.98

The fair value of options was estimated at the date of grant using the Black Scholes Model with the following assumptions:

Granted for the year ended March 31, 2021

RSU 2018

Type 3 - Date of Grant - 29/May/2020	29-May-2021	29-May-2022	29-May-2023	29-May-2024
Market Price (Rupees)	67.7	67.7	67.70	67.70
Expected Life	3.50	4.50	5.51	6.51
Volatility (%)	52.25	51.62	54.63	54.63
Riskfree Rate (%)	5.02	5.37	5.65	5.86
Exercise Price (Rupees)	5.00	5.00	5.00	5.00
Dividend yield (%)	-	-	-	-
Fair Value per vest (Rupees)	**63.52**	**63.8**	**64.10**	**64.39**
Vest Percent (%)	25.00	25.00	25.00	25.00
Option Fair Value (Rupees)		**63.95**		

Table No. 2.99

Type 3 - Date of Grant - 09/Jun/2020	09-Jun-2021	09-Jun-2022	09-Jun-2023	09-Jun-2024
Market Price (Rupees)	92.8	92.8	92.80	92.80
Expected Life	3.50	4.50	5.51	6.51
Volatility (%)	52.09	52	54.94	54.94
Riskfree Rate (%)	5.02	5.38	5.65	5.87
Exercise Price (Rupees)	5.00	5.00	5.00	5.00
Dividend yield (%)	-	-	-	-
Fair Value per vest (Rupees)	**88.61**	**88.89**	**89.18**	**89.45**
Vest Percent (%)	25.00	25.00	25.00	25.00
Option Fair Value (Rupees)		**89.03**		

Table No. 2.100

Type 3 - Date of Grant - 17/Jun/2020	17-Jun-2021	17-Jun-2022	17-Jun-2023	17-Jun-2024
Market Price (Rupees)	96.4	96.4	96.40	96.40
Expected Life	3.50	4.50	5.51	6.51
Volatility (%)	52.48	52.36	55.14	55.14
Riskfree Rate (%)	5.01	5.38	5.66	5.89
Exercise Price (Rupees)	5.00	5.00	5.00	5.00
Dividend yield (%)	-	-	-	-
Fair Value per vest (Rupees)	**92.21**	**92.49**	**92.78**	**93.05**
Vest Percent (%)	25.00	25.00	25.00	25.00
Option Fair Value (Rupees)		**92.63**		

Table No. 2.101

Type 3 - Date of Grant - 05/Aug/2020	05-Aug-2021	05-Aug-2022	05-Aug-2023	05-Aug-2024
Market Price (Rupees)	160.9	160.9	160.90	160.90
Expected Life	3.50	4.50	5.51	6.51
Volatility (%)	53.01	52.22	53.96	55.22
Riskfree Rate (%)	4.83	5.17	5.45	5.68
Exercise Price (Rupees)	5.00	5.00	5.00	5.00
Dividend yield (%)	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**156.68**	**156.94**	**157.21**	**157.47**
Vest Percent (%)	25.00	25.00	25.00	25.00
Option Fair Value (Rupees)		**157.08**		

Table No. 2.102

Granted for the year ended March 31, 2020

Type 1	Date of Grant: 22/June/2019 & Vesting - 21/June 2020	Date of Grant: 2/August/2019 & Vesting - 2/August/2020
Market Price (Rupees)	265.10	225.10
Expected Life	3.51	3.51
Volatility (%)	49.77	48.70
Risk-free Rate (%)	6.43	6.03
Exercise Price (Rupees)	5.00	5.00
Dividend yield (%)	-	-
Fair Value per vest (Rupees)	261.11	221.05
Vest Percent (%)	100.00	100.00
Option Fair Value (Rupees)	**261.11**	**221.05**

Table No. 2.103

Type 2 - Date of Grant - 24/Feb/2020	24-Feb-2021	24-Feb-2022	24-Feb-2023
Market Price (Rupees)	142.45	142.45	142.45
Expected Life	3.51	4.51	5.51
Volatility (%)	48.80	49.80	52.66
Risk-free Rate (%)	5.83	6.01	6.16
Exercise Price (Rupees)	5.00	5.00	5.00
Dividend yield (%)	-	-	-
Fair Value per vest (Rupees)	138.38	138.64	138.90
Vest Percent (%)	33.33	33.33	33.34
Option Fair Value (Rupees)		**261.11**	

Table No. 2.104

ISOP 2018

Particulars	March 31, 2021	
	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	-	
Granted during the year	595,000	173.95
Exercised during the year	-	-
Forfeited during the year	-	-
Expired during the year	-	-
Outstanding at the end of the year	(595,000)	173.95
Exercisable at the end of the year	-	-

Table No. 2.105

Particulars	March 31, 2021
Range of exercise price (Rs.)	-
Weighted average remaining contractual life (in years)	-
Weighted average fair value of options granted	-
Weighted average market price of shares on the date of exercise(Rs.)	-

Table No. 2.106

Particulars	March 31, 2020	
	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	-	
Granted during the year	595,000	173.95
Exercised during the year	-	-
Forfeited during the year	-	-
Expired during the year	-	-
Outstanding at the end of the year	595,000	173.95
Exercisable at the end of the year	-	-

Table No. 2.107

Particulars	March 31, 2020
Range of exercise price (Rs.)	142.45 -193.21
Weighted average remaining contractual life (in years)	7.86
Weighted average fair value of options granted	120.05
Weighted average market price of shares on the date of exercise(Rs.)	-

Table No. 2.108

Grant price

	Swarnam 101	Swarnam 201	Swarnam 301	Swarnam 401	Swarnam 501
Market price upto Rs. 49	Market price	Market price	Market price	Market price	Market price
Market price between Rs. 49 - Rs. 140	10% discount on market price. (Subject to being Not lower than Rs 49)	20% discount on market price. (Subject to being Not lower than Rs 49)	50% discount on market price. (Subject to being Not lower than Rs 49)	25% discount on market price. (Subject to being Not lower than Rs 49)	Upto 50% discount on market price. (Subject to being Not lower than Rs 49)
Market price greater than Rs.140	15% discount on market price	30% discount on market price	50% discount on market price	25% discount on market price (Subject to being not lower than Rs. 49)	Upto 50% discount on market price. (Subject to being not lower than Rs. 49)

The market price, in accordance with the Securities and Exchange Board of India (Share based employee benefits) Regulations 2014 as amended from time to time, shall be the latest available closing price prior to the date of the meeting of the Board of Directors in which options are granted, on the stock exchange on which the shares of the Company are listed. If the Shares are listed on more than one stock exchange then the stock exchange where there is highest trading volume on the said date shall be considered. The options shall be valued using the fair value model.

Service conditions

Particulars	Swarnam 101	Swarnam 201- 501
Service conditions		
At the end of year 1	10%	0%
At the end of year 2	15%	0%
At the end of year 3	20%	33%
At the end of year 4	25%	33%
At the end of year 5	30%	34%

Performance Conditions

Performance rating	20% of the options granted for each year shall be subject to meeting of minimum specified annual performance rating.
Company's target EPS growth	Accelerated vesting of 5%/10% each year, based on Company achieving specified target EPS growth

Table No. 2.109

The fair value of options was estimated at the date of grant using the Black Scholes Model with the following assumptions:

Granted for the year ended March 31, 2020

SWARNAM 501- ISOP 2018

Date of Grant: 24/Feb/2020	24-Feb-2021	24-Feb-2022	24-Feb-2023	24-Feb-2024	24-Feb-2025
Market Price (Rs.)	142.45	142.45	142.45	142.45	142.45
Expected Life (In Years)	3.51	4.51	5.51	6.51	7.51
Volatility (%)	48.80	49.80	52.66	52.66	52.66
Riskfree Rate (%)	5.83	6.01	6.16	6.29	6.39
Exercise Price (Rs.)	142.45	142.45	142.45	142.45	142.45
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rs.)	59.79	69.00	78.86	85.28	90.93
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Options Fair Value (Rs.)			**80.70**		

Table No. 2.110

Date of Grant: 02/May/2019	02-May-2020	02-May-2021	02-May-2022	02-May-2023	02-May-2024
Market Price (Rs.)	227.30	227.30	227.30	227.30	227.30
Expected Life (In Years)	3.51	4.51	5.51	6.51	7.51
Volatility (%)	50.82	54.36	54.36	54.36	54.36
Riskfree Rate (%)	6.99	7.12	7.23	7.33	7.41
Exercise Price (Rs.)	193.21	193.21	193.21	193.21	193.21
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rs.)	**113.02**	**129.77**	**140.68**	**150.16**	**158.42**
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Options Fair Value (Rs.)			**143.97**		

Table No. 2.111

SWARNAM 501- ISOP 2018

Date of Grant: 02/August/2019	02-Aug-2020	02-Aug-2021	02-Aug-2022	02-Aug-2023	02-Aug-2024
Market Price (Rs.)	225.10	225.10	225.10	225.10	225.10
Expected Life (In Years)	3.51	4.51	5.51	6.51	7.51
Volatility (%)	48.7	51.9	53.35	53.35	53.35
Riskfree Rate (%)	6.03	6.16	6.28	6.37	6.46
Exercise Price (Rs.)	191.34	191.34	191.34	191.34	191.34
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rs.)	107.04	122.9	135.22	144.39	152.5
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Options Fair Value (Rs.)			**144.12**		

Table No. 2.112

35. Related party transactions

List of related parties

(a) Associates

1. NMS Works Software Private Limited, India ('NMS')
2. Adrenalin eSystems Limited, India ('Adrenalin eSystems')

(b) Enterprises that directly or indirectly through one or more intermediaries, over which Key Management Personnel is able to exercise significant influence, "Others"

1.Polaris Banyan Holding Private Ltd, India ('Polaris Banyan')
2.Maveric Systems Limited
3.School Of Design Thinking Private Limited
4.Intellect Design Group gratuity trust

(c) Key managerial personnel

1. Mr. Arun Jain, Managing Director
2. Mr.Venkateswarlu Saranu, Chief Financial Officer
3. Mr. Naresh VV, Company Secretary
4. Mr. Anil Kumar Verma, Whole time director
5. Mr. Arun Shekhar Aran, Independent Director and Audit Committee Chairman
6. Mr. Abhay Anant Gupte, Independent Director(appointed w.e.f June 15, 2020)
7. Mrs.Vijaya Sampath, Independent Director
8. Mrs. Aruna Krishnamurthy Rao, Independent Director (upto w.e.f August 20, 2020)
9. Mr. Andrew Ralph England, Director

In Rs. Millions

Particulars	Others	
	April 1, 2020 to March 31, 2021	**April 1, 2019 to March 31, 2020**
TRANSACTIONS DURING THE YEAR		
Rental expenses		
Polaris Banyan Holding Limited	3.65	4.50
Rental income		
School Of Design Thinking Private Limited	0.10	-
Software development expenses		
Maveric Systems Limited	0.46	17.32
Contributions		
Intellect Design Group gratuity trust	30.00	30.00
Particulars	**Key Management Personnel**	
	April 1, 2020 to March 31, 2021	**April 1, 2019 to March 31, 2020**
Remuneration to Key Managerial Personnel**		
Remuneration & Other Benefits	45.76	69.48
Sitting fees paid to Directors	4.85	5.30
	50.61	**74.78**

** The remuneration to the key management personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the group as a whole and cost accrued for share based payments options provided to KMP.

Particulars	Associates & Joint venture April 1, 2020 to March 31, 2021	Associates & Joint venture April 1, 2019 to March 31, 2020
Software development expenses		
Adrenalin eSystems	4.31	7.12
	4.31	**7.12**
Reimbursement of expenses to the Group		
Adrenalin eSystems	14.74	17.47

BALANCE DUE FROM/TO RELATED PARTIES	Others	
Security Deposit for Rental Premises		
Polaris Banyan Holding Limited	2.94	2.94
Trade Payables		
Maveric Systems Limited	-	1.94
Polaris Banyan Holding Limited	0.45	-
	Associates & Joint venture	
Adrenalin eSystems	-	7.32
Short Term Loans and Advances		
Adrenalin eSystems	45.66	80.82
	KMP	
Remuneration Payable		
Remuneration & Other Benefits	16.37	19.28

Table No. 2.113

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 free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended March 31, 2021 the Group has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2020: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

36 CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

(i) Capital commitment:

Contracts yet to be executed on capital account (net of advances) Rs. 4.51 million (March 31, 2020: Rs.12.51 million).

(ii) Other Commitment:

Bank guarantees in the nature of Financial guarantees (backed up by Fixed deposits) as at March 31, 2021 amounting to Rs.530.94 million (March 31, 2020 : Rs 437.45 millions)

(iii) Claims against the Group, not acknowledged as debt includes:

a) Future cash outflows in respect of matters considered disputed are determinable only on receipt of judgments / decisions pending at various forums/authorities. The management does not expect these claims to succeed and accordingly, no provision for the contingent liability has been recognized in the financial statements.

The Group's pending litigations comprise of proceedings pending with tax authorities. The Group has reviewed all the proceedings and has adequately provided for where provisions are required and disclosed contingent liabilities where applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a material adverse effect on the financial statements.

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Demand from Indian income tax authorities	78.00	72.35
Sales Tax demand from Commercial Tax Officer, Chennai (a deposit of Rs. 0.79 Million is paid against the same)	7.72	7.72

Table No. 2.114

The Group is contesting the demands raised by the respective tax authorities, and the management, based on internal assessment and per its tax advisors, believe that its position will likely be upheld in the appellate process and ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and results of operations.

b) During the year 2017, the Group has entered into a sub contract arrangement with Ms Nextender ('Claimant') for execution of a contract. Subsequently, in February 2019, the Group has scoped out the work of Nextender to a third party service providers due to various service quality issues raised by the customer. Claimant has filed Statement of Claim with the Arbitral Tribunal India claiming specific performance of sub-contract arrangements or for an alternate compensation for material breach of terms of contract. The Group has filed its response with the Arbitral Tribunal and pending hearning. The case outstanding is in ordinary course of business. The Group does not expect these proceedings to result in liabilities that have a material effect on the Group's financial position.

c) The honorable Supreme Court of India had passed judgement on February 28, 2019 that all allowances paid to employees are to be considered for the purpose of Provident fund wages determination. There are numerous interpretative issues relating to the above judgement. As a matter of caution, the Group has made a provision on a prospective basis from the date of Supreme Court order. The Group will update its provision, on receiving further clarity on the subject.

37 GOODWILL ON CONSOLIDATION

Goodwill on consolidation represents the excess purchase consideration paid over net asset value of acquired subsidiaries on the date of such acquisition. Such Goodwill is tested for impairment annually or more frequently, if there are indications for impairment. The management does not foresee any risk of impairment on the carrying value of Goodwill as at March 31, 2021.

Goodwill on consolidation as at March 31, 2021 stood at Rs. 293.80 Million (March 31, 2020 Rs. 304.09 Million). On acquistion of Intellect Design Arena INC, USA and the details of the same are given below:

a. The group acquired the entire interest in Intellect Design Arena INC,USA, a US based Insurance technology provider with effect from October 01, 2008. The excess of purchase consideration paid over the net assets of Intellect Design Arena INC, USA. to the extent of Rs. 293.80 million (March 31, 2020 Rs. 304.09 million) is recognised as Goodwill.

38 FAIR VALUE

Set out below, is a comparison by class of the carrying amounts and fair value of the Group's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values. The management assessed that the cash and cash equivalents, trade receivables, trade payables, fixed deposits, bank overdrafts and other payables approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The method and assumptions used to estimate the fair values is the fair values of financial instruments traded in active markets are based on quoted market prices at the balance sheet date.

In Rs. Millions

Particulars	Carrying value		Fair value	
	31-Mar-21	31-Mar-20	31-Mar-21	31-Mar-20
Financial assets				
Investments in Mutual Funds (Refer note 10(a))	962.90	165.72	962.90	165.72
Financial Liability				
Derivative Financial Instruments - Foreign exchange forward contracts receivable / (payable)				
- Current Refer Note 10(f) (Mar 2020 Refer Note 19(e))	109.99	(162.76)	-	(162.76)
- Non current Refer Note 6(d) (Mar 2020 Refer Note 16)	75.52	(179.18)	-	(179.18)

Table No. 2.115

39 FAIR VALUE HIERARCHY

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2021 & March 31, 2020

In Rs. Millions

Particulars	Date of valuation	Fair value measurement using		
		Level 1	Level 2	Level 3
Assets measured at fair value:				
Investment in Quoted Mutual Funds	March 31, 2021	962.90	-	-
	March 31, 2020	165.72	-	-
Liabilities measured at fair value:				
Derivative financial instruments - Forward Contracts	March 31, 2021	-	185.51	-
	March 31, 2020	-	(341.94)	-

Table No. 2.116

Level 1 - Quoted price (unadjusted) in active markets for identical assets or liabilities

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

There has been no transfer between level 1 and level 2 during the year ended March 31, 2021 and March 31, 2020

40 HEDGING OF FOREIGN CURRENCY EXPOSURES

The Group uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to forecasted transactions. The Group does not use forward contracts for speculative purposes. The following are the outstanding Forward Exchange Contracts entered into by the Group as at year ends including forward cover taken for forecasted revenue receivable transactions:

In Rs. Millions

Particulars	March 31, 2021		March 31, 2020	
	Assets	Liabilities	Assets	Liabilities
Derivative Financial Instruments - Foreign exchange forward contracts	185.51	-	-	(341.94)
Total	**185.51**	**-**	**-**	**(341.94)**

Table No. 2.117

March 31, 2021

Foreign Exchange risk on Cash flow hedge	Nominal value of Hedging Instruments (No. of Contracts)		Carrying value of Hedging Instruments (In INR Millions)		Maturity date
	Asset	Liability	Asset	Liability	
Foreign Currency forward contracts	-	91	-	7,421.32	30-04-2020 to 28-02-2023

Table No. 2.118

Hedge ratio	Weighted Average Rate	Changes in Fair value in Hedging instruments (in Millions INR)	Changes in value of Hedged Item used as basis for recognizing hedge effectiveness (in Millions INR)
1:1	1 USD =79.98 INR 1 GBP = 1.34 USD	527.45	(527.45)

Table No. 2.119

Cash Flow Hedge	Change in value of Hedging instrument recognized in Other comprehensive Income	Hedge Ineffectiveness recognized in Profit & Loss	Amount reclassified from Cash flow hedge reserve to Profit and Loss	Line item affected in Statement of Profit and loss because of reclassification
Foreign Exchange Risk	527.45	Nil	(16.99)	Revenue

Table No. 2.120

March 31, 2020

Foreign Exchange risk on Cash flow hedge	Nominal value of Hedging Instruments (No. of Contracts)		Carrying value of Hedging Instruments (In INR Millions)		Maturity date
	Asset	Liability	Asset	Liability	
Foreign Currency forward contracts	-	110	-	7,737.13	30-04-2020 to 28-02-2023

Table No. 2.121

Hedge ratio	Weighted Average Rate	Changes in Fair value in Hedging instruments (in Millions INR)	Changes in value of Hedged Item used as basis for recognizing hedge effectiveness (in Millions INR)
1:1	1 USD =76.60 INR 1 GBP = 1.35 USD	(287.06)	287.06

Table No. 2.122

Cash Flow Hedge	Change in value of Hedging instrument recognized in Other comprehensive Income	Hedge Ineffectiveness recognized in Profit & Loss	Amount reclassified from Cash flow hedge reserve to Profit and Loss	Line item affected in Statement of Profit and loss because of reclassification
Foreign Exchange Risk	(287.06)	Nil	(91.63)	Revenue

Table No. 2.123

41 RESEARCH AND DEVELOPMENT EXPENDITURE

The Group continues its significant investments in Research and Development efforts towards research, technology, engineering and new product development. The Group follows a policy of capitalising new product development, which meets the critereas of Ind AS 38 Intangible assets and has accordingly recognised such cost as Internally generated Intangible asset under 'Intangible assets under development' (Note 4(b)) and Intangible asset (Note 5). During the current year ended March 31, 2021 the Group has incurred a revenue expenditure of Rs. 933 millions (March 31, 2020 - Rs. 1,211.88 million) which has been debited to the Income statement and Capital expenditure as per table below:

We hereby furnishing the details of expenses under the respective Head of accounts which are recognised as Capital Work in Progress.

In Rs. Millions

Particulars	March 31, 2021	March 31, 2020
Salaries, wages and bonus	859.91	697.03
Cost of license	16.50	14.03
Other Direct overheads	243.98	397.94
Total	**1,120.40**	**1,109.00**

Table No. 2.124

42 LEASES

The Group has lease contracts for Land and Building used for the purpose of office space at differnt location. Leases of such assets generally have lease terms between 1 and 5 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Group is restricted from assigning and subleasing the leased assets. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

Before the adoption of Ind AS 116, the Group classified each of its leases (as lessee) at the inception date as either a finance lease or an operating lease.

Upon adoption of Ind AS 116, the Group applied a single recognition and measurement approach for all leases except for short-term leases on Plant and Machinery and leases of low-value assets on office equipments. The standard provides specific transition requirements and practical expedients, which have been applied by the Group.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

Particulars	March 31, 2021	March 31, 2020
Opening Balance	494.00	-
Additions (including reclassified on adoption of IND AS 116)	58.65	678.14
Deletions	(21.09)	(7.14)
Translation difference	0.85	7.85
Depreciation expense	(174.93)	(184.85)
As at March 31, 2021	**357.48**	**494.00**

Set out below are the carrying amounts of lease liabilities included under financial liabilities and the movements during the year:

Particulars	March 31, 2021	March 31, 2020
Opening Balance	435.98	-
Add: Addittion on account of adoption of IND AS 116	-	550.39
Add: Translation difference	9.81	7.53
Add: Additions / (Deletions) during the year	57.93	35.48
Add / Less: Accretion of interest	24.15	36.00
Less: Payments during the year	(213.23)	(193.42)
As at March 31, 2020	**314.64**	**435.98**
Current	132.21	144.54
Non Current	182.43	291.44

Maturity Analysis of Lease Liability

In Rs. Millions

Year Ended	Less than 1 Year	1 - 5 Years
31-Mar-2021	120.21	210.65
31-Mar-2020	172.38	280.95

Table No. 2.125

The effective interest rate for lease liabilities is 3.92-9.08%, with maturity between 2019-2024.

The following are the amounts recognised in profit or loss:

In Rs. Millions

Particulars	March 31, 2021	March 31, 2020
Depreciation expense of right-of-use assets	174.93	184.85
Interest expense on lease liabilities	24.15	36.00
Expense relating to short-term leases (included in other expenses)	(8.30)	53.12
Total	**190.78**	**273.97**

Table No. 2.126

The Company had total cash outflows for leases of Rs. 189.08 million in 31st March 2021 (March 31, 2020: Rs. 138.02 million) The Company also had non-cash additions to right-of-use assets and lease liabilities of Rs. 57.94 million during the year (March 31, 2020: Rs. 585.87 million). There are no future cash outflows relating to leases that have not yet commenced.

The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised. The management does not expect undiscounted potential future rental payments due to extension options expected not to be exercised and termination options expected to be exercised.

There are no potential future rental payments relating to periods following the exercise date of extension and termination options that are not included in the lease term.

43 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial liabilities comprise of short tenured borrowings, trade and other payables and financial guarantee contracts. Most of these liabilities relate to financing Group's working capital cycle. The Group has trade and other receivables, loans and advances that arise directly from its operations. The Group also enters into hedging transactions to cover foreign exchange exposure risk.

The Group is accordingly exposed to market risk, credit risk and liquidity risk.

The Group's senior management oversees management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Group are accountable to the Board of Directors, Risk Committee and the Audit Committee. This process provides assurance that the Group's financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Group's policies and overall risk appetite. All foreign currency hedging activities for risk management purposes are carried out a team that have the appropriate skills, experience and supervision. In addition, independent views from bankers and currency market experts are obtained periodically to validate risk mitigation decisions. It is the Group's policy that no trading in derivatives for speculative purposes shall be undertaken.

The Risk Committee and the Audit Committee review and agree policies for managing each of these risks which are summarised below:

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include deposits, FVTPL investments and derivative financial instruments.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency).

When a derivative is entered into for the purpose of being a hedge, the Group negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in exchange rates, with all other variables held constant. The impact on the Group's profit / (loss) before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives. The Group's exposure to foreign currency changes for all other currencies is not material. In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

In Rs. Millions

Currency	Increase in Foreign Curreny by	March 31, 2021		March 31, 2020	
		Amount in Foreign Currency	Effect on Pre tax profit / (loss)	Amount in Foreign Currency	Effect on Pre tax profit / (loss)
Amounts receivable in foreign currency					
CAD	5%	-	-	1.76	2.91
EUR	5%	3.80	16.30	0.58	2.38
USD	5%	40.43	147.75	52.88	143.54
VND	5%	73,137.87	15.58	27,775.25	2.44
Amounts Payable in foreign currency					
USD	5%	17.72	64.79	21.50	81.36

In respect of the Group's forward derivative contracts, a 5% increase in the contract exchange rates of each of the currencies underlying such contracts would have resulted in increase in Other Comprehensive income by Rs. 371.07 million (March 2020 Rs.405.51 million.)

Conversely, 5% depreciation in the above mentioned exchange rates on foreign currency exposures as at March 31, 2021 and March 31, 2020 would have had the same but opposite effect, again holding all other variable constant.

Interest Rate Risk:

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term debt obligations with floating interest rates.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows.

Particulars	Impact on pre tax profits before taxes	
	Variation in interest +0.5%	Variation in interest -0.5%
March 31, 2021	1.06	(1.06)
March 31, 2020	7.41	(7.41)

Table No. 2.127

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

The allowance for ECL on customer balances for the year ended March 31, 2021 and March 31, 2020:

In Rs. Millions

Particulars	March 31, 2021	March 31, 2020
Balance at the beginning of the year	698.22	525.04
Impairment loss recognised / reversed	158.38	171.91
Translation difference	3.60	1.27
Balance at the end of the year	**860.20**	**698.22**

Table No. 2.128

A. **Trade Receivables & Revenue accrued not billed**

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 10(b) and 10(f). The Group does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers (which are in the nature of reputed banking and financial institutions) are located in several jurisdictions and industries and operate in largely independent markets.

B. **Financial instruments and cash deposits**

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Group's Finance Committee. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Group's maximum exposure to credit risk for the components of the balance sheet at March 31, 2021 and March 31, 2020 is the carrying amount as illustrated in Notes 10.

Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to, at all times maintain optimum levels of liquidity to meet it cash and collateral requirements. The Group closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including loans, debt, and overdraft from both domestic and international banks at an optimised cost.

The table below summaries the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

In Rs. Millions

Particulars	As of March 31, 2021		
	Less than 1 year	More than 1 year	Total
Interest bearing borrowings	434.41	75.56	509.97
Lease liabilities	120.21	210.65	330.86
Trade Payables	1,685.21	-	1,685.21
Other Long Term Liabilities	-	6.00	6.00
Other financial liabilities	983.71	-	983.71
Total	**3,223.54**	**292.21**	**3,515.75**

Table No. 2.129

In Rs. Millions

Particulars	As of March 31, 2020		
	Less than 1 year	More than 1 year	Total
Interest bearing borrowings	2,214.54	347.07	2,561.61
Lease liabilities	172.38	280.95	453.33
Trade Payables	2,079.73	-	2,079.73
Other Long Term Liabilities	-	6.00	6.00
Other financial liabilities	572.27	-	572.27
Derivative Financial Instruments - Foreign exchange forward contracts receivable / (payable)	162.76	179.18	341.94
Total	**5,201.68**	**813.20**	**6,014.88**

Table No. 2.130

As at March 31, 2021, the outstanding amount of employee benefit expenses of Rs 602 million (March 31, 2020 - Rs. 426.92 million). which have been substantially funded. Accordingly no liquidity risk perceived.

44 **CAPITAL MANAGEMENT**

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximise the shareholder value. The Group determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity and other long-term/short-term borrowings.

The Group 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 Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

In Rs. Millions

Borrowings	509.97	2,561.61
Less: Cash and bank balances	(1,527.45)	(1,062.88)
Net debt	**(1,017.48)**	**1,498.73**
Equity		
Total capital*	13,928.38	10,450.13
Capital and net debt	**12,910.90**	**11,948.86**
Gearing ratio	-8%	13%

Table No. 2.131

** Includes Equity Share Capital & Other Equity*

45 ADDITIONAL DISCLOSURE REQIREMENT UNDER SECTION 129 OF THE COMPANIES ACT, 2013 - 31st March 2021

Name of the entity	Net Assets		Share in Profit and loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a% of the Consolidated net assets	Amount (Rs. in Millions)	As a% of the Consolidated Profit and loss	Amount (Rs. in Millions)	As a% of the Consolidated OCI	Amount (Rs. in Millions)	As a% of the Consolidated Total OCI	Amount (Rs. in Millions)
Parent								
Intellect Design Arena Limited	80%	11,860.86	78%	2,072.52	101%	516.91	82%	2,589.43
Subsidiaries								
Indian								
Intellect Commerce Limited	0%	37.28	0%	(9.44)	0%	0.22	0%	(9.22)
Intellect Payments limited	0%	34.67	0%	1.11	0%	-	0%	1.11
Intellect India Limited	0%	(0.39)	0%	(0.18)	0%	-	0%	(0.18)
Foreign								
Intellect Design Arena Limited., United Kingdom	9%	1,335.72	7%	186.75	18%	90.03	9%	276.78
Intellect Design Arena SA, Switzerland	3%	484.62	0%	9.68	-1%	(2.60)	0%	7.08
Intellect Design Arena Pte Ltd., Singapore	4%	587.58	1%	23.75	0%	(0.09)	1%	23.66
Intellect Design Arena Limitd GMBH, Intellect Germany	0%	14.03	0%	4.61	1%	7.26	0%	11.87
Intellect Software Lab Chile Limitada , Chile	-1%	(111.09)	0%	9.28	-1%	(3.28)	0%	6.00
Intellect Design Arena Inc., USA*	-3%	(402.63)	5%	138.57	-5%	(24.19)	4%	114.38
Intellect Polaris Design LLC,USA ('IPDLLC USA')	1%	145.67	0%	(3.34)	-5%	(22.97)	-1%	(26.31)
Intellect Design Arena PT, Indonesia	0%	(13.52)	0%	3.85	0%	(0.41)	0%	3.44
Intellect Design Arena Co. Ltd, Vietnam	0%	(6.54)	-1%	(13.65)	1%	4.66	0%	(8.99)
Intellect Design Arena Philippines Inc, Philippines	-1%	(130.01)	0%	11.16	-1%	(4.34)	0%	6.82
Intellect Design Arena FZ - LLC, Dubai	5%	705.93	3%	80.92	-6%	(29.07)	2%	51.85
Intellect Design Arena (Mauritius) Ltd	0%	(0.89)	0%	(0.93)	0%	0.04	0%	(0.89)
Sonali Intellect Ltd, Bangladesh	2%	244.73	1%	38.13	-1%	(6.94)	1%	31.19
Intellect Design Arena Pty Ltd, Australia	0%	46.77	-2%	(53.48)	3%	15.35	-1%	(38.13)
Intellect Design Arena Inc.Canada	-1%	(123.45)	2%	54.37	-2%	(9.80)	1%	44.57
Intellect Design Arena Limited, Thailand	1%	90.89	0%	11.90	0%	(0.11)	0%	11.79
Intellect Design Arena Limited, Kenya	0%	(14.27)	0%	0.27	0%	1.87	0%	2.14
Intellect Design Arena,SDN BHD.Malaysia	0%	51.93	0%	9.21	0%	0.49	0%	9.70
Sub Total		**14,837.89**		**2,575.06**		**533.03**		**3,108.09**
Less:Adjustment arising out of Consolidation		(789.59)	-1%	(13.49)	-4%	(22.93)	-1%	(36.42)
Minority interest in subsidiaries								
Add:Share of Profit/(Loss) on Associate Companies		-	3%	84.79	0%	-	3%	84.79
Total		**14,048.30**		**2,646.36**		**510.10**		**3,156.46**

* Including SEEC Asia Technologies Private Limited

Table No. 2.132

ADDITIONAL DISCLOSURE REQIREMENT UNDER SECTION 129 OF THE COMPANIES ACT, 2013 - 31st March 2020

Name of the entity	Net Assets		Share in Profit and loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a% of the Consolidated net assets	Amount (Rs. in Millions)	As a% of the Consolidated Profit and loss	Amount (Rs. in Millions)	As a% of the Consolidated OCI	Amount (Rs. in Millions)	As a% of the Consolidated Total OCI	Amount (Rs. in Millions)
Parent								
Intellect Design Arena Limited	79%	8,930.80	-177%	(312.75)	194%	(313.15)	-4255%	(625.90)
Subsidiaries								
Indian								
Intellect Commerce Limited	0%	46.51	13%	23.47	0%	(0.14)	159%	23.33
Intellect Payments limited	0%	33.56	4%	6.81	0%	-	46%	6.81
Intellect India Limited	0%	(0.20)	0%	(0.17)	0%	-	-1%	(0.17)
Foreign								
Intellect Design Arena Limited., United Kingdom	9%	1,058.94	57%	101.24	-13%	21.04	831%	122.28
Intellect Design Arena SA, Switzerland	4%	477.54	2%	2.78	-33%	53.06	380%	55.84
Intellect Design Arena Pte Ltd., Singapore	5%	564.08	8%	13.31	-2%	3.50	114%	16.81
Intellect Software Lab Chile Limitada , Chile	-1%	(117.09)	2%	2.96	-7%	12.02	102%	14.98
Intellect Design Arena Inc., USA*	-5%	(517.01)	59%	104.75	23%	(36.90)	461%	67.85
Intellect Design Arena PT, Indonesia	0%	(16.96)	0%	0.69	0%	0.76	10%	1.45
Intellect Design Arena Co. Ltd, Vietnam	0%	2.45	8%	13.66	1%	(0.81)	87%	12.85
Intellect Design Arena Philippines Inc, Philippines	-1%	(136.83)	3%	5.38	9%	(14.11)	-59%	(8.73)
Intellect Design Arena FZ - LLC, Dubai	6%	654.08	26%	45.34	-46%	74.09	812%	119.43
Sonali Intellect Ltd, Bangladesh	2%	240.84	19%	33.77	-11%	17.67	350%	51.44
FT Grid Pte Ltd, Singapore	0%	-	0%	-	0%	-	0%	-
Intellect Design Arena Pty Ltd, Australia	1%	84.91	27%	47.40	1%	(1.01)	315%	46.39
Intellect Design Arena Inc.Canada	-1%	(168.01)	15%	25.96	9%	(15.22)	73%	10.74
Intellect Design Arena Limited, Thailand	1%	79.10	3%	5.63	-3%	4.95	72%	10.58
Intellect Design Arena Limited, Kenya	0%	(16.41)	-5%	(8.27)	0%	0.55	-52%	(7.72)
Intellect Design Arena, SDN BHD.Malaysia	0%	42.22	2%	3.75	0%	0.78	31%	4.53
Sub Total		**11,242.52**		**115.71**		**(192.92)**		**(77.21)**
Less:Adjustment arising out of Consolidation		(674.38)	-1%	(1.36)	-19%	31.17	203%	29.81
Minority interest in subsidiaries								
Add:Share of Profit/(Loss) on Associate Companies		-	35%	62.11	0%	-	422%	62.11
Total		**10,568.14**		**176.46**		**(161.75)**		**14.71**

* Including SEEC Asia Technologies Private Limited

Table No. 2.133

46 GROUP INFORMATION

The principal activities of all the entities comprising the Group is 'software product development and implementation'. The consolidated financial statements of the Group includes subsidiaries listed in the table below:

Name of the Companies	Country of Incorporation	March 31, 2021	March 31, 2020
Intellect Design Arena Pte Ltd	Singapore	100%	100%
Intellect Design Arena Limited	United Kingdom	100%	100%
Intellect Design Arena SA	Switzerland	100%	100%
Intellect Design Arena GmbH	Germany	100%	-
Intellect Design Arena PT**	Indonesia	100%	100%
Intellect Design Arena Ltd.*	Chile	100%	100%
Intellect Design Arena Inc.**	United States	100%	100%
Intellect Polaris Design LLC,USA #	United States	100%	-
Intellect Commerce Limited	India	100%	100%
Intellect Design Arena Co. Ltd	Vietnam	100%	100%
Intellect Design Arena FZ LLC	Dubai	100%	100%
Intellect Design Arena (Mauritius) Ltd****	Mauritius	100%	-
Intellect Design Arena Philippines**	Philippines	100%	100%
Sonali Intellect Ltd	Bangladesh	51%	51%
SEEC Asia Technologies Private Limited***	India	100%	100%
Intellect Design Arena Inc.**	Canada	100%	100%
Intellect Design Arena SDN BHD**	Malaysia	100%	100%
Intellect Payments Limited	India	100%	100%
Intellect India Limited	India	100%	100%
Intellect Design Arena Pte Ltd**	Australia	100%	100%
Intellect Design Arena Limited**	Thailand	100%	100%
Intellect Design Arena Limited	Kenya	100%	100%

*Subsidiaries of Intellect Design Arena Limited, UK

** Subsidiaries of Intellect Design Arena Pte Ltd, Singapore

*** Subsidiaries of Intellect Design Arena Inc., USA

**** Subsidiaries of Intellect Design Arena FZ LLC

On July 1, 2020, the Company has increased its ownership interest in Intellect Polaris Design LLC ("IPDLLC") from 50% to 100% resulting in IPDLLC being a wholly owned subsidiary.

Table No. 2.134

The list of associates with percentage holding of Intellect is given below:

Associates	% of share held as of March 31, 2021	Original cost of investment	Share of accumulated profit/(loss) as at March 31,2021	Carrying amount of Investments as at March 31,2021
Adrenalin eSystems Limited	44.54	226.24	(50.36)	175.88
NMS Works Software Private Limited	42.74	85.72	237.83	323.55

Table No. 2.135

47 INVESTMENT IN AN ASSOCIATE

The Group has a 44.54% and 42.74% interest in Adrenalin eSystems Limited and NMSWorks Software Private Limited, which is involved in the sale of software products and implementation. Adrenalin eSystems Limited and NMSWorks Software Private Limited are entities that are not listed on any public exchange. The Group's interest in Adrenalin eSystems Limited and NMSWorks Software Private Limited is accounted for using the equity method in the consolidated financial statements. The following table illustrates the summarised financial information of the Group's investment in the associates and reconciliation with the carrying amount of the investments as set out below:

A. Adrenalin eSystems Limited

Summarised balance sheet as at March 31, 2021:

In Rs. Millions

Particulars	March 31, 2021	March 31, 2020
Current Assets	485.26	563.11
Non - Current Assets	125.29	112.07
Current Liabilities	(146.14)	(218.37)
Non - Current Liabilities	(69.52)	(69.30)
Equity	**394.88**	**387.51**
Proportion of the Group's ownership	44.54%	44.54%
Carrying amount of investment	175.88	172.60

Summarised statement of Statement of Profit and Loss:

Particulars	March 31, 2021	March 31, 2020
Revenue	470.19	528.15
Other Income	11.13	10.57
Employee Benefit Expense	(342.94)	(351.26)
Finance Cost	(3.16)	(2.51)
Depreciation & Amortisation Expense	(32.61)	(19.74)
Other Expenses	(91.45)	(157.79)
Profit before Tax	**11.15**	**7.42**
Income tax expense	(1.88)	(7.91)
Profit for the year	**9.27**	**(0.49)**
Total Comprehensive Income for the year	9.27	(0.49)
Group's share of profit for the current year	4.13	(0.22)

B. NMS Works Software Private Limited

Summarised balance sheet as at March 31, 2021:

Particulars	March 31, 2021	March 31, 2020
Current Assets	802.64	670.80
Non - Current Assets	129.47	50.43
Current Liabilities	(122.05)	(51.42)
Non - Current Liabilities	(53.05)	(30.27)
Equity	**757.02**	**639.54**
Proportion of the Group's ownership	42.74%	42.74%
Carrying amount of investment	323.55	273.34

Summarised statement of Statement of Profit and Loss:

Particulars	March 31, 2021	March 31, 2020
Revenue	698.54	602.77
Other Income	4.65	7.10
Purchase- Server, other accessories/software/service	-	(15.21)
Employee Benefit Expense	(369.28)	(298.37)
Finance Cost	(3.32)	(3.49)
Depreciation & Amortisation Expense	(22.23)	(6.78)
Other Expenses	(138.45)	(79.64)
Profit / (Loss) before Tax	**169.91**	**206.38**
Income tax expense	(52.45)	(59.64)
Profit / (Loss) for the year	**117.46**	**146.74**
Total Comprehensive Income for the year	117.46	146.74
Group's share of profit for the year	**50.20**	**62.72**
Adjustment of group's share of profit prior to increase in ownership during the current year	-	-
Group's share of profit for the current year	**50.20**	**62.72**

Table No. 2.136

48 INVESTMENT IN A JOINT VENTURE

The Group has a 50% interest in Intellect Polaris Design LLC, a joint venture involved in the leasing and maintenance of office complex. The Group's interest in Intellect Polaris Design LLC is accounted for using the equity method in the consolidated financial statements. Summarised financial information of the joint venture, based on its Ind AS financial statements, and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

Summarised balance sheet as at March 31, 2020:

In Rs. Millions

Particulars	March 31, 2021	March 31, 2020
Current Assets	-	41.49
Non - Current Assets	-	279.10
Current Liabilities	-	(7.19)
Non - Current Liabilities	-	-
Equity	**-**	**313.40**
Proportion of the Group's ownership	-	50.00%
Carrying amount of investment	-	156.70

Table No. 2.137

Summarised statement of Statement of Profit and Loss:

Particulars	March 31, 2021	March 31, 2020
Revenue	-	40.44
Depreciation & Amortisation Expense	-	(9.32)
Other Expenses	-	(31.82)
Profit / (Loss) before Tax	**-**	**(0.70)**
Income tax expense	-	(0.08)
Profit / (Loss) for the year	**-**	**(0.78)**
Other comprehensive Income	**-**	44.30
Total Comprehensive Income for the year	**-**	**43.52**
Group's share of profit / (loss) for the year	-	(0.39)
Group's share of Total Comprehensive Income for the year	-	21.76

Table No. 2.138

NOTE: On July 1, 2020, the Company has increased its ownership interest in Intellect Polaris Design LLC ("IPDLLC") from 50% to 100% resulting in IPDLLC being a wholly owned subsidiary.

The group had no contingent liabilities or capital commitments relating to its interest in Adrenalin eSystems Limited, NMSWorks Software Private Limited and Intellect Polaris Design Arena LLC as at March 31, 2021 and March 31, 2020.

49 NON CONTROLLING INTEREST

The Group has a 51% of Holding in Sonali Intellect Ltd, which is consolidated as a subsidiary. The table below explains the portion attributable to the shareholding holding Non Controlling Interest.

Information Regarding Non Controlling Interest

In Rs. Millions

Particulars	March 31, 2021	March 31, 2020
Accumulated balances of Non Controlling Interest		
Sonali Intellect Ltd	119.92	118.01
Profit/(Loss) allocated to Non Controlling Interest		
Sonali Intellect Ltd	18.68	16.55

Table No. 2.139

The summarised financial information of the Subsidiary are provided below. This information is based on amounts before inter-company eliminations

Summarised statement of Statement of Profit and Loss

Particulars	March 31, 2021	March 31, 2020
Revenue	152.50	164.48
Other Income	0.00	-
Employee Benefit Expense	103.88	92.24
Finance Cost	0.29	0.34
Depreciation & Amortisation Expense	1.71	2.39
Other Expenses	8.49	35.74
Profit before Tax	38.13	33.77
Income tax expense	-	-
Profit for the year	**38.13**	**33.77**
Attributable to Non Controlling Interest	18.68	16.55

Table No. 2.140

Summarised Balance Sheet

Particulars	March 31, 2021	March 31, 2020
Current Assets	304.47	318.61
Non - Current Assets	9.84	5.58
Current Liabilities	(69.58)	(83.35)
Non - Current Liabilities	-	-
Attributable to Equity Holders of the Parent	124.81	122.83
Attributable to Non Controlling Interest	119.92	118.01

Table No. 2.141

50 CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has ascertained that the amount to be spent on Corporate Social Responsibility (CSR) in compliance with Section 135 of the Companies Act, 2013, read with relevant schedule and rules made thereunder is Rs. 5.67 for year ending March 31, 2021 (Rs 2.35 Million for March 31, 2020 respectively. The Company has voluntarily contributed Rs. 27.06 million towards CSR during year ending March 31, 2021 (March 31, 2020 – Rs.18.88 million).

In Rs. Millions

Particulars		March 31, 2021	March 31, 2020
a) Gross amount required to be spent by the Company during the year		5.67	2.35
b) Amount approved by the Board to be spent during the year		6.16	18.88
b) Amount spent during the year ended on March 31, 2021	**In Cash**	**Yet to be paid in cash**	**Total**
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	27.06	-	27.06
c) Amount spent during the year ended on March 31, 2020	**In Cash**	**Yet to be paid in cash**	**Total**
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	18.88	-	18.88

Details related to spent / unspent obligations:		
i) Contribution to Public Trust	-	-
ii) Contribution to Charitable Trust	-	-
iii) Others	27.06	18.88
iv) Unspent amount in relation to:		
- Ongoing project	-	-
- Other than ongoing project	-	-

51 MSME NOTE

Based on the information / documents available with the Group, the Group has complied with the provisions of The Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 and hence no interest is paid/payable during the year. Further an amount of Rs.10.32 million (Previous year Rs.14.29 million) is remaining unpaid to the suppliers covered under the MSMED Act at the end of the accounting year.

	As at March 31, 2021	As at March 31, 2020
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal amount due to micro and small enterprises	10.32	14.29
Interest due on above	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	-	-

Table No. 2.142

52. IMPACT OF COVID 19

The outbreak of Coronavirus (COVID-19) pandemic globally is causing a slowdown of economic activity. In many countries, businesses are being forced to cease or limit their operations for long or indefinite period of time and in particular are impacted due to lock downs. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered disruptions to businesses worldwide, resulting in an economic slowdown and uncertainties pertaining to future operations. The Group has considered the possible effects that may result from COVID 19 on its operations including on the carrying amount of trade receivables, revenue accrued not billed, goodwill on consolidation, intangible assets and intangible assets under development. In developing the assumption relating to the possible future uncertainties in the global conditions because of the pandemic, the Group as on date of approval of these financial statements has used various information, as available. The Group has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Group expects to recover the carrying amount of these assets. The impact of the global health pandemic may be different from that estimated as at the date of approval of these consolidated financial statements and the Group will continue to closely monitor any material changes to future economic conditions.

53. PRIOR YEAR COMPARATIVES

Previous year figures have been regrouped /reclassified, where ever necessary to conform to this years classification.

As per our report of even date

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

For and on behalf of the Board of Directors of
Intellect Design Arena Limited

per Bharath N S
Partner
Membership No. 210934
Chennai
May 10, 2021

Arun Jain
Chairman & Managing Director
DIN : 00580919

Arun Shekhar Aran
Director
DIN : 00015335

Venkateswarlu Saranu
Chief Financial Officer

V.V.Naresh
Senior Vice President &
Company Secretary

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INTELLECT DESIGN ARENA LIMITED
AUDITED STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2021

(All amounts are denominated in INR and expressed in Millions, unless otherwise stated)

INDEPENDENT AUDITOR'S REPORT

To the Members of Intellect Design Arena Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Intellect Design Arena Limited ("the Company"), which comprise the Balance sheet as at March 31 2021, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as 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 Standalone Ind AS 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the 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 standalone Ind AS financial statements.

Emphasis of Matter

We draw attention to Note 44 of the Standalone Financial Statements which describes the continuing impact of Covid-19 pandemic and its possible consequential implications on the Company's operations and financial metrics. Our opinion is not modified in respect of this matter.

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 for the financial year ended March 31, 2021. 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matters	**How our audit addressed the key audit matter**
Accounting for revenue from Licenses and Services contracts We focused on revenue from license and services contract because of its significance and its risks related to judgements involved in the measurement, timing and presentation/disclosure of revenue from operations. The Company enters into contracts with its customers that may include multiple performance obligations. For these contracts, the Company assesses the performance obligations and accounts for those obligations separately if they are distinct. The identification and the allocation of the transaction price to the different performance obligations and the appropriateness of the basis used to measure revenue recognised at a point in time or over a period, require management to use significant judgement and estimates. Refer Notes 3(j) to the Standalone financial Statements	Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: a) We read the Company's revenue recognition policy and related disclosures. We performed walkthroughs of each significant class of revenue transactions and assessed and tested the design effectiveness and operating effectiveness for key controls. b) For revenue from license contracts where control is transferred at a point in time, we tested license revenue deals in excess of a certain threshold and a random sample of smaller contracts. For each of the sample selected, we performed the following: • Read the customer contract and obtained evidence of license software delivery. • Read the contracts and assessed potential impact of any unusual clause on revenue recognition. Tested the fair value allocations between the various elements of the contract in accordance with Company's revenue recognition policy. • We performed cut off procedures by reference to the contract and evidence of delivery. c) For licenses and services where control is transferred over a period of time, we tested a sample of transactions to test revenue recognised in the year was calculated based on the stage of completion of the contract. • We selected a sample of contracts and performed a retrospective review of efforts incurred with estimated efforts to identify significant variations,

	possible delays in achieving milestones and verified whether those variations have been considered in estimating the remaining efforts to complete the contract. When needed, we also inquired with service project managers to understand the progress, difficulties associated with implementation, if any and likely impact on the future effort estimates. We performed other substantive transactional testing, journal entry testing and analytical procedures to validate the recognition of revenue throughout the year.
Capitalization and valuation of Intangible Asset and Intangible asset under development Intangible Asset and Intangible asset under development are deemed significant to our audit, as specific criteria that need to be met for capitalization. This involves management judgment, such as technical feasibility, intention and ability to complete the intangible asset, ability to use or sell the asset, generation of future economic benefits and the ability to measure the costs reliably. In addition, determining whether there is any indication of impairment of the carrying value of assets, requires management judgment and assumptions which are affected by future market or economic developments including uncertainty arising from the possible impact from COVID 19. Refer Notes 3(g) to the Standalone financial Statements	Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: a) Read the Company's accounting policies for compliance with IND AS and on a sample basis tested available documentation to consider whether the criteria for capitalization were met. b) We performed walkthroughs of Intangible assets / Intangible assets under development process and assessed the design effectiveness and operating effectiveness for key controls. c) Performed tests of details on a sample of capitalized costs in the current year and obtained evidence to verify whether the costs qualify for capitalization. We analyzed this evidence and evaluated whether it reflects the use of the asset for the Company and the Company's intention to complete the capitalized projects. d) We evaluated the assumptions and methodology used by the Company to test the Intangible asset and Intangible asset under development for impairment. e) We tested the amortization charge and estimate of useful life of Intangible asset. f) We assessed the disclosures made by the Company in this connection in the accompanying financial statements.
Recoverability of accounts receivables and revenue accured and not billed We focused on this risk as the balances are material and there are significant judgments involved in assessing recoverability of accounts receivables and accrued revenue balances. There are many factors that need to be considered when concluding that a balance needs to be impaired including default or delinquency in payments, length of the outstanding balances, implementation difficulties and possible effect on collections consequent to COVID -19. Given the complexity, the size and the length of certain implementation projects, there is risk that a provision is not recognized in a timely or sufficient manner. Refer to note 3(u) of the Standalone financial statements.	Our audit approach was a combination of test of Internal controls and Substantive procedures which included the following: a) We obtained management's analysis on recoverability of accounts receivables and accrued revenue balances for all significant cases. This analysis includes background information of the customer, existing contractual relationships, balance outstanding, delays in collection, and operational reasons and summaries of discussions with customers and collection plans together with a detailed legal analysis where applicable. b) We Tested the ageing of accounts receivables, accrued revenue balances and circularized confirmations on selected material customer balances and checked subsequent collections from recoverability perspective. We have performed test of alternate nature in cases where confirmation has not been responded to by the customer. c) In addition, we evaluated the recoverability of accounts receivable and accrued revenue selected balances (significant and randomly selected) through discussions with project managers and with senior management when necessary. d) We assessed the disclosures made by the Company in this connection in the accompanying financial statements.

Other Information

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone Ind AS financial statements and our auditor’s report thereon.

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 financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management 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 including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial 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, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone 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 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 Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) In our opinion, the managerial remuneration for the year ended March 31, 2021 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements - Refer Note 33 to the standalone Ind AS financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Bharath N S
Partner
Membership No. 210934
UDIN: 21210934AAAABY8326

Place of Signature : Chennai
Date: May 10, 2021

Annexure 1 referred to in paragraph 1 of the section "Report on other legal and regulatory requirements" of our report of even date

Re: Intellect Design Arena Limited ("Company")

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.

(b) All Property, plant and equipment have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company

(ii) The Company's business does not involve maintenance inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.

(iii) According to the information and explanations given to us, 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, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities given in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products/services of the Company.

(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, cess and other statutory dues applicable to it. The provisions relating to customs duty and excise duty are not applicable to the Company.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(c) According to the records of the Company, the dues of income-tax, service tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (Rs. in millions)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act 1961	Income Tax	45.27	AY 2002-03 AY 2003-04 AY 2006-07	Commissioner Appeal
Income Tax Act 1961	Income Tax	27.15	AY 2006-07	High Court

(viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings to bank. The Company did not have any dues in respect of loans and borrowings payable to financial institution, government and debenture holders during the year.

(ix) According to the information and explanations given by the management, the Company has not raised any money way of initial public offer / further public offer / debt instruments. The Company utilised monies raised by way of term loans for the purpose for which they were raised.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and, not commented upon.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Bharath N S
Partner
Membership No. 210934

Place of Signature : Chennai
Date : May 10, 2021

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF INTELLECT DESIGN ARENA LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Intellect Design Arena Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 as specified under section 143(10) of the Companies Act, 2013, to the extent 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Bharath N S
Partner
Membership No. 210934

Place of Signature : Chennai
Date : May 10, 2021

Balance Sheet

In Rs. Millions

Particulars	Note	As at March 31, 2021	As at March 31, 2020
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	4(a)	1,115.73	1,252.98
Capital work-in-progress	4(b)	42.99	42.99
Intangible assets under development	4(b)	1,960.93	2,102.23
Right of use assets	4(c)	105.01	182.33
Other Intangible assets	5	1,383.88	837.49
Investment in subsidiaries, joint ventures and associates	6	936.22	934.07
Financial assets			
- Investments	7(a)	0.05	0.05
- Loans and deposits	7(b)	39.12	71.10
- Non current bank balances	7(c)	126.10	114.53
- Derivative instruments	7(d)	75.52	-
Income tax assets (net)	8	574.40	539.89
Deferred tax assets (net)	9	642.28	281.45
Other non-current assets	10	302.79	463.22
CURRENT ASSETS			
Financial asset			
- Investments	11(a)	962.90	165.72
- Trade receivables	11(b)	3,670.43	4,455.36
- Cash and Cash equivalents	11(c)	441.28	359.56
- Bank balances other than cash and cash equivalents	11(d)	80.02	65.64
- Loans and deposits	11(e)	37.70	48.98
- Derivative instruments	11(f)	109.99	-
- Other financial assets	11(g)	3,778.13	2,347.98
Other current assets	12	985.33	960.75
TOTAL		**17,370.80**	**15,226.32**
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	13	664.87	661.69
Other Equity	14	11,195.98	8,269.11
Total Equity		**11,860.85**	**8,930.80**
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial Liabilities			
- Borrowings	15(a)	75.56	347.07
- Lease Liabilities	15(b)	59.01	114.41
- Derivative instruments	15(c)	-	179.18
- Other Long Term Liabilities	15(d)	6.00	6.00
CURRENT LIABILITIES			
Financial Liabilities			
- Borrowings	16(a)	-	1,852.17
- Lease Liabilities	16(b)	35.25	54.04
- Trade payables	16(c)		
- Total outstanding dues of micro enterprises and small enterprises		10.32	14.29
- Total outstanding dues of creditors other than micro enterprises and small enterprises		1,732.81	1,653.06
- Other financial liabilities	16(d)	974.14	552.08
- Derivative instruments	16(e)	-	162.76
Other current liabilities	17	2,155.03	1,027.12
Provisions	18	446.45	333.34
Current Tax Liabilities (Net)	19	15.38	-
TOTAL		**17,370.80**	**15,226.32**

Table No. 3.1

Summary of significant accounting policies 3

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

For and on behalf of the Board of Directors of
Intellect Design Arena Limited

per Bharath N S
Partner
Membership No. 210934
Chennai
May 10, 2021

Arun Jain
Chairman & Managing Director
DIN : 00580919

Arun Shekhar Aran
Director
DIN : 00015335

Venkateswarlu Saranu
Chief Financial Officer

V.V.Naresh
Senior Vice President &
Company Secretary

Statement of Profit and Loss

In Rs. Millions

Particulars	Note	Year ended March 31, 2021	Year ended March 31, 2020
INCOME			
Revenue from operations	20	10,032.28	7,413.30
Other Income	21 (a)	106.36	150.83
Finance Income	21 (b)	47.44	79.05
TOTAL INCOME		**10,186.08**	**7,643.18**
EXPENSES			
Employee Benefit Expense	22	4,937.67	4,616.63
Depreciation and amortization expense	23	500.14	485.65
Finance Cost	24	74.98	158.03
Other Expenses	25	2,447.50	2,630.93
TOTAL EXPENSES		**7,960.29**	**7,891.24**
Profit / (Loss) before exceptional item and tax		**2,225.79**	**(248.06)**
Exceptional Item		-	50.55
PROFIT / (LOSS) BEFORE TAX		**2,225.79**	**(197.51)**
Tax Expenses	26		
Income taxes - Current tax		514.10	-
- Deferred tax		(360.84)	115.25
- MAT credit entitlement		-	-
PROFIT / (LOSS) FOR THE YEAR		**2,072.53**	**(312.76)**
OTHER COMPREHENSIVE INCOME	28		
Items that will not be reclassified subsequently to profit and loss			
Re-measurement gains/ (losses) on defined benefit plans		(10.54)	(26.09)
Items that will be reclassified subsequently to profit and loss			
Net movement on cash flow hedges		527.45	(287.06)
Other comprehensive Income / (Loss) for the year, net of tax		**516.91**	**(313.15)**
TOTAL COMPREHENSIVE INCOME / (LOSS) FOR THE YEAR, NET OF TAX		**2,589.44**	**(625.91)**

Table No. 3.2

EARNINGS PER SHARE	27		
Equity shares par value Rs 5/- each (March 31, 2020 Rs 5 each)			
Basic		15.63	(2.37)
Diluted		15.42	(2.37)

Summary of significant accounting policies 3

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

For and on behalf of the Board of Directors of
Intellect Design Arena Limited

per Bharath N S
Partner
Membership No. 210934
Chennai
May 10, 2021

Arun Jain
Chairman & Managing Director
DIN : 00580919

Arun Shekhar Aran
Director
DIN : 00015335

Venkateswarlu Saranu
Chief Financial Officer

V.V.Naresh
Senior Vice President &
Company Secretary

Statement of Changes in Equity for the year ended March 31, 2021

a. Equity Share Capital:

In Rs. Millions

Equity shares of Rs.5/- each issued, subscribed and fully paid	No. of shares	Amount (INR)
As at April 1, 2019	13,17,74,715	658.87
Issue of share capital	5,63,915	2.82
As at March 31, 2020	13,23,38,630	661.69
Issue of share capital	6,35,733	3.18
As at March 31, 2021	**13,29,74,363**	**664.87**

Table No. 3.3

b. Other equity

For the year ended March 31, 2021

In Rs. Millions

Particulars	Reserves & Surplus				Items of OCI	Total Equity
	Securities premium	Share based payment reserves	General reserve	Retained earnings	Cash flow hedge reserve	
As at April 1, 2020	5,098.24	427.88	1,329.41	1,755.51	(341.93)	8,269.11
Profit for the year	-	-	-	2,072.53	-	2,072.53
Re-measurement of the net defined benefit liability/asset, net of tax effect	-	-	-	(10.54)	-	(10.54)
Fair value movement in cash flow hedge	-	-	-	-	527.45	527.45
Exercise of share options	98.69	(48.26)	-	-	-	50.43
Share-based payments for the year	-	287.00	-	-	-	287.00
Transfer on account of options not exercised for the year	-	(38.90)	38.90	-	-	-
As at March 31, 2021	**5,196.93**	**627.72**	**1,368.31**	**3,817.50**	**185.52**	**11,195.98**

Table No. 3.4

For the year ended March 31, 2020

Particulars	Reserves & Surplus				Items of OCI	Total Equity
	Securities premium	Share option outstanding account	General Reserve	Retained earnings	Cash flow hedge reserve	
As at April 1, 2019	5,025.03	268.03	1,310.80	2,094.36	(54.87)	8,643.35
(Loss) for the year	-	-	-	(312.76)	-	(312.76)
Re-measurement of the net defined benefit liability/asset, net of tax effect	-	-	-	(26.09)	-	(26.09)
Fair value movement in cash flow hedge	-	-	-	-	(287.06)	(287.06)
Exercise of share options	73.21	(34.86)	-	-	-	38.35
Share-based payments for the year	-	213.32	-	-	-	213.32
Transfer on account of options not exercised for the year	-	(18.61)	18.61	-	-	-
As at March 31, 2020	**5,098.24**	**427.88**	**1,329.41**	**1,755.51**	**(341.93)**	**8,269.11**

Table No. 3.5

Summary of significant accounting policies 3

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

For and on behalf of the Board of Directors of
Intellect Design Arena Limited

per Bharath N S
Partner
Membership No. 210934
Chennai
May 10, 2021

Arun Jain
Chairman & Managing Director
DIN : 00580919

Arun Shekhar Aran
Director
DIN : 00015335

Venkateswarlu Saranu
Chief Financial Officer

V.V.Naresh
Senior Vice President &
Company Secretary

Statement of Cash Flows

In Rs. Millions

Particulars	Year ended March 31, 2021	2020
Cash flows (used in) / from operating activities		
Profit / (Loss) for year before tax	2,225.79	(197.51)
Exceptional item	-	(50.55)
Adjustments to reconcile profit / (loss) for the year to net cash flows:		
Depreciation/Amortisation	500.14	485.65
Unrealised foreign exchange loss (net)	39.65	(12.07)
Expense on Employee Stock Option Scheme (ESOP) (Refer Note 22)	287.00	169.85
Interest income	(22.09)	(70.68)
Dividend income	(25.35)	(8.37)
Allowances for credit impaired on receivables and revenue accrued not billed	123.36	160.00
Bad debts / advances written off	220.27	-
(Gain) / loss on sale of current investments (net)	(4.63)	-
(Gain)/loss on disposal of Property, Plant and Equipment (net)	11.55	(96.98)
Fair value gain on financial instruments at fair value through profit or loss	(3.69)	(1.29)
Interest expense	74.07	158.03
Operating Profit / (Loss) before working capital changes	**3,426.07**	**536.08**
Movement in working capital		
Decrease / (Increase) in trade receivables	565.18	(2,316.47)
Decrease/(Increase) in financial assets and other assets	(1,450.07)	1,327.06
Increase/(Decrease) in liabilities and provisions	1,767.84	237.23
Cash flow from / (used in) operations	**4,309.02**	**(216.10)**
Income taxes (paid) / net of refunds	(533.23)	111.47
Net cash (used in) / from operating activities (A)	**3,775.79**	**(104.63)**
Cash flows used in investing activities		
Purchase of Property, Plant and Equipment including intangible assets, changes in capital work in progress and capital advances	(731.20)	(933.00)
Proceeds from sale of Property, Plant and Equipment	0.98	106.17
Purchase)/sale proceeds of current investments	(777.44)	-
Net Increase / (decrease) in non-trade investments	(2.16)	205.00
Net Increase / (decrease) in bank deposit	(16.47)	8.01
Interest received	12.61	14.57
Dividend received	13.92	-
Net cash (used in) / from investing activities (B)	**(1,499.76)**	**(599.25)**
Cash flows from financing activities		
Proceeds from share capital issued on exercise of stock options	3.18	2.82
Proceeds from share premium on exercise of stock options	50.44	38.03
Payment of principal portion of lease liabilities	(53.70)	(81.55)
(Repayment) / Proceeds from Long term secured loans	(268.64)	(399.81)
(Repayment) / Proceeds from Short term borrowings	(1,852.17)	1,449.72
Interest paid	(66.71)	(136.08)
Net cash (used in) / generated from financing activities (C)	**(2,187.60)**	**873.13**
Exchange differences on translation of foreign currency cash and cash equivalents **(D)**	(6.71)	2.36
Net increase / (decrease) in cash and cash equivalents during the year (A+B+C+D)	**81.72**	**171.61**
Cash and cash equivalents at the beginning of the year	359.56	187.95
Cash and cash equivalents at the end of the year	**441.28**	**359.56**
Cash and cash equivalents As per Note 11(c)	**441.28**	**359.56**

Table No. 3.6

Non-cash financing activities

Acquisition of Right-of-use assets	-	238.14

a) The Cash Flow Statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 "Statement of Cash flows" specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

b) Figures have been regrouped/rearranged wherever necessary.

As per our report of even date

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

For and on behalf of the Board of Directors of
Intellect Design Arena Limited

per Bharath N S
Partner
Membership No. 210934
Chennai
May 10, 2021

Arun Jain
Chairman & Managing Director
DIN : 00580919

Arun Shekhar Aran
Director
DIN : 00015335

Venkateswarlu Saranu
Chief Financial Officer

V.V.Naresh
Senior Vice President &
Company Secretary

Notes forming part of the accounts for the year ended March 31, 2021
(All amounts are in Rupees in Millions unless otherwise stated)

1. Corporate Information

Intellect Design Arena Limited ('Intellect' or 'the Company'), is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956 in 2011. Consequent to the approval obtained for listing, the shares of the Company have been listed on the National Stock Exchange and Bombay Stock Exchange with effect from December 18, 2014. The Company has its registered office in 244, Anna Salai, Chennai-600 006

The Company, has a comprehensive portfolio of products across Global Consumer Banking, Central Banking, Risk & Treasury Management, Global Transaction Banking and Insurance and is engaged in the business of software development.

The standalone financial statements were authorised for issue in accordance with a resolution of the directors on May 10, 2021.

2. Basis of Preparation

The standalone financial statements of the Company are prepared in accordance with the Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The standalone financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

a) Derivative financial instruments
b) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

The standalone financial statements are presented in INR (its functional currency) and all values are rounded to the nearest million, except when otherwise indicated.

3. Summary of Significant accounting policies

(a) Current versus Non-current classification

The Entity presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when:

a) It is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
b) It is held primarily for the purpose of being traded;
c) It is expected to be realized within twelve months after the reporting date; or
d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

A liability has been classified as current when it satisfies any of the following criteria;

a) It is expected to be settled in the Company's normal operating cycle;
b) It is held primarily for the purpose of being traded;
c) It is due to be settled within twelve months after the reporting date; or
d) The Company does not have an unconditional right to defer settlements of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other assets and liabilities have been classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products/activities, the Company has determined its operating cycle as twelve months for the above purpose of classification as current and non-current.

(b) Fair value Measurement

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a) In the principal market for the asset or liability, or
b) In the absence of a principal market, in the most advantageous market for the asset or liability.
c) The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

a) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
b) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
c) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's Valuation Committee determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value. The Valuation Committee comprises of the head of the treasury operations, the head of the risk management department, financial controllers and chief finance officer.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration. Involvement of external valuers is decided upon annually by the Valuation Committee after discussion with and approval by the Company's Audit Committee. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

At each reporting date, the Valuation Committee analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Valuation Committee verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Valuation Committee, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

On an interim basis, the Valuation Committee and the Company's external valuers present the valuation results to the Audit Committee and the Company's independent auditors. This includes a discussion of the major assumptions used in the valuations.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(c) Use of Estimates and Judgements

The preparation of the unconsolidated financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the year. Application of accounting policies that require critical accounting estimates involving complex and subjective judgements and the use of assumptions in these standalone financial statements have been disclosed in Note 30. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

(d) Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risks of change in value.

(e) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

(f) Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, less accumulated depreciation and impairment losses if any. Freehold land is measured at cost and not depreciated. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Material replacement cost is capitalized provided it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. When replacement cost is eligible for capitalization, the carrying amount of those parts that are replaced is derecognized. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful life.

Property, plant and equipment retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately in the Balance Sheet.

Depreciation

Depreciation on plant, property and equipment is calculated on a straight-line basis using the rates arrived at, based on the useful lives estimated by the management. The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset. The useful lives considered for depreciation of plant, property and equipment are as prescribed in Schedule II of the Companies Act:

Assets Category	Estimated useful life (in years)
Buildings	30
Plant and Machinery	15
Computer Equipment	3
Servers and Computer Accessories	6
Electrical fittings, furniture and fixtures	10
Office Equipment	5
Leasehold Improvements	Over the lease period or 10 years whichever is lower
Leasehold Land	Over the lease period (99 years)

Categories of assets for which depreciation has been provided based on the estimated useful life of the Company based on management evaluation, durability based on use, etc. are:

Assets Category	Estimated useful life (in years)
Vehicles	4-8

The residual values, useful lives and methods of depreciation of PPE are reviewed at each financial year end and adjusted prospectively, if appropriate.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as Capital advances under other non-current assets and the cost of asset not put to use before such date are disclosed under "Capital Work in Progress". Subsequent expenditure relating to property, plant and equipment is capitalised only when it's probable that future economic benefit associated with these will flow to the company and the cost of the item can be measured reliably. Repairs and maintenance cost are recognised in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from financial statement upon sale or retirement of the asset and the resultant gains or loss are recognised in the Statement of profit and loss. Asset to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

(g) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The amortisation of software development and intellectual property costs is allocated on a straight-line basis over the best estimate of its useful life after the product is ready for use. The factors considered for identifying the basis include obsolescence, product life cycle and actions of competitors. The amortization period and the amortization method are reviewed at each year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. The estimated useful life of the intangible assets is in the range of 3 to 5 Years

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Research and Development Cost

Research costs are expensed as incurred. Development expenditure incurred on an individual new project is recognized as an intangible asset when the company can demonstrate all the following:

1. The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
2. Its intention to complete and its ability and intention to use or sell the asset
3. How the asset will generate future economic benefits
4. The availability of resources to complete the asset
5. The ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

(h) Other Assets

Cost incurred in fulfilling a contract are capitalised if all the following conditions are satisfied:

1. The costs relate directly to a contract
2. The costs generate or enhance resources of the entity that will be used to satisfy future performance obligation
3. The costs are recoverable

(i) Impairment of Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of three years (five years in the case of Internally Generated Intangible assets (IPR)). For longer periods, a long term growth rate is calculated and applied to project future cash flows after the third year / fifth year in case of IPR.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized.

The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

(j) Revenue Recognition

The Company derives revenues primarily from software development and related services, and from the licensing of software products and related services (together referred to as "software related services").

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the entity expects to receive in exchange for those products or services. Arrangements with customers for software related services are either on a fixed-price, fixed-bid or on a time-and-material basis.

Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as revenue accrued not billed. Revenue from fixed-price, fixed-bid contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. The Company recognises revenue based on relevant output measures, such as the achievement of any project milestones stipulated in the contract, or internal quality milestones to assess proportional performance. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Maintenance revenue is recognized rateably over the term of the underlying maintenance arrangement.

Revenue accrued not billed represents earnings on ongoing fixed-price, fixed -bid and time and material contracts over amounts invoiced to customers. Billings in excess of revenues represents amounts billed in case of ongoing fixed bid, fixed price and time and material contracts wherein amounts have been billed in accordance with the billing cycle and efforts would be incurred subsequent to the balance sheet date.

In arrangements for software development and related services and maintenance services, the entity has applied the guidance in Ind AS 115, Revenue from contract with customer, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering software development and related services as distinct performance obligations. For allocating the transaction price, the entity has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. In cases where the entity is unable to determine the standalone selling price, the entity uses the expected cost plus margin approach in estimating the standalone selling price. For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses.

Revenue from licenses where the customer obtains a “right to use” the licenses is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a “right to access” is recognized over the access period. Arrangements to deliver software products generally have three elements: license, implementation and Annual Maintenance Services. The entity has applied the principles under Ind AS 115 to account for revenues from these performance obligations. 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 prices. In the absence of standalone selling price for implementation, the performance obligation is estimated using the expected cost plus margin approach.

Where the license is required to be substantially customized as part of the implementation service the entire arrangement fee for license and implementation is considered to be a single performance obligation and the revenue is recognized using the percentage-of-completion method as the implementation is performed. Revenue from client training, support and other services arising due to the sale of software products is recognized as the performance obligations are satisfied. Annual Maintenance Services revenue is recognized rateably over the period in which the services are rendered.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

The entity presents revenues net of indirect taxes in its statement of Profit and loss.

Performance obligations and remaining performance obligations

The remaining performance obligation 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 entity expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the entity 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 and adjustment for revenue that has not materialized and adjustments for currency.

Other Income

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). Interest income is included in finance income in the statement of profit and loss.

Dividend income is recognized when the company’s right to receive dividend is established by the reporting date.

Profit on sale of units of mutual funds is recognised at the time of redemption and is determined as the difference between the redemption price and the carrying value.

Profit on sale of land and flats is recognised at the time of sale and is determined as the difference between the sales price and the carrying value.

(k) Foreign Currency Transactions

Initial Recognition

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at the average rates that closely approximate the rate at the date of the transaction.

Measurement as at Balance Sheet date

Foreign currency monetary items (other than derivative contracts) of the Company outstanding at the Balance Sheet date are restated at year end exchange rates.

Non-monetary items carried at historical cost are translated using the exchange rates at the dates of initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item.

Treatment of Exchange Differences

Exchange differences arising on settlement/restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

(l) Derivative Instruments and Hedge Accounting

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of item being hedged and type of hedge relationship designated.

The Company uses forward contracts to hedge its risks associated with foreign currency fluctuations relating to firm commitment or highly probable forecast transactions. The Company designates these in a hedging relationship by applying the hedge accounting principles set out in IND AS 109 – “Financial Instruments” as ‘cash flow hedges’

The use of Derivative Contracts is governed by the Company’s policies on the use of such financial derivatives consistent with the Company’s risk management strategy. The Company does not use derivative financial instruments for speculative purposes.

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

For the purpose of hedge accounting, hedges are classified as Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk.

Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

Cash flow hedges

The Company uses forward contracts and as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments.

When a derivative is designated as a cash flow hedge instrument, the effective portion of changes in the fair value of the derivative is recognized in other comprehensive income and accumulated in the cash flow hedge reserve. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the net profit in the Statement of Profit and Loss. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedge reserve till the period the hedge was effective remains in cash flow hedge reserve until the forecasted transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedge reserve is transferred to the net profit in the Statement of Profit and Loss upon the occurrence of the related forecasted transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedge reserve is reclassified to net profit in the Statement of Profit and Loss.

(m) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

a. Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. The right-of-use assets are also subject to impairment. Right-of-use assets mainly consists of buildings, having a lease term of 2 to 5 years.

b. Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The Company's lease liabilities are included in financial liabilities (see Note 16(b) and 17(b)).

c. Short-term leases

The Company applies the short-term lease recognition exemption to its short-term leases of Buildings (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

Company as Lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

(n) Employee Benefits

a. Provident Fund

Employees receive benefits from a provident fund, which is a defined contribution plan. Both the employee and the Company make monthly contributions to the Regional Provident Fund equal to a specified percentage of the covered employee's salary. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. The Company has no further obligations under the plan beyond its monthly contributions.

b. Gratuity

The Company provides for gratuity in accordance with the Payment of Gratuity Act, 1972, a defined benefit retirement plan (the Plan) covering all employees. The plan, subject to the provisions of the above Act, provides a lump sum payment to eligible employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. A trust by name "Intellect Design Group gratuity trust" has been constituted to administer the gratuity fund. Gratuity liability is accrued and provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial period. Re-measurement, comprising of actuarial gain or loss and the return on plan assets excluding amounts included in net interest on the net defined benefit liability are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Re-measurements are not re-classified to profit or loss in subsequent periods. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The defined benefit obligation recognised in the balance sheet represents the present value of the Defined Benefit Obligation less the Fair Value of Plan Assets out of which the obligations are expected to be settled and adjusted for unrecognised past service cost, if any. Any asset arising out of this calculation is limited to the past service cost plus the present value of available refunds and reduction in future contributions.

c. Superannuation

The Company contributes a specified percentage of the eligible employees' basic salary towards superannuation (the Plan) to a fund. A trust has been created and approved by the Income-tax authorities for this purpose. This Plan provides for various options for payment of pension at retirement or termination of employment as per the trust rules. The company recognizes contribution payable to the fund as an expenditure, when an employee renders the related service. The Company has no further obligations under the plan beyond its monthly contributions.

d. Compensated Absences

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

(o) Taxes on Income

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items recognized directly in equity, in which case it is recognized in equity.

Current Tax is the amount of tax payable on the taxable income for the year and is determined in accordance with the provisions of the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside 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.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company. The carrying amount of MAT is reviewed at each reporting date and the asset is written down to the extent the Company does not have convincing evidence that it will pay normal income tax during the specified period.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets 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 utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and written off to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the Statement of profit and loss is recognised outside Statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(p) Provisions and Contingencies

A provision is recognized when an enterprise has a present obligation (legal or constructive) as a result of past event; 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 of the amount of obligation. Provisions 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. 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.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non - occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

(q) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(r) Earnings Per Share

Basic Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as rights issue, bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

(s) Employee Stock Option Scheme

Stock options are granted to the employees under the stock option scheme, the costs of stock options granted to the employees (equity-settled awards) of the Company are measured at the fair value of the equity instruments granted. For each stock option, the measurement of fair value is performed on the grant date. The grant date is the date on which the Company and the employees agree to the stock option scheme. The fair value so determined is revised only if the stock option scheme is modified in a manner that is beneficial to the employees.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves/stock options outstanding account in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

If the options vests in instalments (i.e. the options vest pro rata over the service period), then each instalment is treated as a separate share option grant because each instalment has a different vesting period.

(t) Business Combination

Business combinations involving entities under the common control are accounted for using the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments are made to reflect fair values, or recognise any new assets or liabilities.

The identity of the reserves shall be preserved and shall appear in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor. Any consideration in excess of the net worth of the acquire company is adjusted against the reserves of the acquiring company.

(u) 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.

A. Financial assets

i. 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.

ii. Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

a. Debt instruments at amortised cost
b. Debt instruments at fair value through other comprehensive income (FVTOCI)
c. Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
d. Equity instruments measured at fair value through other comprehensive income FVTOCI

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- 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.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- 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 P&L. On de-recognition of the asset, cumulative gain or loss previously recognized 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. The Company does not have any financial asset under this category.

Debt instrument at 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 classify 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').

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 are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. 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 P&L, 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 P&L.

iii. De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily 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

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

iv. Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables and Unbilled revenue.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive, discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

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 recognized gains, losses (including impairment gains or losses) or interest.

B. Financial liabilities

i. Initial recognition and measurement

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 derivative financial instruments.

ii. Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

After initial recognition, trade and other payables are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization 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.

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 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.

De-recognition of financial liabilities

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 de-recognition 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.

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.

(v) Transactions Costs Relating to Equity Transactions

The Company defers costs in issuing or acquiring its own equity instruments to the extent they are incremental costs directly attributable to an equity transaction that otherwise would have been avoided. Such costs are accounted for as a deduction from equity (net of any related income tax benefit) upon completion of equity transaction. The costs of an equity transaction which is abandoned is recognized as an expense.

(w) Segment reporting

The Executive Management Committee monitors the operating results of its business as a single primary segment “Software Product Licence and related services” for the purpose of making decisions about resource allocation and performance assessment. The business of the Company falls under a single primary segment i.e. 'Software Product License & related services' for the purpose of Ind AS 108.

(x) Changes in accounting policies and disclosures

New and amended standards and interpretations

i. Amendments to Ind AS 116: Covid-19-Related Rent Concessions

The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under Ind AS 116, if the change were not a lease modification.

The amendments are applicable for annual reporting periods beginning on or after the 1 April 2020. In case, a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after the 1 April 2019.

ii. Amendments to Ind AS 1 and Ind AS 8: Definition of Material

The amendments provide a new definition of material that states, “information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.” The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the financial statements of, nor is there expected to be any future impact to the company.

4(a). PROPERTY, PLANT AND EQUIPMENT

In Rs. Millions

Particulars	Land	Leasehold Land*	Buildings	Plant & Machinery	Electrical Equipment	Furniture and Fittings	Office Equipment	Vehicles	Total
Gross Block									
As at April 1, 2019	**42.14**	**28.05**	**1,136.60**	**860.38**	**159.03**	**400.93**	**182.58**	**73.21**	**2,882.92**
Reclassified on adoption of IND AS 116	-	(28.05)	-	-	-	-	-	-	**(28.05)**
Additions	-	-	0.90	34.47	3.74	18.51	4.26	1.99	**63.87**
Deletions	-	-	(12.40)	(53.01)	(2.30)	(17.98)	(4.17)	(0.86)	**(90.72)**
As at March 31, 2020	**42.14**	**-**	**1,125.10**	**841.84**	**160.47**	**401.46**	**182.67**	**74.34**	**2,828.02**
Additions	-	-	-	12.39	2.23	8.87	3.20	1.45	**28.14**
Deletions	-	-	-	(55.63)	(2.22)	(10.44)	(11.74)	(3.49)	**(83.52)**
As at March 31, 2021	**42.14**	**-**	**1,125.10**	**798.60**	**160.48**	**399.89**	**174.13**	**72.30**	**2,772.64**
Accumulated Depreciation									
As at April 1, 2019	**-**	**3.86**	**302.31**	**667.05**	**94.27**	**209.99**	**147.88**	**68.15**	**1,493.51**
Reclassified on adoption of IND AS 116	-	(3.86)	-	-	-	-	-	-	**(3.86)**
Depreciation charge for the year (Refer note 23)	-	-	38.83	60.89	12.96	33.26	16.92	4.07	**166.93**
Disposals	-	-	(5.00)	(51.41)	(2.27)	(17.85)	(4.15)	(0.86)	**(81.54)**
As at March 31, 2020	**-**	**-**	**336.14**	**676.53**	**104.96**	**225.40**	**160.65**	**71.36**	**1,575.04**
Depreciation charge for the year (Refer note 23)	-		38.68	54.05	13.14	34.10	12.33	0.61	**152.91**
Disposals	-	-	-	(54.22)	(0.47)	(2.18)	(11.37)	(2.80)	**(71.04)**
As at March 31, 2021	**-**	**-**	**374.82**	**676.36**	**117.63**	**257.32**	**161.61**	**69.17**	**1,656.91**
Net Book Value									
As at March 31, 2020	**42.14**	**-**	**788.96**	**165.31**	**55.51**	**176.06**	**22.02**	**2.98**	**1,252.98**
As at March 31, 2021	**42.14**	**-**	**750.28**	**122.24**	**42.85**	**142.57**	**12.52**	**3.13**	**1,115.73**

Table No. 3.7

Land and Building

Land and buildings with a carrying amount of Rs.792.42 million (March 31, 2020: Rs 831.10 million) are subject to a first charge to secure the Company's bank loans.

4(b). Capital work-in-progress and Intangible assets under development

In Rs. Millions

Particulars	Buildings	Plant & Machinery (including Computer Equipment, software and accessories)	Electrical fittings	Furniture and fixtures	Total	Intangible assets under development (Refer Note 37)
Capital Work in Progress (CWIP) as at April 1, 2019	32.73	0.08	7.64	2.54	**42.99**	1,397.75
Add:						
Additions during the year	-	-	-	-	-	708.36
Less:						
Capitalisation of assets	-	-	-	-	-	(3.88)
CWIP as at March 31, 2020	**32.73**	**0.08**	**7.64**	**2.54**	**42.99**	**2,102.23**
Add:						
Additions during the year	-	-	-	-	-	699.47
Less:						
Capitalisation of assets	-	-	-	-	-	(840.77)
CWIP as at March 31, 2021	**32.73**	**0.08**	**7.64**	**2.54**	**42.99**	**1,960.93**

Table No. 3.8

4(C). RIGHT OF USE ASSETS

Particulars	Office Premises	Leasehold Land*	Total
Gross Block			
As at April 1, 2019	-	-	**-**
Reclassified on adoption of IND AS 116	-	28.05	**28.05**
Additions	238.14	-	**238.14**
Deletions	(7.14)	-	**(7.14)**
As at March 31, 2020	**231.00**	**28.05**	**259.05**
Additions	-	-	**-**
Deletions	(27.96)	-	**(27.96)**
As at March 31, 2021	**203.04**	**28.05**	**231.09**
Accumulated Depreciation			
As at April 1, 2019	-	-	**-**
Reclassified on adoption of IND AS 116	-	3.86	**3.86**
Depreciation charge for the year (Refer note 23)	72.58	0.28	**72.86**
Disposals	-	-	**-**
As at March 31, 2020	**72.58**	**4.14**	**76.72**
Depreciation charge for the year (Refer note 23)	49.18	0.28	**49.46**
Disposals	(0.10)	-	**(0.10)**
As at March 31, 2021	**121.66**	**4.42**	**126.08**
Net Book Value			
As at March 31, 2020	**158.42**	**23.91**	**182.33**
As at March 31, 2021	**81.38**	**23.63**	**105.01**

Table No. 3.9

* represents 13.35 acres of land at Chennai taken on 99 years lease from SIPCOT under terms of MOU dated 3rd January, 2005 (modified on 10th March, 2015) with Government of Tamil Nadu.

5. INTANGIBLE ASSETS

In Rs. Millions

Particulars	Computer software	Software Products	Internally generated Intangible asset	Total
Cost				
As at April 1, 2019	**234.29**	**583.82**	**1,098.98**	**1,917.09**
Additions – acquisition	150.43	-	-	150.43
Additions - Internally developed	-	-	-	**-**
As at March 31, 2020	**384.72**	**583.82**	**1,098.98**	**2,067.52**
Additions – acquisition	3.40	-	840.76	**844.16**
Additions - internally developed	-	-	-	-
As at March 31, 2021	**388.12**	**583.82**	**1,939.74**	**2,911.68**
Accumulated Amortization and Impairment				
As at April 1, 2019	**222.50**	**583.82**	**177.85**	**984.17**
Amortization for the year (refer note 23)	30.61	-	215.25	245.86
As at March 31, 2020	**253.11**	**583.82**	**393.10**	**1,230.03**
Amortization for the year (refer note 23)	45.67	-	252.10	297.77
As at March 31, 2021	**298.78**	**583.82**	**645.20**	**1,527.80**
Net Book Value				
As at March 31, 2020	**131.61**	**-**	**705.88**	**837.49**
As at March 31, 2021	**89.34**	**-**	**1,294.54**	**1,383.88**

Table No. 3.10

6. INVESTMENT IN SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

In Rs. Millions

	Particulars	As at March 31, 2021	As at March 31, 2020
(a)	**Investments in equity instruments of Subsidiaries, carried at cost**		
	Intellect Design Arena Pte Ltd. (Singapore)	235.38	235.38
	5,217,500 (March 31, 2020: 5,217,500) equity shares of SGD 1 each fully paid up		
	Intellect Design Arena Limited (United Kingdom)	61.75	61.75
	889,000 (March 31, 2020: 889,000) equity shares of GBP 1 each fully paid up		
	Intellect Commerce Limited (India)	90.00	90.00
	9,000,000 (March 31, 2020: 9,000,000) equity shares of INR 10 each fully paid up		
	Intellect Design Arena SA (Switzerland)	11.28	11.28
	35,000 (March 31, 2020: 35,000) equity shares of CHF 10 each fully paid up		
	Intellect Design Arena Co. Ltd (Vietnam)	2.25	2.25
	900,000,000 (March 31, 2020: 900,000,000) equity shares of VND 1 each fully paid up		
	Intellect Payments Limited (India)	25.50	25.50
	5,100,000 (March 31, 2020: 5,100,000) equity shares of INR 5 each fully paid up		
	Intellect India Limited (India)	0.50	0.50
	100,000 (March 31, 2020: 100,000) equity shares of INR 5 each fully paid up		
	Intellect Design Arena FZ LLC (Dubai)	20.36	20.36
	1,500 (March 31, 2020: 1,500) equity shares of AED 1,000 each fully paid up		
	Sonali Intellect Ltd (Bangladesh)	23.87	23.87
	3,825,000 (March 31, 2020: 3,825,000) equity shares of BDT 10 each fully paid up		
	Intellect Design Arena Limited (Kenya)	13.20	13.20
	20,770 (March 31, 2020: 20,770) equity shares of KSHS 1,000 each fully paid up		
	Intellect Design Arena GmbH (Germany)		
	25,000 (March 31, 2020: NIL) equity shares of EUR 1 each fully paid up	2.15	-
	Investment in Intellect Polaris Design, LLC		
	45 equity shares of USD 50,000 each fully paid up *	138.02	-
	Total investments in equity instruments of Subsidiaries, carried at cost (a)	**624.26**	**484.09**
(b)	**Investments in equity instruments of Joint venture, carried at cost**		
	Investment in Intellect Polaris Design, LLC (45%)	-	138.02
	Nil (March 31, 2020: 45) equity shares of USD 50,000 each fully paid up #		
	Total investments in equity instruments of joint venture, carried at cost (b)	**-**	**138.02**
	*# On July 1, 2020, the Company has increased its ownership interest in Intellect Polaris Design LLC ("IPDLLC") from 50% to 100% resulting in IPDLLC being a wholly owned subsidiary.		
(c)	**Investments in equity instruments of Associates, carried at cost**		
	NMS Works Software Private Limited (India)	85.72	85.72
	1,104,870 (March 31, 2020: 1,104,870) equity shares INR 10 each fully paid up		
	Adrenalin eSystems Limited (India)	226.24	226.24
	29,485,502 (March 31, 2020: 29,485,502) equity shares of INR 5 each fully paid up		
	Total investments in equity instruments of Associates, carried at cost (c)	**311.96**	**311.96**
	Total investment in Subsidiaries, Joint ventures and Associates (a+b+c)	**936.22**	**934.07**

Table No. 3.11

7. FINANCIAL ASSET

In Rs. Millions

	Particulars	As at March 31, 2021	As at March 31, 2020
7(a)	**INVESTMENTS**		
	Investments carried at amortised cost		
	(A) Investment in Equity Shares		
	237 equity shares in Andhra Bank Ltd of Rs.10/- each	0.02	0.02
	100 equity shares in Catholic Syrian Bank Ltd of Rs.10/- each	0.03	0.03
	Investments carried at fair value through Profit and Loss		
	(B) Investment in Equity Shares of Gamma Green Power Private Limited (Unquoted)		
	306,977 (March 31, 2020 - 306,977) Equity Shares of Face Value of Rs. 10 each	3.07	3.07
	Less: Impairment in value of investment	(3.07)	(3.07)
		0.05	**0.05**
	Aggregate book value of Quoted Investments	0.05	0.05
	Aggregate market value of Quoted Investments	0.05	0.05
	Aggregate value of Unquoted Investments	3.07	3.07
	Aggregate amount of impairment in value of Investment	3.07	3.07

7(b)	**Loans and deposits, carried at amortized cost**		
	Unsecured considered good		
	- Security Deposits*	30.64	43.83
	- Loans to employees**	8.48	27.27
		39.12	**71.10**

*Security deposit are non-derivative financial assets which generate a fixed or variable interest income for the Company.

**Loan to employees are non-derivative financial assets which generate a fixed or variable interest income for the Company.

7(c)	**Non current bank balances, carried at amortized cost**		
	Deposits with Banks with more than 12 months maturity	126.10	114.53
		126.10	**114.53**

The above balances have been pledged as security by the Company for availing non-fund based facilities (Bank guarantee)

Table No. 3.12

7(d)	**Derivative instruments**		
	Foreign exchange forward contracts (Net) (Refer Note 36)	75.52	-
		75.52	**-**

Table No. 3.13

8. INCOME TAX ASSETS (NET)

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Advance income tax (Net of provision for tax)	574.40	539.89
	574.40	**539.89**

Table No. 3.14

9. DEFERRED TAX ASSETS (NET)

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred Tax Asset /(Liability)		
Accelerated depreciation for tax purposes	(679.76)	(494.66)
Revaluation of cash flow hedge	(64.20)	118.34
Revaluation of FVTPL investments to fair value	-	0.10
Impact of disallowance under Section 36(1)(viia) of the Income Tax Act	245.65	55.91
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	332.38	55.28
Carry forward business loss and unabsorbed depreciation	165.93	265.03
MAT credit entitlement	642.28	281.45
	642.28	**281.45**

Table No. 3.15

10. OTHER NON-CURRENT ASSETS

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Capital Advances	0.56	0.52
Loans to Employees Welfare Trust	0.11	0.11
Prepayments	302.12	462.59
	302.79	**463.22**

Table No. 3.16

11. Financial Assets

11(a) Current investments

In Rs. Millions

Particulars	March 31, 2021 Units	March 31, 2021 Amount	March 31, 2020 Units	March 31, 2020 Amount
Trade Investments (Carried at fair value through profit or loss)				
Investment in Mutual Funds - (Unquoted)				
ICICI Prudential Banking and PSU Debt Fund – Daily Dividend	8,749,359	88.09	9,233,924	93.57
Nippon India Short Term Fund-DM	5,334,905	60.81	6,361,862	72.15
Kotak Money Market Fund	43,136	150.28	-	-
Invesco India Liquid Fund	53,400	150.91	-	-
IDFC Cash Fund	20,392	50.70	-	-
IDFC Money Manager Fund	2,976,538	100.15	-	-
Nippon India Liquid Fund	16,059	80.82	-	-
Nippon India Money Market Fund	31,099	100.16	-	-
SBI Liquid Fund	25,089	80.83	-	-
SBI Savings Fund	2,928,909	100.16	-	-
		962.90		**165.72**

Aggregate book value of Unquoted Investments	962.90	165.72
Aggregate market value of Unquoted Investments	962.90	165.72
Aggregate amount of impairment in value of Investment	-	-

Table No. 3.17

Investments in mutual funds Rs 143.96 Millions (March 20 Rs 144.21 Millions) are subject to a first charge to secure the company's bank loans.

11(b) Trade receivables

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Trade receivables	510.58	804.16
Receivables from related parties (Refer note 32)	3,159.85	3,651.20
	3,670.43	**4,455.36**
Break-up for Security Details:		
- Unsecured considered good	4,042.22	4,802.03
- Trade Receivables which have significant increase in credit risk	112.00	113.77
- Trade Receivables - Credit impaired	21.20	21.20
	4,175.42	**4,937.00**
Impairment Allowance (allowance for bad and Doubtful debts)		
- Unsecured considered good	(371.79)	(346.67)
- Trade Receivables which have significant increase in credit risk	(112.00)	(113.77)
- Trade Receivables - Credit impaired	(21.20)	(21.20)
	(504.99)	**(481.64)**
	3,670.43	**4,455.36**

Table No. 3.18

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member. Trade receivables are non-interest bearing.

In Rs. Millions

	Particulars	As at March 31, 2021	As at March 31, 2020
11(c)	**Cash and cash equivalent carried at amortized cost**		
	Balance with banks		
	- On Current accounts	374.11	289.55
	- On Deposit accounts	67.17	70.01
		441.28	**359.56**

Table No. 3.19

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

Deposit account balances have been pledged as security by the Company for availing non-fund based facilities (Bank guarantee). The changes in liabilities arising from financial activities are only on account of changes in the Cash Flows.

In Rs. Millions

	Particulars	As at March 31, 2021	As at March 31, 2020
11(d)	**Bank Balances other than Cash and Cash Equivalents**		
	Deposits having a maturity period more than 3 months and less than 12 months	80.02	65.64
		80.02	**65.64**
11(e)	**Loans and deposits carried at amortized cost**		
	Unsecured considered good		
	- Security Deposits *	22.60	21.05
	- Loans to employees **	15.10	27.93
		37.70	**48.98**

*Security deposit are non-derivative financial assets which generate a fixed or variable interest income for the Company.

**Loan to employees are non-derivative financial assets which generate a fixed or variable interest income for the Company.

In Rs. Millions

	Particulars	As at March 31, 2021	As at March 31, 2020
11(f)	**Derivative instruments carried at fair value through OCI***		
	Foreign exchange forward contracts (Net) (Refer Note 36)	109.99	-
		109.99	**-**

Table No. 3.20

***Financial asset at fair value through OCI**

Financial asset at fair value through OCI reflect the change in fair value of foreign exchange forward contracts, designated as cash flow hedges to hedge highly probable future sale in USD & GBP.

In Rs. Millions

	Particulars	As at March 31, 2021	As at March 31, 2020
11(g)	**Other financial assets carried at amortized cost**		
	Unsecured considered good		
	Revenue accrued not billed *	3,458.35	2,316.33
	Claims receivables	150.00	-
	Other receivables	169.78	31.65
		3,778.13	**2,347.98**

Table No. 3.21

* The balance as at March 31, 2021 is net of allowance for credit loss of Rs 183.86 million (Previous year ended March 31, 2020 Rs.83.85 million).

12 OTHER CURRENT ASSETS

In Rs. Millions

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, Considered good		
Advances to related parties (Refer note 32)	211.95	306.93
Prepayments and other recoveries	620.18	505.18
Salary advance	1.09	5.66
Balance with Government authorities	152.11	142.98
	985.33	**960.75**

Table No. 3.22

13 SHARE CAPITAL

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
(a)Authorised		
194,800,000 equity shares of Rs.5/- each. (March 31, 2020 : 194,800,000 equity shares of Rs.5/- each)	974.00	974.00
	974.00	**974.00**
(b) Issued, Subscribed and Paid up		
132,974,363 equity shares of Rs. 5/- each (March 31, 2020: 132,338,530 equity shares of Rs.5/- each) fully paid up	664.87	661.69
	664.87	**661.69**
Shares held by shareholders holding more than 5 percent shares in the Company.		
Polaris Banyan Holding Private Limited	31,861,000	31,861,000
Arun Jain	7,556,321	7,556,321
Amansa Holdings Private Limited	9,744,809	8,652,957
	36.97%	**34.83%**

Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.5 per share. Each holder of equity shares is entitled to one vote per share. Equity shares entitle the holder to participate in dividends, and to share in the proceeds of winding up of the Company in proportion to the number of and amounts paid on the shares held.

Particulars	Number of shares March 31, 2021	Number of shares March 31, 2020
Shares outstanding at the beginning of the year/period	132,338,630	131,774,715
Shares issued under the Employee Stock Option Scheme	635,733	563,915
Shares outstanding at the end of the year/period	**132,974,363**	**132,338,630**

In Rs. Millions

Particulars	March 31, 2021	March 31, 2020
Share capital outstanding at the beginning of the year/period	661.69	658.87
Share capital issued under the Employee Stock Option Scheme	3.18	2.82
Share capital outstanding at the end of the year/period	**664.87**	**661.69**

Table No. 3.23

14 OTHER EQUITY

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Securities premium	5,196.93	5,098.24
Share option outstanding account	627.72	427.88
General Reserve	1,368.31	1,329.41
Retained earnings	3,817.50	1,755.51
Cash flow hedge reserve	185.52	(341.93)
	11,195.98	**8,269.11**

Table No. 3.24

14 (a) Securities premium

The Securities premium received during the year represents the premium received towards allotment of 563,915 shares. This balance will be utilised in accordance with the provisions of Section 52 of the Companies Act 2013 towards issuance of fully paid bonus shares, write-off of preliminary expenses, commission/discount expenses on issue of shares / debentures, premium payable on redemption of redeemable preference shares / debentures and buy back of its own shares / securities under Section 68 of the Companies Act 2013.

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	5,098.24	5,025.03
Additions during the year	50.43	38.35
Transfer from Share option outstanding account for options exercised during the year	48.26	34.86
Balance at the end of the year	**5,196.93**	**5,098.24**

Table No. 3.25

14 (b) Share option outstanding account

Under Ind AS 102, fair value of the options granted is to be expensed out over the life of the vesting period as employee compensation costs reflecting period of receipt of service.

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	427.88	268.03
Additions during the year	287.00	169.85
Transfer from Provision on account of issue of Restrictive stock options during the year	-	43.47
Transfer to Securities premium for options exercised during the year	(48.26)	(34.86)
Transfer to General reserve on account of options not exercised for the year	(38.90)	(18.61)
Balance at the end of the year	**627.72**	**427.88**

Table No. 3.26

14 (c) General Reserve

Additions to the general reserve during the year are on account of cancellation of share options post vesting period.

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	1,329.41	1,310.80
Transfer from Share option outstanding account on account of options not exercised for the year	38.90	18.61
Balance at the end of the year	**1,368.31**	**1,329.41**

Table No. 3.27

14 (d) Retained earnings

The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the financial statements of the Company and also considering the requirements of the Companies Act, 2013. Thus, the amounts reported below may not be distributable in entirety.

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	1,755.51	2,094.36
Profit / (Loss) for the year	2,072.53	(312.76)
Other Comprehensive Income - Re-measurement Loss on Defined Benefit Obligations (Net)	(10.54)	(26.09)
Balance at the end of the year	**3,817.50**	**1,755.51**

Table No. 3.28

14 (e) Cash Flow Hedge Reserve

The cash flow hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognised and accumulated under the heading of cash flow hedging reserve will be reclassified to profit or loss only when the hedged transaction affects the profit or loss, or included as a basis adjustment to the non-financial hedged item.

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	(341.93)	(54.87)
Additions / (Deductions) during the year (Net)	527.45	(287.06)
Balance at the end of the year	**185.52**	**(341.93)**

Table No. 3.29

15 FINANCIAL LIABILITIES

In Rs. Millions

	Particulars	As at March 31, 2021	As at March 31, 2020
15(a)	Term Loan (Secured)	419.61	703.16
	Current maturities of Long Term Borrowings (Refer note No 16 (d))	(344.05)	(356.09)
		75.56	**347.07**

Term loan from banks (USD) has a moratorium of 12 months from the date of disbursement and repayable in 16 quarterly installments contractually commencing from December 2018. The classification of "Current Maturities of Long Term Borrowings" is done based on management's intention to repay the loan. The loan is measured at amortised cost (net of processing charges) and carries an effective interest of 6.28% per annum and secured by a charge on the Land and buildings of the Company.

15(b)	**Lease Liabilities (Refer note - 38)**	59.01	114.41
		59.01	**114.41**

15(c)	**Derivative instruments**		
	Foreign exchange forward contracts (Net) Refer Note 36	-	179.18
		-	**179.18**

*** Financial liabilities at fair value through OCI**

Financial liabilities at fair value through OCI reflect the change in fair value of foreign exchange forward contracts, designated as cash flow hedges to hedge highly probable future sale in USD & GBP.

15(d)	**Other Long Term Liabilities**		
	- Security Deposits	6.00	6.00
		6.00	**6.00**

Table No. 3.30

16 FINANCIAL LIABILITIES

In Rs. Millions

	Particulars	As at March 31, 2021	As at March 31, 2020
16(a)	**Borrowings carried at amortized cost**		
	Secured unless and otherwise specified		
	Loans repayable on demand		
	- from Banks	-	1,852.17
		-	**1,852.17**

Particulars	Repayable	Security
Pre-shipment credit in foreign currency & Export bills discounting (Currency of loan - USD)		
Pre-shipment credit in foreign currency (March 31, 2020)	60 days to 120 days credit period	Land & Building

	Particulars	As at March 31, 2021	As at March 31, 2020
16(b)	**Lease Liabilities (Refer note - 38)**	35.25	54.04
		35.25	**54.04**

Table No. 3.31

	Particulars	As at March 31, 2021	As at March 31, 2020
16(c)	**Trade payables**		
	- Total outstanding dues of micro enterprises and small enterprises (Refer Note 42)	10.32	14.29
	- Total outstanding dues of creditors other than micro enterprises and small enterprises (Refer Note 33 for balance due to related parties)	1,732.81	1,653.06
		1,743.13	**1,667.35**

Table No. 3.32

Note - Trade payables are non-interest bearing.

In Rs. Millions

	Particulars	As at March 31, 2021	As at March 31, 2020
16(d)	**Other financial liabilities carried at amortized cost**		
	Current maturities of long term borrowings (Refer Note 15(a))	344.05	356.09
	Employee benefits payable	550.53	120.33
	Capital creditors	2.62	2.74
	Superannuation payable	76.94	72.92
		974.14	**552.08**

Table No. 3.33

In Rs. Millions

	Particulars	As at March 31, 2021	As at March 31, 2020
16(e)	**Derivative instruments**		
	Foreign exchange forward contracts (Net) (Refer Note 36)	-	162.76
		-	**162.76**

Table No. 3.34

***Financial liabilities at fair value through OCI**

Financial liabilities at fair value through OCI reflect the change in fair value of foreign exchange forward contracts, designated as cash flow hedges to hedge highly probable future sale in USD & GBP.

17 OTHER CURRENT LIABILITIES

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Contract Liabilities	674.98	601.03
Advances from related parties (Refer note 32)	1,345.65	352.83
Customer and other advance received	28.38	-
Statutory dues	106.02	73.26
	2,155.03	**1,027.12**

Table No. 3.35

18 PROVISIONS

In Rs. Millions

Particulars	As at March 31,	
	2021	2020
Provision for employee benefits		
- Provision for gratuity (Refer note 30)	273.47	220.08
- Provision for leave benefits	172.98	113.26
	446.45	**333.34**

Table No. 3.36

19 CURRENT TAX LIABILITIES

In Rs. Millions

Particulars	As at March 31,	
	2021	2020
- Provision for taxation (Net of Advance Income tax)	15.38	-
	15.38	**-**

Table No. 3.37

20 REVENUE FROM OPERATIONS

Timing of Revenue Recognition In Rs. Millions

Particulars	Year ended March 31,	
	2021	2020
At a point in time	903.67	849.37
Over a period of time	9,128.61	6,563.93
Total revenue from operations	**10,032.28**	**7,413.30**

Summary of Contract Balances

Particulars	Year ended March 31,	
	2021	2020
Trade receivables	3,670.43	4,455.36
Contract assets*	3,458.35	2,316.33
Contract liabilities*	674.98	601.03

Table No. 3.38

* Contract assets represents revenue accrued and not billed and unbilled revenues. Contract Liabilities represents Billing in excess of revenue.

Set out below is the amount of revenue recognised from: In Rs. Millions

Particulars	Year ended March 31,	
	2021	2020
Amounts included in contract liabilities at the beginning of the year	601.03	503.65
Revenue recognised from performance obligations satisfied in reporting period	269.60	172.96

Table No. 3.39

Performance obligations & Remaining performance obligations

Information on Company's performance obligations and remaining performance obligations is summarised in accounting policies (also Refer Note 3(j))

The aggregate value of performance obligations that are completely or partially unsatisfied as at March 31, 2020, other than those meeting the exclusion criteria mentioned in Note 3(j), is Rs. 402.23 millions (March 31, 2020 - 971.07 millions). Out of this, the Company expects to recognize revenue of around 35% (March 31, 2020 - 86%) within the next one year and the remaining thereafter. This includes contracts that can be terminated for convenience without a substantive penalty since, based on current assessment, the occurrence of the same is expected to be remote.

In Rs. Millions

	Particulars	Year ended March 31,	
		2021	2020
21(a)	**OTHER INCOME (Recurring and not related unless stated otherwise)**		
	(a) Net gain from sale of investments		
	Profit on sale of investments, carried at fair value through statement of profit or loss	4.63	-
	(b) Other non-operating Income		
	Fair value gain on financial instruments at fair value through statement of profit or loss	3.69	-
	Net gain on disposal of property, plant and equipment (Non recurring and not related)	-	96.98
	Net Gain on foreign currency transaction and translation	77.60	26.05
	Miscellaneous Income, Net	20.44	27.80
		106.36	**150.83**

Table No. 3.40

In Rs. Millions

	Particulars	Year ended March 31,	
		2021	2020
21(b)	**FINANCE INCOME (Recurring and not related unless stated otherwise)**		
	(a) Interest Income		
	Interest received on deposits with banks	14.88	12.95
	Interest from financial assets carried at amortised cost	7.21	57.73
	(b) Dividend Income		
	Dividend income on investments in mutual funds	25.35	8.37
		47.44	**79.05**

Table No. 3.41

22 EMPLOYEE BENEFIT EXPENSE

In Rs. Millions

Particulars	Year ended March 31,	
	2021	2020
Salaries and incentives	4,301.55	4,035.32
Contribution to provident and other funds	215.42	219.23
Gratuity contribution scheme (Refer Note 30)	63.96	55.59
Expense on Employee Stock Option Scheme (ESOP) (Refer Note 31)	287.00	169.85
Staff welfare expenses	69.74	136.64
	4,937.67	**4,616.63**

Table No. 3.42

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective.

23 DEPRECIATION AND AMORTIZATION EXPENSE

In Rs. Millions

Particulars	Year ended March 31,	
	2021	2020
Depreciation of Property, plant and equipments and Right of use of assets (Refer Note 4)	202.37	239.79
Amortisation of Intangible Assets (Refer Note 5)	297.77	245.86
	500.14	**485.65**

Table No. 3.43

24 FINANCE COSTS

In Rs. Millions

Particulars	Year ended March 31,	
	2021	2020
Interest Expenses	74.98	158.03
	74.98	**158.03**

Table No. 3.44

25 OTHER EXPENSES

In Rs. Millions

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Cost of software packages, consumable and maintenance	527.43	317.25
Travelling expenses	50.89	409.87
Communication expenses	251.87	196.98
Professional and Legal charges	115.74	121.17
Cost Of Technical Sub-Contractors	754.55	872.98
Payment to the auditors		
- Statutory audit	8.70	5.87
- for other services	1.31	0.60
- for reimbursement of expenses	0.08	0.25
Power and fuel	31.64	66.84
Rent	10.99	18.08
Repairs - Plant and machinery	64.50	45.72
Repairs - Building	-	0.01
Repairs - Others	11.98	14.97
Business promotion	94.43	175.64
Office maintenance	49.43	83.56
Allowances for credit impaired	123.36	160.00
Bad debts / advances written off	220.27	-
Insurance	15.18	16.66
Printing and stationery	1.24	6.38
Rates and taxes excluding taxes on Income	19.38	24.37
Contributions towards Corporate Social Responsibility	27.06	18.88
Directors sitting fees	4.85	5.30
Bank charges & commission	31.41	40.12
Miscellaneous expenses	19.66	29.43
Net loss on disposal / discarding of Property, Plant and Equipment (Non recuring & Non Trade related)	11.55	-
	2,447.50	**2,630.93**

Table No. 3.45

26 INCOME TAX

The major components of income tax expense for the years ended March 31 2021 and March 31 2020 are:

Statement of Profit and Loss:

In Rs. Millions

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Current income tax:		
Current income tax charge	514.10	-
Net Current Income Tax	514.10	-
Deferred tax:		
Relating to origination and reversal of temporary differences	-	-
MAT credit (entitlement) / availed	(514.10)	-
Ineligble MAT credit written off	153.26	115.25
Net Deferred Tax	(360.84)	115.25
Total	**153.26**	**115.25**

Particulars	March 31, 2021	March 31, 2020
Accounting Profit / (loss) before income tax	2,225.79	(248.06)
At India's statutory income tax rate -	34.944%	34.944%
Derived Tax Charge for the year (Restricted to Zero incase of loss)	777.78	-
Adjustments:		
Tax impact arising on account of set off of available losses	(777.78)	-
Ineligble MAT credit written off	153.26	115.25
Net derived tax charge	**153.26**	**115.25**
Income tax expense reported in the statement of Profit and Loss	**153.26**	**115.25**

Table No. 3.46

REVISION IN TAX RATES

Pursuant to the Taxation Laws (Amendment) Ordinance, 2019 (Ordinance), the Company is not exercising the option to avail concessional Income tax rate in the current year, considering the accumulated MAT credit, losses and other benefits under the Income Tax Act, 1961.

27 EARNINGS PER SHARE

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

In Rs. Millions

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Profit / (loss) attributable to the equity holders of the company used in calculating basic earnings per share and diluted earnings per share	2,072.53	(312.76)
Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share (number)		
- Basic	132,559,813	132,338,630
- Diluted	136,109,024	134,291,371
Earning per share of Rs.5 each		
- Basic	15.63	(2.37)
- Diluted	15.42	(2.37)

Table No. 3.47

28 COMPONENTS OF OTHER COMPREHENSIVE INCOME (OCI)

In Rs. Millions

Particulars	Retained Earnings	Net movement on cash flow hedges	Total
During the year ended March 31, 2021			
Re-measurement gains/(losses) on defined benefit plans	(10.54)	-	(10.54)
Net movement on cash flow hedges	-	527.45	527.45
During the year ended March 31, 2020			
Re-measurement gains/(losses) on defined benefit plans	(26.09)	-	(26.09)
Net movement on cash flow hedges	-	(287.06)	(287.06)

Table No. 3.48

29 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a. Judgements

In the process of applying the Company’s accounting policies, management has not made any judgements, which have significant effect on the amounts recognised in the Standalone Financial Statements.

b. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

1) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on projected sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

The Company capitalises intangible asset under development for a project in accordance with the accounting policy. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised, management makes assumptions regarding the expected future cash generation of the project, discount rates to be applied and the expected period of benefits.

2) Share-based payments

The Company initially measures the cost of Equity-settled transactions with employees using a black scholes model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 31.

3) Revenue from Contract with Customers

The Company is required to make an assessment for each new software license contract as to whether the underlying software requires significant modification or customization by the Company in order to meet the customer's requirements. If significant modification or customization is required, then the license fee is recognized based on percentage-of-completion. Majority of such modifications or customizations have not been deemed significant in current or prior periods.

In respect of service revenue, the management exercises judgment in determining the percentage of completion utilizing output measures, such as the achievement of any project milestones stipulated in the contract, or internal quality milestones to assess proportional performance.

The Company also exercises judgment in assessing uncertainties surrounding the probability of collection when payment terms are linked to service implementation milestones or other various contingencies exist. These assessments are made at the outset of the contract.

4) Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The underlying bonds are further reviewed for quality.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Further details about gratuity obligations and sensitivity analysis are given in Note 30.

5) Taxes

Current Tax for the current year is computed as per the provisions of Section 115JB and the Minimum Alternate Tax liability (MAT) is provided for. Significant management judgements have been involved in evaluating and recognising MAT credit, to be set off against the future taxable profits for which the Company has an eligible carry forward period of 15 years.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

6) Provision for Allowance of Credit Loss

The Company has adopted and laid out its Expected Credit Loss Model (ECL) for determination of the Provision for credit loss allowance, which are primarily in the nature of trade receivables and unbilled revenue. In determining its ECL, assumptions and estimates are made in relation to Nature of customers (Public Sector Banks, Non-Banking Finance Companies, Private Banks etc), billing and collection terms as per the contract, average aging of the customer balance and the past trends of collection.

7) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 39 for further disclosures.

8) Leases

Determining the lease term of contracts with renewal and termination options - Company as lessee:

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination.

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow.

Refer Note 38 for information on potential future rental payments relating to periods following the exercise date of extension and termination options that are not included in the lease term.

30 GRATUITY

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. A trust by name "Intellect Design Group gratuity trust" has been constituted by Intellect Design Arena Limited to administer the gratuity fund.

The following table summaries the components of net benefit expense recognised in the Statement of profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans.

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Obligations at the beginning of the period	**367.99**	**299.85**
Current service cost	57.42	51.89
Interest cost	24.54	21.36
Benefits paid (including benefits paid directly by the Company)	(23.46)	(31.15)
Actuarial (gains) / losses	10.36	26.04
Obligations at the end of the period	**436.85**	**367.99**
Change in plan assets		
Plan assets at period beginning, at fair value	147.91	135.55
Expected Return on plan assets	8.75	9.26
Contributions	30.00	34.29
Actuarial gains / (losses)	(0.18)	(0.04)
Benefits paid	(23.10)	(31.15)
Plan assets at period end, at fair value	**163.38**	**147.91**
Actual Return on Plan Assets	8.57	9.23
Reconciliation of present value of the obligation and the fair value of plan assets		
Fair value of plan assets at the end of the year	163.38	147.91
Present value of defined benefit obligations at the end of the period	436.85	367.99
Asset / (Liability) recognised in the balance sheet	**(273.47)**	**(220.08)**
a) Non-Current portion	-	-
b) Current portion	(273.47)	(220.08)
Amount recognised in the statement of Profit and Loss under employee benefit expense:		
Service cost	57.42	51.89
Net interest on the net defined liability/asset	15.79	12.10
	73.21	**63.99**
Amount recognised in the statement of Other Comprehensive Income		
(Gain)/Loss from change in demographic assumptions	63.56	(9.58)
(Gain)/Loss from change in financial assumptions	(1.50)	38.92
Actuarial (Gain)/Loss due to Experience	(51.70)	(3.29)
(Return) / Loss on Plan Assets (greater) / less than discount rate	0.18	0.04
	10.54	**26.09**
Gratuity cost for the period		
Experience adjustments on plan liabilities	10.36	26.05
Experience adjustments on plan assets	0.18	0.04
Actual return on plan assets	8.57	9.23
Defined Benefit Obligation	436.85	367.99
Fair Value of Plan Assets	163.38	147.91
Surplus / (deficit)	(273.47)	(220.08)
Experience adjustments on plan liabilities	10.36	26.05
Experience adjustments on plan assets	0.18	0.04
Actuarial Assumptions		
Discount rate	6.27%	6.23%
Expected return on plan assets	6.27%	6.23%
Salary growth rate	9.00%	9.00%
Attrition rate	18.20%	25.82%

Estimated amount of contribution to the fund during the year ended March 31, 2021 as estimated by management is Rs. 273.47 million (PY Rs. 220.08 million)

Amounts recognised in current year and previous year

Particulars	As at March 31, 2021	As at March 31, 2020
Gratuity		
Defined benefit obligation	436.85	367.99
Plan asset	163.38	147.91
Surplus/(Deficit)	(273.47)	(220.08)
Experience Adjustment on Plan Liabilities (Gain) / Loss	10.36	26.05
Experience Adjustment on Plan Assets Gain / (Loss)	0.18	0.04

Estimated amount of contribution to the fund during the Year Ended March 31, 2021, as estimated by management is Rs.273.47 Million (Previous year Rs. 220.08 Million)

Table No. 3.49

In Rs. Millions

Particulars	Gratuity cost March 31, 2021	Gratuity cost March 31, 2020
Statement of Profit and Loss	63.96	55.59
Other comprehensive Income	10.54	26.09

Notes

(a) The estimates of future salary increases, considered in actuarial valuation, takes into account, inflation, seniority, promotions and other relevant factors, such as demand and supply in the employment market.

(b) Discount rate is based on the prevailing market yields of Indian Government Bonds as at the Balance Sheet date for the estimated term of the obligation.

(c) The Composition of Plan assets which is funded with ICICI Prudential Life Insurance, Kotak Mahindra Life Insurance Ltd.

Major categories of plan assets (managed by Insurers) as a percentage of fair value of total plan assets	March 31, 2021	March 31, 2020
Assets under insurance schemes	100%	100%

The average duration of the defined benefit plan obligation at the end of the reporting period is 8.53 years (31 March 2020 - 5.72 years).

Table No. 3.50

A quantitative sensitive analysis of the assumption as at March 31, 2021

Assumptions	Discount Rate		Salary Escalation Rate	
Sensitivity level	1%	1%	1%	1%
Activity	Increase	Decrease	Increase	Decrease
Defined benefit obligation	399.54	480.06	471.41	404.60

Table No. 3.51

Assumptions	Attrition rate		Mortality rate
Sensitivity level	1%	1%	10%
Activity	Increase	Decrease	Increase
Defined benefit obligation	429.08	445.44	436.55

Table No. 3.52

A quantitative sensitive analysis of the assumption as at March 31, 2020

Assumptions	Discount Rate		Salary Escalation Rate	
Sensitivity level	1%	1%	1%	1%
Activity	Increase	Decrease	Increase	Decrease
Defined benefit obligation	340.68	399.26	392.68	344.80

Table No. 3.53

Assumptions	Attrition rate		Mortality rate
Sensitivity level	1%	1%	10%
Activity	Increase	Decrease	Increase
Defined benefit obligation	362.46	374.04	367.83

Table No. 3.54

In Rs. Millions

Maturity Profile of defined benefit obligation	Discounted values / Present value	
Particulars	**31-Mar-21**	**31-Mar-20**
Within next 12 months (next annual reporting period)	34.95	36.33
Between 2 and 5 years	92.30	92.88
Between 6 and 10 years	79.90	64.61
More than 10 years	229.70	174.17
Total	**436.85**	**367.99**

Table No. 3.55

31 SHARE BASED PAYMENTS

The Scheme of Arrangement (Demerger) entered into by the Company with Polaris Consulting & Services Limited (Demerged Company) with effect from April 1, 2014 provided for the following in respect of Employee Stock Option Schemes;

i. The Company has adopted three stock option plans (ASOP 2003, ASOP 2004 and ASOP 2011) from Polaris Consulting & Services Limited, as provided in the Scheme of Arrangement.

ii. Every employee holding an option in the Demerged Company under the stock option plans of the Demerged Company, shall be issued one option in the stock option plans formed by the Resulting Company upon the Scheme coming into effect.

iii. The exercise price of the options in the Resulting Company shall be adjusted to 28% of the exercise price of the options granted under the Schemes of the Demerged Company.

Apart from the schemes provided under the Demerger arrangement the company has the following Employee stock option schemes:

i. The Company has formulated two stock option plans (Intellect Stock Option Plan 2015, Intellect Stock Option Plan 2016) of its own.

These plans provide for the granting of stock options to employees including directors of the Company (not being promoter directors and not holding more than 10% of the equity shares of the Company). The objectives of these plans include attracting and retaining the best personnel, providing for additional performance incentives and promoting the success of the Company by providing employees the opportunity to acquire equity shares.

During the year 2017-18, the Company had offered rights issue to its shareholders. Consequent to this corporate action, the market price of the shares reduced from Rs. 130.60 to Rs. 118.20. The ESOP scheme of the Company specifically requires the Compensation/Nomination & Remuneration Committee to make a fair and reasonable adjustment to the option terms in case of corporate action. Considering the above, the Nomination and Remuneration Committee of Intellect on 09th November 2017 has revised/ reduced the exercise prices of outstanding options (both vested and unvested) as on the record date i.e 18th July, 2017 by 15 %. The fair values before and after the modification have remained unchanged and there is no incremental impact in the Income statement. The option plans are summarized below:

The Plan is effective from October 9, 2014 and the Company has received in principle approval from the National Stock Exchange on February 16, 2015 and from the Bombay Stock Exchange on March 3, 2015. The 2003 Plan provides for issuance of 26,03,850 options, convertible to equivalent number of equity shares of Rs 5 each, to the employees including directors of the Company. The options are granted at the market price on the date of the grant. The market price, in accordance with the Securities and Exchange Board of India (Share based employee benefits) Regulations 2014 as amended from time to time, shall be the latest available closing price prior to the date of the meeting of the Board of Directors in which options are granted, on the stock exchange on which the shares of the Company are listed. If the Shares are listed on more than one stock exchange then the stock exchange where there is highest trading volume on the said date shall be considered. The option vests over a period of 5 years from the date of grant in a graded manner, with 20% of the options vesting each year. The exercise period shall commence from the date of vesting and expires within 36 months from the last vesting date.

No compensation cost has been recorded as the scheme terms are fixed and there were no shares vesting after the transition date of April 1, 2015. A summary of the status of the options granted under 2003 plan at March 31, 2020 is presented below:

Particulars	March 31, 2020	
	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	15,800	37.79
Granted During the period	-	-
Exercised during the year	(9,000)	41.13
Forfeited during the year	-	-
Expired during the year	(6,800)	33.37
Outstanding at the end of the year	-	-
Exercisable at the end of the year	-	-

Table No. 3.56

Particulars	March 31, 2020
Range of exercise price (Rs.)	30.58 - 41.13
Weighted average remaining contractual life (in years)	-
Weighted average fair value of options granted	-
Weighted average market price of shares on the date of exercise(Rs.)	254.68

Table No. 3.57

Associate Stock Option Plan 2004

The Plan is effective from October 9, 2014 and the Company has received in principle approval from the National Stock Exchange and the Bombay Stock Exchange on February 16, 2015. The 2004 Plan provides for issuance of 8,24,645 options, convertible to equivalent number of equity shares of Rs 5 each, to the employees, including directors. The options are granted at the market price on the date of the grant. The market price, in accordance with the Securities and Exchange Board of India (Share based employee benefits) Regulations 2014 as amended from time to time, shall be the latest available closing price prior to the date of the meeting of the Board of Directors in which options are granted, on the stock exchange on which the shares of the Company are listed. If the Shares are listed on more than one stock exchange then the stock exchange where there is highest trading volume on the said date shall be considered. The option vests over a period of 5 years from the date of grant in a graded manner, with 20% of the options vesting each year. The exercise period shall commence from the date of vesting and expires within 36 months from the last vesting date.

No compensation cost has been recorded as the scheme terms are fixed and there were no shares vesting after the transition date of April 1, 2015. A summary of the status of the options granted under 2004 plan at March 31, 2020 is presented below:

Particulars	March 31, 2020	
	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	5,000	30.58
Granted During the Year	-	-
Exercised during the year	-	-
Forfeited during the year	-	-
Expired during the year	(5,000)	30.58
Outstanding at the end of the year	-	-
Exercisable at the end of the year	-	-

Table No. 3.58

Particulars	March 31, 2020
Range of exercise price (Rs.)	-
Weighted average remaining contractual life (in years)	-
Weighted average fair value of options granted	-
Weighted average market price of shares on the date of exercise(Rs.)	-

Table No. 3.59

Share options modification

The Nomination and remuneration committee (NRCC) at its meeting held at June 9, 2020 and June 17, 2020 decided to modify the options provided to the employees due to significant reduction in current market price of equity shares of the Company. As per decision of NRCC, the employees were given an option to surrender their existing options and avail new options under the new scheme in lieu of surrendered option.

As a result of, associates holding 6,074,840 options under various schemes ASOP 2011, ISOP 2015, ISOP 2016 and ISOP 2018 have voluntarily surrendered their options on May 29, 2020, June 9, 2020, June 17, 2020 and August 7, 2020 and were issued new options in the ratio of 2:1 under Intellect Incentive Plan Scheme 2018 (Restrictive Stock Options) at a exercise price of INR 5. These modification have been approved by the NRCC.

The details of surrendered and reissue options are provided below:

Scheme	Date of reissue	Average Fair Value before modification	Fair Value after modification
ASOP 2011, ISOP 2015, ISOP 2016 and ISOP 2018	29-05-2020	26.77	63.95
ASOP 2011, ISOP 2015, ISOP 2016 and ISOP 2018	09-06-2020	89.03	89.03
ASOP 2011, ISOP 2015 and ISOP 2016	17-06-2020	24.57	92.63
ASOP 2011, ISOP 2015 and ISOP 2016	07-08-2020	85.39	156.68

The Black Scholes valuation model has been used for computing the weighted average fair value the details for which is mentioned under section of RSU 2018 scheme.

Associate Stock Option Plan 2011

The Plan is effective from October 9, 2014 and the Company has received in principle approval from the National Stock Exchange on February 16, 2015 and the Bombay Stock Exchange on February 19, 2015. The 2011 Plan provides for issuance of 48,88,450 options, convertible to equivalent number of equity shares of Rs 5 each, to the employees. The plan shall be administered under 4 different schemes based on the following terms:

Particulars	Swarnam 11	Swarnam 21	Swarnam 31	Swarnam 41
Eligible employees	Senior and Key executives excluding non-executive directors	Members of Business leadership team or equivalent thereof excluding non-executive directors	Associates in the grade of Executive Vice president and above, excluding non executive directors	Non - Executive directors
Maximum number of options grantable	3,648,450 Less: Number of Options granted under Swarnam 21	1,736,000	1,240,000 Less: Number of Options granted under Swarnam 41	200,000

Table No. 3.60

Grant price

Market price upto Rs. 49	Market price	Market price	Market price	Market price
Market price between Rs. 49 - Rs. 140	15% discount on market price. (Subject to being Not lower than Rs 49)	30% discount on market price. (Subject to being Not lower than Rs 49)	50% discount on market price. (Subject to being Not lower than Rs 49)	Market price
Market price greater than Rs.140	10% discount on market price	20% discount on market price	50% discount on market price	Market price

Table No. 3.61

The market price, in accordance with the Securities and Exchange Board of India (Share based employee benefits) Regulations 2014 as amended from time to time, shall be the latest available closing price prior to the date of the meeting of the Board of Directors in which options are granted, on the stock exchange on which the shares of the Company are listed. If the Shares are listed on more than one stock exchange then the stock exchange where there is highest trading volume on the said date shall be considered. The options shall be valued using the fair value model.

The option vests over a period of 5 years from the date of grant in a graded manner, subject to fulfillment of vesting conditions as follows:

Vesting Schedule	Swarnam 11	Swarnam 21	Swarnam 31	Swarnam 41
Service conditions				
At the end of Year 1	10%	0%	0%	20%
At the end of Year 2	15%	0%	0%	20%
At the end of Year 3	20%	33%	33%	20%
At the end of Year 4	25%	33%	33%	20%
At the end of Year 5	30%	34%	34%	20%

Table No. 3.62

Performance conditions

Performance rating	20% of the options granted for each year shall be subject to meeting of minimum specified annual performance rating	20% of the options granted for each year shall be subject to meeting of minimum specified annual performance rating	20% of the options granted for each year shall be subject to meeting of minimum specified annual performance rating	20% of the options granted for each year shall be subject to meeting of minimum specified annual performance rating
Companies target EPS growth	Accelerated vesting of 5%/10% each year, based on Company achieving specified target EPS growth.	Accelerated vesting of 5%/10% each year, based on Company achieving specified target EPS growth.	NA	NA

Table No. 3.63

The exercise period shall commence from the date of vesting and expires within 60 calendar months from the relevant vesting date.

Particulars	March 31, 2021	
	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	338,022	39.33
Granted during the year	-	-
Exercised during the year	(107,882)	38.10
Forfeited during the year	-	-
Expired during the year	(14,250)	38.04
Surrender during the year	(17,820)	45.35
Outstanding at the end of the year	198,070	39.38
Exercisable at the end of the year	198,070	39.38

Table No. 3.64

Particulars	March 31, 2021
Range of exercise price (Rs.)	27.30 to 62.35
Weighted average remaining contractual life (in years)	2.50
Weighted average fair value of options granted	-
Weighted average market price of shares on the date of exercise(Rs.)	216.44

Table No. 3.65

Particulars	March 31, 2020	
	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	613,062	39.33
Granted during the year	-	-
Exercised during the year	(195,090)	38.45
Forfeited during the year	(24,500)	48.16
Expired during the year	(55,450)	11.51
Outstanding at the end of the year	338,022	39.06
Exercisable at the end of the year	338,022	39.06

Table No. 3.66

Particulars	March 31, 2020
Range of exercise price (Rs.)	27.30 to 62.35
Weighted average remaining contractual life (in years)	2.50
Weighted average fair value of options granted	-
Weighted average market price of shares on the date of exercise(Rs.)	216.44

Table No. 3.67

Scheme	ASOP 2011				
Grant ID	Swarnam 11	Swarnam 11	Swarnam 11	Swarnam 11	Swarnam 11
Grant date	20-Jan-12	24-Apr-12	24-Jul-12	22-Oct-12	22-Jan-13
Stock Price	134.40	150.75	113.20	126.15	141.95
Stock Price (as at date of revision of Exercise Price)	118.20	118.20	118.20	118.20	118.20
Risk-free interest rate	8.08%	8.47%	8.10%	8.11%	7.90%
Revised Exercise Price	114.24	128.14	96.22	107.23	120.66
Expected life (Years)	3.5 - 7.5	3.5 - 7.5	3.5 - 7.5	3.5 - 7.5	3.5 - 7.5
Expected volatility	59.31%	20.00%	20.00%	20.00%	43.86%
Expected dividend yield	1.54%	0.00%	0.00%	0.00%	0.00%

Table No. 3.68

Scheme	ASOP 2011				
Grant ID	Swarnam 11	Swarnam 11	Swarnam 11	Swarnam 11	Swarnam 11
Grant date	27-Apr-13	30-Jul-13	22-Oct-13	7-Mar-14	10-Mar-14
Stock Price	114.70	109.00	141.25	153.40	143.70
Stock Price (as at date of revision of Exercise Price)	118.20	118.20	118.20	118.20	118.20
Risk-free interest rate	7.59%	8.74%	8.56%	8.93%	8.96%
Revised Exercise Price	97.50	92.65	120.06	130.39	122.15
Expected life (Years)	3.5 - 7.5	3.5 - 7.5	3.5 - 7.5	3.5 - 7.5	3.5 - 7.5
Expected volatility	20.00%	20.00%	20.00%	20.00%	44.67%
Expected dividend yield	0.00%	0.00%	0.00%	0.00%	2.26%

Table No. 3.69

Scheme	ASOP 2011			
Grant ID	Swarnam 21 & 31	Swarnam 21 & 31	Swarnam 11	Swarnam 21 & 31
Grant date	10-Mar-14	30-Apr-14	7-Jan-15	7-Jan-15
Stock Price	143.70	183.55	86.30	86.30
Stock Price (as at date of revision of Exercise Price)	118.20	118.20	118.20	118.20
Risk-free interest rate	9.09%	8.86%	8.07%	8.02%
Revised Exercise Price	122.15	148.75	51.35	51.35
Expected life (Years)	5.5 - 7.5	5.5 - 7.5	3.5 - 7.5	5.5 - 7.5
Expected volatility	20.00%	55.21%	20.00%	20.00%
Expected dividend yield	0.00%	2.407%	0.00%	0.00%

Table No. 3.70

Intellect Stock option Plan 2015

The Shareholders of the Company in the Extraordinary General Meeting held on January 29, 2015 approved the Intellect Stock Option Plan 2015. The 2015 plan provides for issuance of 6,000,000 options convertible into equivalent number of equity shares of Rs 5/- each to employees but shall exclude independent directors, an employee belonging to the promoter group or a director holding more than 10% of the share capital. The tenure of the Scheme is for 12 years from the date of coming into effect and shall be extended by a period of not more than 5 years as the Board of Directors may decide. The Nomination Remuneration and Compensation Committee and the board has decided to amend the Scheme to include Restricted Stock Units(RSU's) to facilitate grant of fresh RSU's in lieu of options voluntarily surrendered as well as for future grants.The Company in its shareholding meeting held on August 21, 2020 have approved the modification the scheme, to include Restrictive stock options in addition to existing options part of scheme. The plan shall be administered under 5 different schemes based on the following terms:

Grant price

	Swarnam 101	Swarnam 201	Swarnam 301	Swarnam 401	Swarnam 501
Market price upto Rs. 49	Market price	Market price	Market price	Market price	Market price
Market price between Rs. 49 - Rs. 140	15% discount on market price. (Subject to being Not lower than Rs 49)	30% discount on market price. (Subject to being Not lower than Rs 49)	50% discount on market price. (Subject to being Not lower than Rs 49)	25% discount on market price. (Subject to being Not lower than Rs 49)	Upto 50% discount on market price. (Subject to being Not lower than Rs 49)
Market price greater than Rs.140	10% discount on market price	20% discount on market price	50% discount on market price	25% discount on market price (Subject to being not lower than Rs. 49)	Upto 50% discount on market price. (Subject to being not lower than Rs. 49)

Grant price of options (RSUs) under Swarnam 601 shall be Rs.5/- per option

The market price, in accordance with the Securities and Exchange Board of India (Share based employee benefits) Regulations 2014 as amended from time to time, shall be the latest available closing price prior to the date of the meeting of the Board of Directors in which options are granted, on the stock exchange on which the shares of the Company are listed. If the Shares are listed on more than one stock exchange then the stock exchange where there is highest trading volume on the said date shall be considered. The options shall be valued using the fair value model.

The option vests over a period of 5 years from the date of grant in a graded manner, subject to fulfillment of vesting conditions as follows:

Particulars	Swarnam 101	Swarnam 201	Swarnam 301	Swarnam 401	Swarnam 501
Service conditions					
At the end of year 1	10%	0%	0%	0%	0%
At the end of year 2	15%	0%	0%	0%	0%
At the end of year 3	20%	33%	33%	33%	33%
At the end of year 4	25%	33%	33%	33%	33%
At the end of year 5	30%	34%	34%	34%	34%

Table No. 3.71

The vesting schedule for Swarnam 601 shall be decided by Nomination Remuneration and Compensation Committee subject to a maximum vesting period of 5 years.

Performance Conditions

Performance rating	20% of the options granted for each year shall be subject to meeting of minimum specified annual performance rating.
Company's target EPS growth	Accelerated vesting of 5%/10% each year, based on Company achieving specified target EPS growth

Table No. 3.72

The exercise period shall commence from the date of vesting and expires within 60 calendar months from the relevant vesting date.

A summary of the status of the options granted under 2015 plan at March 31, 2021 is presented below:

Particulars	March 31, 2021	
	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	4,855,795	131.56
Granted during the year	664,000	94.60
Exercised during the year	(361,050)	103.31
Forfeited during the year	(284,000)	138.20
Expired during the year	(209,400)	147.93
Surrender during the year	(2,789,020)	133.43
Outstanding at the end of the year	1,876,325	118.09
Exercisable at the end of the year	867,575	125.49

Table No. 3.73

Particulars	March 31, 2021
Range of exercise price	5 to 344.95
Weighted average remaining contractual life (in years)	5.26
Weighted average fair value of options granted	267.19
Weighted average market price of shares on the date of exercise	396.39

Table No. 3.74

Particulars	March 31, 2020	
	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	5,028,770	123.12
Granted during the year	710,000	178.35
Exercised during the year	(312,825)	92.00
Forfeited during the year	(416,050)	135.87
Expired during the year	(154,100)	139.04
Outstanding at the end of the year	4,855,795	131.56
Exercisable at the end of the year	2,269,675	120.67

Table No. 3.75

Particulars	March 31, 2020
Range of exercise price (Rs.)	77.18 to 238.59
Weighted average remaining contractual life (in years)	5.29
Weighted average fair value of options granted	114.25
Weighted average market price of shares on the date of exercise	198.86

Table No. 3.76

The fair value of options was estimated at the date of grant using the Black Scholes Model with the following assumptions:

Date of Grant: 31/Oct/2020	31-Oct-2021	31-Oct-2022	31-Oct-2023	31-Oct-2024
Market Price (Rupees)	238.7	238.7	238.7	238.7
Expected Life	3.50	4.50	5.51	6.51
Volatility (%)	53.09	51.74	53.26	54.76
Riskfree Rate (%)	4.82	5.17	5.45	5.69
Exercise Price (Rupees)	5.00	5.00	5.00	5.00
Dividend yield (%)	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	234.48	234.74	235.00	235.26
Vest Percent (%)	10.00	15.00	20.00	25.00
Option Fair Value (Rupees)		**234.87**		

Table No. 3.77

Type 4 - Date of Grant: 02/Feb/2021	02-Feb-2022	02-Feb-2023	02-Feb-2024	02-Feb-2025	02-Feb-2026
Market Price (Rupees)	344.95	344.95	344.95	344.95	344.95
Expected Life	3.50	4.50	5.51	6.51	7.51
Volatility (%)	52.22	51.1	52.22	53.66	53.66
Riskfree Rate (%)	5.08	5.43	5.72	5.95	6.15
Exercise Price (Rupees)	5.00	5.00	5.00	5.00	5.00
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**340.76**	**341.03**	**341.3**	**341.56**	**341.81**
Vest Percent (%)	20.00	20.00	20.00	20.00	20.00
Option Fair Value (Rupees)		**341.29**			

Table No. 3.78

Type 3 - Date of Grant: 02/Feb/2021	02-Feb-2022	02-Feb-2023	02-Feb-2024	02-Feb-2025
Market Price (Rupees)	344.95	344.95	344.95	344.95
Expected Life	3.50	4.50	5.51	6.51
Volatility (%)	52.22	51.1	52.22	53.66
Riskfree Rate (%)	5.08	5.43	5.72	5.95
Exercise Price (Rupees)	5.00	5.00	5.00	5.00
Dividend yield (%)	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	340.76	341.03	341.3	341.56
Vest Percent (%)	20.00	20.00	20.00	20.00
Option Fair Value (Rupees)		**341.16**		

Table No. 3.79

ISOP 2015 - SWARNAM 101

Type 1 - Date of Grant: 02/Feb/2021	02-Feb-2022	02-Feb-2023	02-Feb-2024	02-Feb-2025	02-Feb-2026
Market Price (Rupees)	344.95	344.95	344.95	344.95	344.95
Expected Life	3.50	4.50	5.51	6.51	7.51
Volatility (%)	52.22	51.1	52.22	53.66	53.66
Riskfree Rate (%)	5.08	5.43	5.72	5.95	6.15
Exercise Price (Rupees)	344.95	344.95	344.95	344.95	344.95
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	148.65	167.05	187.8	206.91	221.03
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Option Fair Value (Rupees)			**195.52**		

Table No. 3.80

Type 2 - Date of Grant: 02/Feb/2021	02-Feb-2022	02-Feb-2023	02-Feb-2024	02-Feb-2025
Market Price (Rupees)	344.95	344.95	344.95	344.95
Expected Life	3.50	4.50	5.51	6.51
Volatility (%)	52.22	51.1	52.22	53.66
Riskfree Rate (%)	5.08	5.43	5.72	5.95
Exercise Price (Rupees)	344.95	344.95	344.95	344.95
Dividend yield (%)	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	148.65	167.05	187.8	206.91
Vest Percent (%)	25.00	25.00	25.00	25.00
Option Fair Value (Rupees)		**177.6**		

Table No. 3.81

Granted for the year ended March 31, 2020

SWARNAM 101- ISOP 2015

Date of Grant: 24/Feb/2020	24-Feb-2021	24-Feb-2022	24-Feb-2023	24-Feb-2024	24-Feb-2025
Market Price (Rupees)	142.45	142.45	142.45	142.45	142.45
Expected Life	3.51	4.51	5.51	6.51	7.51
Volatility (%)	48.80	49.80	52.66	52.66	52.66
Riskfree Rate (%)	5.83	6.01	6.16	6.29	6.39
Exercise Price (Rupees)	142.45	142.45	142.45	142.45	142.45
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**59.79**	**69.00**	**78.86**	**85.28**	**90.93**
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Option Fair Value (Rupees)			**80.70**		

Table No. 3.82

SWARNAM 101- ISOP 2015

Date of Grant: 02/August/2019	02-Aug-2020	02-Aug-2021	02-Aug-2022	02-Aug-2023	02-Aug-2024
Market Price (Rupees)	225.10	225.10	225.10	225.10	225.10
Expected Life	3.51	4.51	5.51	6.51	7.51
Volatility (%)	48.7	51.9	53.35	53.35	53.35
Riskfree Rate (%)	6.03	6.16	6.28	6.37	6.46
Exercise Price (Rupees)	202.59	202.59	202.59	202.59	202.59
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**102.77**	**119.24**	**132.00**	**141.49**	**149.87**
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Option Fair Value (Rupees)			**134.90**		

Table No. 3.83

SWARNAM 101- ISOP 2015

Date of Grant: 22/June/2019	21-Jun-2020	21-Jun-2021	21-Jun-2022	21-Jun-2023	21-Jun-2024
Market Price (Rupees)	265.10	265.10	265.10	265.10	265.10
Expected Life	3.51	4.51	5.51	6.51	7.51
Volatility (%)	49.77	53.80	53.80	53.80	53.80
Riskfree Rate (%)	6.43	6.57	6.69	6.78	6.86
Exercise Price (Rupees)	238.59	238.59	238.59	238.59	238.59
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**123.79**	**144.62**	**157.64**	**168.91**	**178.81**
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Option Fair Value (Rupees)			**161.47**		

Table No. 3.84

SWARNAM 101- ISOP 2015

Date of Grant: 02/May/2019	02-May-2020	02-May-2021	02-May-2022	02-May-2023	02-May-2024
Market Price (Rs.)	227.30	227.30	227.30	227.30	227.30
Expected Life (In Years)	3.51	4.51	5.51	6.51	7.51
Volatility (%)	50.82	54.36	54.36	54.36	54.36
Riskfree Rate (%)	6.99	7.12	7.23	7.33	7.51
Exercise Price (Rs)	204.57	204.57	204.57	204.57	204.57
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rs.)	**108.85**	**126.25**	**137.53**	**147.33**	**155.88**
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Options Fair Value (Rupees)			**140.93**		

Table No. 3.85

The expected life of stock is based on historical data and current expectation and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may also not necessarily be the actual outcome.

Intellect Stock option Plan 2016

The Shareholders of the Company in the Extraordinary General Meeting held on May 03, 2016 approved Intellect Stock Option Plan 2016. The 2016 plan provides for issuance of 4,000,000 options convertible into equivalent number of equity shares of Rs 5/- each to employees but shall exclude independent directors, an employee belonging to the promoter group or a director holding more than 10% of the share capital. The tenure of the Scheme is for 12 years from the date of coming into effect and shall be extended by a period of not more than 5 years as the Board of Directors may decide. The Nomination Remuneration and Compensation Committee and the board has decided to amend the Scheme to include Restricted Stock Units (RSU's) to facilitate grant of fresh RSU’s in lieu of options voluntarily surrendered as well as for future grants. The Company in its shareholding meeting held on August 21, 2020 have approved the modification the scheme, to include Restrictive stock options in addition to existing options part of scheme. A summary of the status of the options granted under 2016 plan at March 31, 2021 is presented as below:

Grant price

	Swarnam 101	Swarnam 201	Swarnam 301	Swarnam 401	Swarnam 501
Market price upto Rs. 49	Market price	Market price	Market price	Market price	Market price
Market price between Rs. 49 - Rs. 140	10% discount on market price. (Subject to being Not lower than Rs 49)	20% discount on market price. (Subject to being Not lower than Rs 49)	50% discount on market price. (Subject to being Not lower than Rs 49)	25% discount on market price. (Subject to being Not lower than Rs 49)	Upto 50% discount on market price. (Subject to being Not lower than Rs 49)
Market price greater than Rs.140	15% discount on market price	30% discount on market price	50% discount on market price	25% discount on market price (Subject to being not lower than Rs. 49)	Upto 50% discount on market price. (Subject to being not lower than Rs. 49)

Grant price of options (RSUs) under Swarnam 601 shall be Rs.5/- per option.

The market price, in accordance with the Securities and Exchange Board of India (Share based employee benefits) Regulations 2014 as amended from time to time, shall be the latest available closing price prior to the date of the meeting of the Board of Directors in which options are granted, on the stock exchange on which the shares of the Company are listed. If the Shares are listed on more than one stock exchange then the stock exchange where there is highest trading volume on the said date shall be considered. The options shall be valued using the fair value model.

Service conditions

The option vests over a period of 3-5 years from the date of grant in a graded manner, subject to fulfillment of vesting conditions as follows:

Particulars	Swarnam 201 - 501	Swarnam 101
Service conditions		
At the end of year 1	33%	10.00%
At the end of year 2	33%	15.00%
At the end of year 3	34%	20.00%
At the end of year 4	-	25.00%
At the end of year 5	-	30.00%

The vesting schedule for Swarnam 601 shall be decided by Nomination Remuneration and Compensation Committee subject to a maximum vesting period of 5 years.

Performance Conditions

Performance rating	20% of the options granted for each year shall be subject to meeting of minimum specified annual performance rating.
Company's target EPS growth	Accelerated vesting of 5%/10% each year, based on Company achieving specified target EPS growth

The fair value of options was estimated at the date of grant using the Black Scholes Model with the following assumptions:

Particulars	March 31, 2021	
	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	3,664,250	149.38
Granted during the year	-	-
Exercised during the year	(129,700)	94.67
Forfeited during the year	(351,300)	170.57
Expired during the year	(85,800)	136.97
Surrender during the year	(2,673,000)	151.36
Outstanding at the end of the year	424,450	145.30
Exercisable at the end of the year	131,950	125.77

Table No. 3.86

Particulars	March 31, 2021
Range of exercise price (Rs.)	83.09 to 225.34
Weighted average remaining contractual life (in years)	5.99
Weighted average fair value of options granted	-
Weighted average market price of shares on the date of exercise(Rs.)	253.24

Table No. 3.87

Particulars	March 31, 2020	
	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	3,126,200	131.58
Granted during the year	1,267,000	185.93
Exercised during the year	(47,000)	96.62
Forfeited during the year	(664,000)	139.27
Expired during the year	(17,950)	132.94
Outstanding at the end of the year	3,664,250	149.38
Exercisable at the end of the year	578,850	113.67

Table No. 3.88

Particulars	March 31, 2020
Range of exercise price (Rs.)	83.09 to 225.34
Weighted average remaining contractual life (in years)	6.82
Weighted average fair value of options granted	133.18
Weighted average market price of shares on the date of exercise(Rs.)	211.09

Table No. 3.89

Granted for the year ended March 31, 2020

SWARNAM 101- ISOP 2016

Date of Grant: 24/Feb/2020	24-Feb-2021	24-Feb-2022	24-Feb-2023	24-Feb-2024	24-Feb-2025
Market Price (Rupees)	142.45	142.45	142.45	142.45	142.45
Expected Life	3.51	4.51	5.51	6.51	7.51
Volatility (%)	48.80	49.80	52.66	52.66	52.66
Riskfree Rate (%)	5.83	6.01	6.16	6.29	6.39
Exercise Price (Rupees)	142.45	142.45	142.45	142.45	142.45
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**59.79**	**69.00**	**78.86**	**85.28**	**90.93**
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Option Fair Value (Rupees)			**80.70**		

Table No. 3.90

SWARNAM 101- ISOP 2016

Date of Grant: 02/August/2019	02-Aug-2020	02-Aug-2021	02-Aug-2022	02-Aug-2023	02-Aug-2024
Market Price (Rupees)	225.10	225.10	225.10	225.10	225.10
Expected Life	3.51	4.51	5.51	6.51	7.51
Volatility (%)	48.7	51.9	53.35	53.35	53.35
Riskfree Rate (%)	6.03	6.16	6.28	6.37	6.46
Exercise Price (Rupees)	191.34	191.34	191.34	191.34	191.34
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**107.04**	**122.9**	**135.22**	**144.39**	**152.5**
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Option Fair Value (Rupees)			**138.03**		

Table No. 3.91

SWARNAM 101- ISOP 2016

Date of Grant: 22/June/2019	21-Jun-2020	21-Jun-2021	21-Jun-2022	21-Jun-2023	21-Jun-2024
Market Price (Rupees)	265.10	265.10	265.10	265.10	265.10
Expected Life	3.51	4.51	5.51	6.51	7.51
Volatility (%)	49.77	53.80	53.80	53.80	53.80
Riskfree Rate (%)	6.43	6.57	6.69	6.78	6.86
Exercise Price (Rupees)	225.34	225.34	225.34	225.34	225.34
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**128.74**	**148.79**	**161.37**	**172.27**	**181.84**
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Option Fair Value (Rupees)			**165.08**		

Table No. 3.92

SWARNAM 101- ISOP 2016

Date of Grant: 02/May/2019	02-May-2020	02-May-2021	02-May-2022	02-May-2023	02-May-2024
Market Price (Rupees)	227.30	227.30	227.30	227.30	227.30
Expected Life	3.51	4.51	5.51	6.51	7.51
Volatility (%)	50.82	54.36	54.36	54.36	54.36
Riskfree Rate (%)	6.99	7.12	7.23	7.33	7.41
Exercise Price (Rupees)	193.21	193.21	193.21	193.21	193.21
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**113.02**	**129.77**	**140.68**	**150.16**	**158.42**
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Option Fair Value (Rupees)			**143.97**		

Table No. 3.93

Intellect Incentive Plan Scheme 2018

The Shareholders of the Company in the Annual General Meeting held on August 23, 2018 approved Intellect Incentive Plan Scheme 2018. The 2018 plan provides for issuance of 6,250,000 options through Restrictive Stock Units (RSU's) 2018 and ISOP 2018 in total convertible into equivalent number of equity shares of Rs. 5/- each to employees but shall exclude independent directors, an employee belonging to the promoter group or a director holding more than 10% of the share capital. The tenure of the scheme for RSU 2018 it shall continue to be in force until (i) its termination by the Company as per provisions of Applicable Laws, or (ii) the date on which all of the Restricted Stock Units available for issuance under the RSU 2018 / Stock Options 2018 have been issued and exercised, whichever is earlier and for ISOP 2018 is 12 years from the date of the Scheme coming to force. The scheme shall be extended by a period of not more than 5 years as the Board of Directors may decide. Nomination and remuneration committee (NRCC) in its meeting held of June 15, 2020 has decided to make the total options fungible between RSU and ISOP 2018. A summary of the status of the options granted under Intellect Incentive Plan scheme 2018 at March 31, 2021 is presented below:-

RSU 2018

Particulars	March 31, 2021	
	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	235,638	5.00
Granted during the year (including ESOP issued in lieu of surrendered options)	6,598,550	5.00
Exercised during the year	(37,101)	5.00
Forfeited during the year	(808,900)	5.00
Expired during the year	-	-
Outstanding at the end of the year	5,988,187	5.00
Exercisable at the end of the year	126,109	5.00

Table No. 3.94

Particulars	March 31, 2021
Range of exercise price (Rs.)	5.00
Weighted average remaining contractual life (in years)	6.66
Weighted average fair value of options granted	98.87
Weighted average market price of shares on the date of exercise (Rs.)	272.57

Table No. 3.95

Particulars	March 31, 2020	
	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	-	-
Granted during the year	242,688	5.00
Exercised during the year	-	-
Forfeited during the year	(7,050)	5.00
Expired during the year	-	-
Outstanding at the end of the year	235,638	5.00
Exercisable at the end of the year	-	-

Table No. 3.96

Particulars	March 31, 2020
Range of exercise price (Rs.)	5.00
Weighted average remaining contractual life (in years)	5.98
Weighted average fair value of options granted	207.00
Weighted average market price of shares on the date of exercise(Rs.)	-

Table No. 3.97

Service conditions

Particulars	Type 1	Type 2
Service conditions		
At the end of year 1	100%	33.00%
At the end of year 2	-	33.00%
At the end of year 3	-	34.00%

Table No. 3.98

The fair value of options was estimated at the date of grant using the Black Scholes Model with the following assumptions:

Granted for the year ended March 31, 2021

RSU 2018

Type 3 - Date of Grant - 29/May/2020	29-May-2021	29-May-2022	29-May-2023	29-May-2024
Market Price (Rupees)	67.70	67.70	67.70	67.70
Expected Life	3.50	4.50	5.51	6.51
Volatility (%)	52.25	51.62	54.63	54.63
Riskfree Rate (%)	5.02	5.37	5.65	5.86
Exercise Price (Rupees)	5.00	5.00	5.00	5.00
Dividend yield (%)	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**63.52**	**63.80**	**64.10**	**64.39**
Vest Percent (%)	25.00	25.00	25.00	25.00
Option Fair Value (Rupees)		**63.95**		

Table No. 3.99

Type 3 - Date of Grant - 09/Jun/2020	09-Jun-2021	09-Jun-2022	09-Jun-2023	09-Jun-2024
Market Price (Rupees)	92.80	92.80	92.80	92.80
Expected Life	3.50	4.50	5.51	6.51
Volatility (%)	52.09	52	54.94	54.94
Riskfree Rate (%)	5.02	5.38	5.65	5.87
Exercise Price (Rupees)	5.00	5.00	5.00	5.00
Dividend yield (%)	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**88.61**	**88.89**	**89.18**	**89.45**
Vest Percent (%)	25.00	25.00	25.00	25.00
Option Fair Value (Rupees)		**89.03**		

Table No. 3.100

Type 3 - Date of Grant - 17/Jun/2020	17-Jun-2021	17-Jun-2022	17-Jun-2023	17-Jun-2024
Market Price (Rupees)	96.40	96.40	96.40	96.40
Expected Life	3.50	4.50	5.51	6.51
Volatility (%)	52.48	52.36	55.14	55.14
Riskfree Rate (%)	5.01	5.38	5.66	5.89
Exercise Price (Rupees)	5.00	5.00	5.00	5.00
Dividend yield (%)	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**92.21**	**92.49**	**92.78**	**93.05**
Vest Percent (%)	25.00	25.00	25.00	25.00
Option Fair Value (Rupees)		**92.63**		

Table No. 3.101

Type 3 - Date of Grant - 05/Aug/2020	05-Aug-2021	05-Aug-2022	05-Aug-2023	05-Aug-2024
Market Price (Rupees)	160.90	160.90	160.90	160.90
Expected Life	3.50	4.50	5.51	6.51
Volatility (%)	53.01	52.22	53.96	55.22
Riskfree Rate (%)	4.83	5.17	5.45	5.68
Exercise Price (Rupees)	5.00	5.00	5.00	5.00
Dividend yield (%)	0.00	0.00	0.00	0.00
Fair Value per vest (Rupees)	**156.68**	**156.94**	**157.21**	**157.47**
Vest Percent (%)	25.00	25.00	25.00	25.00
Option Fair Value (Rupees)		**157.08**		

Table No. 3.102

Granted for the year ended March 31, 2020

Type 1	Date of Grant: 22/June/2019 & Vesting - 21/June 2020	Date of Grant: 2/August/2019 & Vesting - 2/August/2020
Market Price (Rupees)	265.10	225.10
Expected Life	3.51	3.51
Volatility (%)	49.77	48.70
Riskfree Rate (%)	6.43	6.03
Exercise Price (Rupees)	5.00	5.00
Dividend yield (%)	-	-
Fair Value per vest (Rupees)	261.11	221.05
Vest Percent (%)	100.00	100.00
Option Fair Value (Rupees)	261.11	221.05

Table No. 3.103

Type 2 - Date of Grant - 24/Feb/2020	24-Feb-2021	24-Feb-2022	24-Feb-2023
Market Price (Rupees)	142.45	142.45	142.45
Expected Life	3.51	4.51	5.51
Volatility (%)	48.80	49.80	52.66
Riskfree Rate (%)	5.83	6.01	6.16
Exercise Price (Rupees)	5.00	5.00	5.00
Dividend yield (%)	0.00	0.00	0.00
Fair Value per vest (Rupees)	138.38	138.64	138.90
Vest Percent (%)	33.33	33.33	33.34
Option Fair Value (Rupees)		**261.11**	

Table No. 3.104

ISOP 2018

Particulars	March 31, 2021	
	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	595,000	173.95
Granted during the year	-	-
Exercised during the year	-	-
Forfeited during the year	-	-
Expired during the year	-	-
Surrender during the year	(595,000)	173.95
Outstanding at the end of the year	-	-
Exercisable at the end of the year	-	-

Table No. 3.105

Particulars	March 31, 2021
Range of exercise price (Rs.)	-
Weighted average remaining contractual life (in years)	-
Weighted average fair value of options granted	-
Weighted average market price of shares on the date of exercise(Rs.)	-

Table No. 3.106

Particulars	March 31, 2020	
	Number of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	-	-
Granted during the year	595,000	173.95
Exercised during the year	-	-
Forfeited during the year	-	-
Expired during the year	-	-
Outstanding at the end of the year	595,000	173.95
Exercisable at the end of the year	-	-

Table No. 3.107

Particulars	March 31, 2020
Range of exercise price (Rs.)	142.45 -193.21
Weighted average remaining contractual life (in years)	7.86
Weighted average fair value of options granted	120.05
Weighted average market price of shares on the date of exercise(Rs.)	-

Table No. 3.108

Grant price

	Swarnam 101	Swarnam 201	Swarnam 301	Swarnam 401	Swarnam 501
Market price upto Rs. 49	Market price	Market price	Market price	Market price	Market price
Market price between Rs. 49 - Rs. 140	10% discount on market price. (Subject to being Not lower than Rs 49)	20% discount on market price. (Subject to being Not lower than Rs 49)	50% discount on market price. (Subject to being Not lower than Rs 49)	25% discount on market price. (Subject to being Not lower than Rs 49)	Upto 50% discount on market price. (Subject to being Not lower than Rs 49)
Market price greater than Rs.140	15% discount on market price	30% discount on market price	50% discount on market price	25% discount on market price (Subject to being not lower than Rs. 49)	Upto 50% discount on market price. (Subject to being not lower than Rs. 49)

The market price, in accordance with the Securities and Exchange Board of India (Share based employee benefits) Regulations 2014 as amended from time to time, shall be the latest available closing price prior to the date of the meeting of the Board of Directors in which options are granted, on the stock exchange on which the shares of the Company are listed. If the Shares are listed on more than one stock exchange then the stock exchange where there is highest trading volume on the said date shall be considered. The options shall be valued using the fair value model.

Service conditions

Particulars	Swarnam 101	Swarnam 501
Service conditions		
At the end of year 1	10%	0%
At the end of year 2	15%	0%
At the end of year 3	20%	33%
At the end of year 4	25%	33%
At the end of year 5	30%	34%

Table No. 3.109

Performance Conditions

Performance rating	20% of the options granted for each year shall be subject to meeting of minimum specified annual performance rating.
Company's target EPS growth	Accelerated vesting of 5%/10% each year, based on Company achieving specified target EPS growth

Table No. 3.110

The fair value of options was estimated at the date of grant using the Black Scholes Model with the following assumptions:

Granted for the year ended March 31, 2020

SWARNAM 501- ISOP 2018

Date of Grant: 24/Feb/2020	24-Feb-2021	24-Feb-2022	24-Feb-2023	24-Feb-2024	24-Feb-2025
Market Price (Rs.)	142.45	142.45	142.45	142.45	142.45
Expected Life (In Years)	3.51	4.51	5.51	6.51	7.51
Volatility (%)	48.80	49.80	52.66	52.66	52.66
Riskfree Rate (%)	5.83	6.01	6.16	6.29	6.39
Exercise Price (Rs.)	142.45	142.45	142.45	142.45	142.45
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rs.)	**59.79**	**69.00**	**78.86**	**85.28**	**90.93**
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Options Fair Value (Rs.)			**80.70**		

Table No. 3.111

Date of Grant: 02/May/2019	02-May-2020	02-May-2021	02-May-2022	02-May-2023	02-May-2024
Market Price (Rs.)	227.30	227.30	227.30	227.30	227.30
Expected Life (In Years)	3.51	4.51	5.51	6.51	7.51
Volatility (%)	50.82	54.36	54.36	54.36	54.36
Riskfree Rate (%)	6.99	7.12	7.23	7.33	7.41
Exercise Price (Rs.)	193.21	193.21	193.21	193.21	193.21
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rs.)	**113.02**	**129.77**	**140.68**	**150.16**	**158.42**
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Options Fair Value (Rs.)			**143.97**		

Table No. 3.112

SWARNAM 501- ISOP 2018

Date of Grant: 02/August/2019	02-Aug-2020	02-Aug-2021	02-Aug-2022	02-Aug-2023	02-Aug-2024
Market Price (Rs.)	225.10	225.10	225.10	225.10	225.10
Expected Life (In Years)	3.51	4.51	5.51	6.51	7.51
Volatility (%)	48.7	51.9	53.35	53.35	53.35
Riskfree Rate (%)	6.03	6.16	6.28	6.37	6.46
Exercise Price (Rs.)	191.34	191.34	191.34	191.34	191.34
Dividend yield (%)	0.00	0.00	0.00	0.00	0.00
Fair Value per vest (Rs.)	107.04	122.9	135.22	144.39	152.5
Vest Percent (%)	10.00	15.00	20.00	25.00	30.00
Options Fair Value (Rs.)			**144.12**		

Table No. 3.113

32 Related party transactions

32(a) List of related parties

Subsidiaries

1. Intellect Design Arena Pte Ltd, Singapore ('Intellect Singapore')
2. Intellect Design Arena Limited, United Kingdom ('Intellect UK')
3. Intellect Design Arena SA, Switzerland ('Intellect Switzerland')
4. Intellect Design Arena FZ-LLC, Dubai ('Intellect Dubai')
5. Intellect Commerce Limited, India ('Intellect Commerce')
6. Intellect Design Chile Ltda, Chile ('Intellect Chile') *
7. Intellect Design Arena Inc, USA ('Intellect Inc. – SEEC US')**
8. SEEC Technologies Asia Private Limited, India ('SEEC Asia')***
9. Intellect Design Arena Co. Ltd, Vietnam ('Intellect Vietnam')
10. Intellect Design Arena Philippines Inc. (' Intellect Philippines')**
11. Sonali Intellect Limited, Bangladesh ('Sonali Intellect')
12.Intellect Design Arena, PT Indonesia ('Intellect Indonesia')**
13.Intellect Design Arena Inc. ('Intellect Canada')*
14.Intellect Design Arena Limited. ('Intellect Thailand')**
15.Intellect Design Arena,SDN BHD. ('Intellect Malaysia')**
16.Intellect Design Arena Pty Ltd. ('Intellect Australia')**
17.Intellect Payments Limited ('Intellect Payments')
18.Intellect India Limited ('Intellect India')
19.Intellect Design Arena Limited ('Intellect Kenya')
20.Intellect Design Arena Limitd GMBH (Intellect Germany)
21.Intellect Design Arena (Mauritius) Ltd****
22.Intellect Polaris Design LLC, USA ('IPDLLC USA') (Joint venture upto June 30 2020)

* Subsidiaries of Intellect Design Arena Limited, UK
** Subsidiaries of Intellect Design Arena Pte Ltd, Singapore
*** Subsidiary of Intellect Design Arena Inc., USA
**** Intellect Design Arena FZ-LLC, Dubai

Associates

1. NMS Works Software Private Limited, India ('NMS')
2. Adrenalin eSystems Limited, India ('Adrenalin eSystems')

Others

(a) Enterprises that directly or indirectly through one or more intermediaries, over which Key Management Personnel is able to exercise significant influence.

1. Polaris Banyan Holding Private Ltd, India ('Polaris Banyan')
2. Maveric Systems Limited
3. School Of Design Thinking Private Limited

(b) Key management personnel (KMP)

1. Mr. Arun Jain, Managing Director
2. Mr. Venkateswarlu Saranu, Chief Financial Officer
3. Mr. Naresh VV, Company Secretary
4. Mr. Anil Kumar Verma, Whole time director
5. Mr. Arun Shekhar Aran, Independent Director and Audit Committee Chairman
6. Mr. Abhay Anant Gupte, Independent Director (appointed w.e.f June 15, 2020)
7. Mrs.Vijaya Sampath, Independent Director
8. Mrs. Aruna Krishnamurthy Rao, Independent Director
(ceased w.e.f August 21, 2020)
9. Mr. Andrew Ralph England, Director

32(b) Transactions and Balances with related parties

In Rs. Millions

Particulars	Subsidiaries	
	April 1, 2020 to March 31, 2021	April 1, 2019 to March 31, 2020
TRANSACTIONS DURING THE YEAR		
Advances given		
Intellect Singapore	0.43	0.33
Intellect Canada	0.08	1.58
SEEC US	-	0.44
Intellect UK	8.74	6.99
Intellect Switzerland	0.69	0.69
Intellect Dubai	0.46	0.06
Intellect Malaysia	0.11	0.81
Intellect India	-	0.80
Intellect Commerce	-	0.32
	10.51	**12.02**
Software development service income		
Intellect Malaysia	109.76	161.60
Intellect Philippines	245.77	-
Intellect Singapore	88.16	241.48
Intellect Thailand	41.20	60.97
Intellect Canada	517.18	434.46
Intellect Indonesia	43.49	14.10
Intellect GMBH	392.34	-
Intellect Dubai	444.53	596.16
SEEC US	605.59	423.29
Intellect Australia	78.78	219.94
Intellect Vietnam	-	23.00
Intellect Switzerland	138.11	126.40
Intellect UK	2,356.66	1,374.94
	5,061.57	**3,676.34**
Software development expenses / (recoveries)		
Intellect Payments	15.32	54.52
Intellect Philippines	-	17.58
Intellect Vietnam	127.71	-
SEEC US	-	217.75
Intellect Kenya	33.26	30.88
Intellect Thailand	0.12	35.92
	176.41	**356.65**
Reimbursement of expenses by the Company		
Intellect Singapore	36.14	43.59
Intellect Thailand	1.20	8.50
SEEC US	7.92	83.61
Intellect UK	86.97	380.35
Intellect Australia	19.51	19.97
Intellect Chile	-	2.80
Intellect Payments	0.01	9.19
Intellect Canada	34.06	60.02
Intellect Vietnam	145.33	2.11
Intellect Commerce	1.03	0.11
Intellect Malaysia	0.15	1.91
Intellect Philippines	-	-
Intellect Dubai	30.80	11.08
Intellect Switzerland	4.63	7.37
Intellect Indonesia	0.22	0.33
Intellect India	-	-
	367.97	**630.94**

Table No. 3.114

In Rs. Millions

Particulars	Subsidiaries	
	April 1, 2020 to March 31, 2021	April 1, 2019 to March 31, 2020
Reimbursement of expenses to the Company		
Intellect Dubai	47.51	19.91
Intellect Payments	10.24	54.23
Intellect Australia	7.24	15.80
Intellect Commerce	7.34	4.19
Intellect Switzerland	2.38	1.58
Intellect Malaysia	8.00	1.56
Intellect Indonesia	-	0.74
Intellect Canada	1.51	31.82
Intellect Singapore	29.55	39.08
Intellect Vietnam	-	0.06
Intellect Thailand	4.17	12.17
SEEC US	11.84	78.99
Intellect UK	109.28	383.26
	239.06	**643.39**
Purchase of Intangible (Software)		
Intellect Payments	26.25	142.41

Particulars	Others	
	April 1, 2020 to March 31, 2021	April 1, 2019 to March 31, 2020
TRANSACTIONS DURING THE YEAR		
Rental expenses		
Polaris Banyan Holding Limited	3.65	4.50
Rental income		
School Of Design Thinking Private Limited	0.10	-
Contribution to Gratuity		
Intellect Design Group gratuity trust	30.00	-
Software development expenses		
Maveric Systems Limited	0.46	17.32

Particulars	Associates	
	April 1, 2020 to March 31, 2021	April 1, 2019 to March 31, 2020
Software development expenses		
Adrenalin eSystems	4.31	7.12
Reimbursement of expenses to the Company		
Adrenalin eSystems	14.74	17.47

Particulars	Key Management Personnel	
	April 1, 2020 to March 31, 2021	April 1, 2019 to March 31, 2020
Remuneration to Key Management Personnel**		
Remuneration & other Benefits	19.93	21.49
	19.93	**21.49**
Sitting Fees paid to Directors	4.85	5.30

Table No. 3.115

** The remuneration to the key management personnel does not include provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole and cost accrued for share based payments options provided to KMP.

Balance Due From / To Related Parties

In Rs. Millions

Particulars	Subsidiaries	
	31-Mar-21	31-Mar-20
BALANCE DUE FROM / (TO) RELATED PARTIES		
Trade receivables		
Intellect Malaysia	14.12	179.88
Intellect Philippines	90.97	26.99
Intellect Singapore	453.48	576.68
Intellect Thailand	124.81	125.67
Intellect Indonesia	106.02	88.61
Intellect Australia	52.24	147.18
Intellect Vietnam	179.08	179.08
Intellect Canada	245.87	726.56
Intellect Chile	61.92	59.16
Intellect Design Arena GMBH	328.43	-
SEEC US	1,435.78	971.98
Intellect Switzerland	-	47.03
Intellect UK	52.87	480.61
Sonali Intellect Limited	14.26	41.77
	3,159.85	**3,651.20**

Particulars	Subsidiaries	
	31-Mar-21	31-Mar-20
BALANCE DUE FROM / (TO) RELATED PARTIES		
Revenue Accrued but not Billed		
Intellect Malaysia	28.08	-
Intellect Philippines	46.67	29.03
Intellect Thailand	30.07	-
Intellect Indonesia	0.14	-
Intellect Australia	15.60	-
Intellect Canada	137.74	44.72
Intellect Dubai	29.09	-
Intellect Design Arena GMBH	3.50	-
SEEC US	175.30	374.18
Intellect Switzerland	60.38	-
Intellect UK	803.34	206.15
	1,329.91	**654.08**
Loans and Advances		
Intellect Australia	-	2.17
Intellect Singapore	39.95	46.10
Intellect Chile	6.32	5.69
Intellect Indonesia	0.22	0.40
Intellect UK	52.23	14.57
Intellect Dubai	25.66	8.88
Intellect Thailand	11.63	8.56
Intellect India	0.56	0.96
Intellect Malaysia	16.23	8.25
Intellect Payments	-	56.45
Intellect Kenya	13.51	14.51
Intellect Vietnam	-	59.59
	166.31	**226.13**

Particulars	Subsidiaries	
	31-Mar-21	31-Mar-20
Trade payables		
Intellect Payments	49.84	135.26
Intellect Philippines	19.03	18.52
Intellect Thailand	36.56	36.09
Intellect Vietnam	131.46	-
Intellect Kenya	63.33	32.55
SEEC US	233.30	241.47
	533.52	**463.89**

Table No. 3.116

In Rs. Millions

Particulars	Subsidiaries	
	31-Mar-21	31-Mar-20
Other current liabilities		
Intellect Australia	9.88	-
Intellect Dubai	322.88	30.80
Intellect Switzerland	29.71	5.30
Intellect Commerce	13.38	4.61
Intellect Canada	79.83	42.97
Intellect Vietnam	90.43	-
Intellect UK	494.40	-
Intellect Philippines	1.32	1.29
SEEC US	303.81	267.86
	1,345.64	**352.83**

Particulars	Subsidiaries	
	31-Mar-21	31-Mar-20
INVESTMENTS		
Intellect Commerce	90.00	90.00
Sonali Intellect Limited	23.87	23.87
Intellect Singapore	235.38	235.38
Intellect Vietnam	2.25	2.25
Intellect Dubai	20.36	20.36
Intellect Kenya	13.20	13.20
Intellect Switzerland	11.28	11.28
Intellect UK	61.75	61.75
Intellect India	0.50	0.50
IPDLLC USA*	138.02	-
Intellect Design Arena GMBH	2.15	-
Intellect Payments	25.50	25.50
	624.26	**484.09**

* On July 1, 2020, the Company has increased its ownership interest in Intellect Polaris Design LLC ("IPDLLC") from 50% to 100% resulting in IPDLLC being a wholly owned subsidiary.

Particulars	Others	
	31-Mar-21	31-Mar-20
Security Deposit against rental premises		
Polaris Banyan Holding Private Ltd, India	2.94	2.94
Trade Payables		
Polaris Banyan Holding Private Ltd, India	0.45	-
Maveric Systems Limited	-	1.94

Particulars	Associates	
	31-Mar-21	31-Mar-20
Trade Payables		
Adrenalin eSystems	-	7.32
Short Term Loans and Advances		
Adrenalin eSystems	45.64	80.82

Particulars	KMP's	
	31-Mar-21	31-Mar-20
Remuneration Payable		
Remuneration & Other Benefits	4.62	4.62

INVESTMENTS IN JOINT VENTURE AND ASSOCIATES

Particulars	31-Mar-21	31-Mar-20
IPDLLC USA	-	138.02
NMS	85.72	85.72
Adrenalin eSystems	226.24	226.24
	311.96	**449.98**

Table No. 3.117

Terms and conditions of transactions with related parties

The sales to 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 free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2021, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2021: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

33 CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

(i) Capital commitment:

Contracts yet to be executed on capital account (net of advances) Rs. 4.91 million (March 31, 2020: Rs.12.51 million).

(ii) Other Commitment:

Bank guarantees in the nature of Financial guarantees (backed up by Fixed deposits) as at March 31, 2021 amounting to Rs.530.94 million (March 31, 2020 : Rs 437.45 millions)

(iii) Claims against the Company, not acknowledged as debt includes:

a) Future cash outflows in respect of matters considered disputed are determinable only on receipt of judgments / decisions pending at various forums/authorities. The management does not expect these claims to succeed and accordingly, no provision for the contingent liability has been recognized in the financial statements.

The Company's pending litigations comprise of proceedings pending with tax authorities. The Compnay has reviewed all the proceedings and has adequately provided for where provisions are required and disclosed contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material adverse effect on the financial statements.

In Rs. Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Demand from Indian income tax authorities	72.35	72.35

Table No. 3.118

The Company is contesting the demands raised by the respective tax authorities, and the management, based on internal assessment and per its tax advisors, believe that its position will likely be upheld in the appellate process and ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and results of operations.

b) During the year 2017, the Company has entered into a sub contract arrangement with Ms Nextender ('Claimant') for execution of a contract. Subsequently, in February 2019, the Company has scoped out the work of Nextender to a third party service providers due to various service quality issues raised by the customer. Claimant has filed Statement of Claim with the Arbitral Tribunal India claiming specific performance of sub-contract arrangements or for an alternate compensation for material breach of terms of contract. The Company has filed its response with the Arbitral Tribunal and pending hearning. The case outstanding is in ordinary course of business. The Company does not expect these proceedings to result in liabilities that have a material effect on the company's financial position.

c) The honorable Supreme Court of India had passed judgement on February 28, 2019 that all allowances paid to employees are to be concisered for the purpose of Provident fund wages determination. There are numerous interpretative issues relating to the above judgement. As a matter of caution, the Company has made a provison on a prospective basis from the date of Supreme Court order. The Company will update its provison, on receiving further clarity on the subject.

34 FAIR VALUE

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values. The management assessed that the cash and cash equivalents, trade receivables, trade payables, fixed deposits, bank overdrafts and other payables approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The method and assumptions used to estimate the fair values is the fair values of financial instruments traded in active markets are based on quoted market prices at the balance sheet date.

In Rs. Millions

Particulars	Carrying value		Fair value	
	31-Mar-21	31-Mar-20	31-Mar-21	31-Mar-20
Financial assets				
Investments in Quoted Mutual Funds (Refer Note 11(a))	962.90	165.72	962.90	165.72
Financial Liability				
Derivative Financial Instruments - Foreign exchange forward contracts receivable / (payable)				
- Current Refer Note 11(f) (Mar 2020 Refer Note 16(e))	109.99	(162.76)	109.99	(162.76)
- Non current Refer Note 7(d) (Mar 2020 Refer Note 15(c))	75.52	(179.18)	75.52	(179.18)

Table No. 3.119

36 FAIR VALUE HIERARCHY

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2021 & March 31, 2020

In Rs. Millions

Particulars	Date of valuation	Fair value measurement using		
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:				
Investments in Quoted Mutual Funds	March 31, 2021	962.90	-	-
	March 31, 2020	165.72	-	-
Liability measured at fair value:				
Derivative financial instruments - Foreign exchange forward contracts	March 31, 2021	-	185.51	-
	March 31, 2020	-	(341.94)	-

Table No. 3.120

Level 1 - Quoted price (unadjusted) in active markets for identical assets or liabilties

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., dervied from prices)

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

There has been no transfer between level 1 and level 2 during the year ended March 31, 2021 and March 31, 2020

37 HEDGING OF FOREIGN CURRENCY EXPOSURES

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to forecasted transactions. The Company does not use forward contracts for speculative purposes. The following are the outstanding Forward Exchange Contracts entered into by the Company as at March 31, 2021 and March 31, 2020 including forward cover taken for forecasted revenue receivable transactions:

In Rs. Millions

Particulars	March 31, 2021		March 31, 2020	
	Assets	Liabilities	Assets	Liabilities
Derivative Financial Instruments - Foreign exchange forward contracts	-	185.51	-	(341.94)
Total	**-**	**185.51**	**-**	**(341.94)**

Table No. 3.121

March 31, 2021

Foreign Exchange risk on Cash flow hedge	Nominal value of Hedging Instruments (No. of Contracts)		Carrying value of Hedging Instruments (In INR Millions)		Maturity date	Hedge Ratio
	Asset	Liability	Asset	Liability		
Foreign Currency forward contracts	-	91	-	7,421.32	30-04-2021 to 28-03-2024	1:1

Weighted Average Rate	Changes in Fair value in Hedging instruments (in Millions INR)	Changes in value of Hedged Item used as basis for recognizing hedge effectiveness (in Millions INR)
1 USD =79.98 INR 1 GBP = 1.34 USD	527.45	(527.45)

Table No. 3.122

Cash Flow Hedge	Change in value of Hedging instrument recognized in Other comprehensive Income	Hedge Ineffectiveness recognized in Profit & Loss	Amount reclassified from Cash flow hedge reserve to Profit and Loss	Line item affected in Statement of Profit and loss because of reclassification
Foreign Exchange Risk	527.45	Nil	(16.99)	Revenue

Table No. 3.123

March 31, 2020

Foreign Exchange risk on Cash flow hedge	Nominal value of Hedging Instruments (No. of Contracts)		Carrying value of Hedging Instruments (In INR Millions)		Maturity date	Hedge ratio
	Asset	Liability	Asset	Liability		
Foreign Currency forward contracts	-	110	-	7,737.13	30-04-2020 to 28-02-2023	1:1

Weighted Average Rate	Changes in Fair value in Hedging instruments (in Millions INR)	Changes in value of Hedged Item used as basis for recognizing hedge effectiveness (in Millions INR)
1 USD =76.60 INR 1 GBP = 1.35 USD	(287.06)	287.06

Cash Flow Hedge	Change in value of Hedging instrument recognized in Other comprehensive Income	Hedge Ineffectiveness recognized in Profit & Loss	Amount reclassified from Cash flow hedge reserve to Profit and Loss	Line item affected in Statement of Profit and loss because of reclassification
Foreign Exchange Risk	(287.06)	Nil	(39.83)	Revenue

Table No. 3.124

38 RESEARCH AND DEVELOPMENT EXPENDITURE

The Company continues its significant investments in Research and Development efforts towards research, technology, engineering and new product development. The Company follows a policy of capitalising new product development, which meets the critereas of Ind AS 38 Intangible assets and has accordingly recognised such cost as Internally generated Intangible asset under 'Intangible assets under development' (Note 4(b)) and Intangible asset (Note 5). During the current year ended March 31, 2021 the Company has incurred a revenue expenditure of Rs. 760.18 millions (March 31, 2020 - Rs.912.82 million) which has been debited to the Income statement and Capital expenditure as per table below:

We hereby furnishing the details of expenses under the respective Head of accounts which are recognised as Intangible assets under development:

In Rs. Millions

Particulars	March 31, 2021	March 31, 2020
Salaries, wages and bonus	616.53	469.08
Cost of license	4.09	2.41
Other Direct overheads	78.85	236.87
Total	**699.47**	**708.36**

Table No. 3.125

38 LEASES

The Company has lease contracts for Land and Building used for the purpose of office space at different location. Leases of such assets generally have lease terms between 1 and 5 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

Before the adoption of Ind AS 116, the Company classified each of its leases (as lessee) at the inception date as either a finance lease or an operating lease.

Upon adoption of Ind AS 116, the Company applied a single recognition and measurement approach for all leases except for short-term leases on Plant and Machinery and leases of low-value assets on office equipments. The standard provides specific transition requirements and practical expedients, which have been applied by the Company.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

In Rs. Millions

Particulars	March 31, 2021	March 31, 2020
Opening Balance	182.33	-
Additions (including reclassified on adoption of IND AS 116)	-	266.19
Deletions	(27.86)	(7.14)
Depreciation expense	(49.46)	(76.72)
As at March 31, 2021	**105.01**	**182.33**

Particulars	March 31, 2021	March 31, 2020
Opening Balance	168.45	-
Add: Addittion on account of adoption of IND AS 116	-	239.42
Add: Additions / (Deletions) during the year	(27.86)	(5.30)
Add / Less: Accretion of interest	7.37	15.88
Less: Payments during the year	(53.70)	(81.55)
Closing Balance	**94.26**	**168.45**
Current	35.25	54.04
Non Current	59.01	114.41

Maturity Analysis of Lease Liability			
Year Ended	**Less than 1 Year**	**1 - 5 Years**	**More than 5 Years**
31-Mar-21	37.78	64.61	-
31-Mar-20	64.57	127.79	-

The effective interest rate for lease liabilities is 7.91-9.08%, with maturity between 2019-2024

The following are the amounts recognised in profit or loss:

Particulars	Year Ended 31-Mar-2021	Year Ended 31-Mar-2020
Depreciation expense of right-of-use assets	49.46	72.86
Interest expense on lease liabilities	7.37	15.88
Expense relating to short-term leases (included in other expenses)	10.99	18.16
Total	**67.82**	**106.90**

The Company had total cash outflows for leases of Rs. 67.82 million in 31st March 2021(March 31, 2020: Rs. 99.71 million) The Company also had non-cash additions to right-of-use assets and lease liabilities of Rs. Nil million during the year (March 31, 2020: Rs. 239.42 million). There are no future cash outflows relating to leases that have not yet commenced.

The Company has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Company's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised. The management does not expect undiscounted potential future rental payments due to extension options expected not to be exercised and termination options expected to be exercised.

There are no potential future rental payments relating to periods following the exercise date of extension and termination options that are not included in the lease term.

40 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities comprise of short tenured borrowings, trade and other payables and financial guarantee contracts. Most of these liabilities relate to financing Company's working capital cycle. The Company has trade and other receivables, loans and advances that arise directly from its operations. The Company also enters into hedging transactions to cover foreign exchange exposure risk.

The Company is accordingly exposed to market risk, credit risk and liquidity risk.

The Company's senior management oversees management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors, Risk Committee and the Audit Committee. This process provides assurance that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company's policies and overall risk appetite. All foreign currency hedging activities for risk management purposes are carried out by a team that have the appropriate skills, experience and supervision. In addition, independent views from bankers and currency market experts are obtained periodically to validate risk mitigation decisions. It is the Company's policy that no trading in derivatives for speculative purposes shall be undertaken.

The Risk Committee and the Audit Committee review and agree policies for managing each of these risks which are summarised below:

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include deposits, FVTPL investments and derivative financial instruments.

Interest Rate Risk:

The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows.

Particulars	Impact on pre tax profits before taxes *	
	Variation in interest +0.5%	Variation in interest -0.5%
March 31, 2021	1.06	(1.06)
March 31, 2020	7.41	(7.41)

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) and the Company's net investments in foreign subsidiaries.

When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in exchange rates, with all other variables held constant. The impact on the Company's profit / (loss) before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives. The Company's exposure to foreign currency changes for all other currencies is not material. In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Rs. In million

Currency	Increase in Foreign Currency by	March 31, 2021		March 31, 2020	
		Amount in Foreign Currency	Effect on Pre tax profit	Amount in Foreign Currency	Effect on Pre tax profit
Amounts receivable in foreign currency					
CAD	5%	12.59	36.54	21.25	56.40
GBP	5%	7.97	40.17	5.59	26.16
SGD	5%	8.32	22.60	10.10	26.77
USD	5%	30.60	111.86	32.49	122.93
VND	5%	129,098.74	20.66	71,207.41	11.39
Amounts Payable in foreign currency					
KES	5%	94.52	3.17	-	-
GBP	5%	2.41	12.14	-	-
USD	5%	12.63	46.18	21.50	81.36

Table No. 3.126

In respect of the Company's forward derivative contracts, a 5% increase in the contract exchange rates of each of the currencies underlying such contracts would have resulted in increase in Other Comprehensive income by Rs. 371.07 million (March 2020 Rs.405.51 million.)

Conversely, 5% depreciation in the above mentioned exchange rates on foreign currency exposures as at March 31, 2021 and March 31, 2020 would have had the same but opposite effect, again holding all other variable constant

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

A. Trade Recievables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 12(b) & 12(f). The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers (which are in the nature of reputed banking and financial institutions) are located in several jurisdictions and industries and operate in largely independent markets.

Credit Risk exposure

The allowance for credit risk on customer balances for the year ended March 31, 2021 and March 31, 2020.

In Rs. Millions

Particulars	March 31, 2021	March 31, 2020
Balance at the beginning of the year	565.49	405.49
Impairment loss recognised / reversed	123.36	160.00
Write-off	-	-
Balance at the end of the year	688.85	565.49

Table No. 3.127

B. Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Company's Finance Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Company's maximum exposure to credit risk for the components of the balance sheet as at March 31, 2021 and 2020 is the carrying amount as illustrated in Notes 7 and 11.

Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet it cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including loans, debt, and overdraft from both domestic and international banks at an optimised cost.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

In Rs. Millions

Particulars	As of March 31, 2021		
	Less than 1 year	More than 1 year	Total
Interest bearing borrowings	344.05	75.56	419.61
Lease liabilities	37.78	64.61	102.39
Trade Payables	1,743.13	-	1,743.13
Other financial liabilities	630.09	-	630.09
Total	**2,755.05**	**140.17**	**2,895.22**

Table No. 3.128

In Rs. Millions

Particulars	As of March 31, 2020		
	Less than 1 year	More than 1 year	Total
Interest bearing borrowings	2,208.26	347.07	2,555.33
Lease liabilities	64.57	127.79	192.36
Trade Payables	1,667.35	-	1,667.35
Other financial liabilities	195.99	-	195.99
Derivative Financial Instruments - Foreign exchange forward contracts receivable / (payable)	162.76	179.18	341.94
Total	**4,298.93**	**654.04**	**4,952.97**

Table No. 3.129

As at March 31, 2021, the outstanding amount of employee benefit expenses of Rs.446.45 million (March 2020 Rs. 333.34 million) have been substantially funded. Hence no liquidity risk perceived.

40 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, 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 shareholders value. The Group determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity and other long-term/short-term borrowings.

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 net debt, interest bearing loans and borrowings, less cash and cash equivalents.

In Rs. Millions

Borrowings	419.61	2,555.33
Less: cash and bank balances	(521.30)	(425.20)
Net debt	**(101.69)**	**2,130.13**
Equity	11,860.85	8,930.80
Total capital*	**11,860.85**	**8,930.80**
Capital and net debt	**11,759.16**	**11,060.93**
Gearing ratio	**-0.86%**	**19.26%**

Table No. 3.130

* Includes Equity Share Capital & Other Equity

41 CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has ascertained that the amount to be spent on Corporate Social Responsibility (CSR) in compliance with Section 135 of the Companies Act, 2013, read with relevant schedule and rules made thereunder is Rs. 5.67 for year ending March 31, 2021 (Rs 2.35 Million for March 31, 2020 respectively. The Company has voluntarily contributed Rs. 27.06 million towards CSR during year ending March 31, 2021 (March 31, 2020 – Rs.18.88 million).

In Rs. Millions

Particulars		March 31, 2021	March 31, 2020
a) Gross amount required to be spent by the Company during the year		5.67	2.35
b) Amount approved by the Board to be spent during the year		6.16	18.88
b) Amount spent during the year ended on March 31, 2021	**In Cash**	**Yet to be paid in cash**	**Total**
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	27.06	-	27.06
c) Amount spent during the year ended on March 31, 2020	**In Cash**	**Yet to be paid in cash**	**Total**
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	18.88	-	18.88

Details related to spent / unspent obligations:		
i) Contribution to Public Trust	-	-
ii) Contribution to Charitable Trust	-	-
iii) Others	27.06	18.88
iv) Unspent amount in relation to:		
- Ongoing project	-	-
- Other than ongoing project	-	-

42 MSME NOTE

Based on the information / documents available with the Company, the Company has complied with the provisions of The Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 and hence no interest is paid/payable during the year. Further an amount of Rs.10.32 Million (Previous year Rs.14.29 millions) is remaining unpaid to the suppliers covered under the MSMED Act at the end of the accounting year.

	As at March 31, 2021	As at March 31, 2020
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year -		
Principal amount due to micro and small enterprises	10.32	14.29
Interest due on above	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	-	-

43 TRANSFER PRICING ARRANGEMENTS WITH SUBSIDIARIES

The Company has international operations and in its normal course of business with its various subsidiaries it is involved in the business of software sale and implementation of its products across various countries. The Company reviews these arrangements on a periodic basis to reflect the current business models and in the current financial year has implemented a transfer pricing model to reflect its business environment. The Company has a policy of maintaining documents as prescribed by the Income-tax Act, 1961 to prove that these international transactions are at arm's length and believes that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

44 IMPACT OF COVID 19

The outbreak of Coronavirus (COVID-19) pandemic globally is causing a slowdown of economic activity. In many countries, businesses are being forced to cease or limit their operations for long or indefinite period of time and in particular are impacted due to lock downs. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered disruptions to businesses worldwide, resulting in an economic slowdown and uncertainties pertaining to future operations. The Company has considered the possible effects that may result from COVID 19 on its operations including on the carrying amount of trade receivables, revenue accrued not billed, intangible assets and intangible assets under development. In developing the assumption relating to the possible future uncertainties in the global conditions because of the pandemic, the Company as on date of approval of these financial statements has used various information, as available. The Company has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The impact of the global health pandemic may be different from that estimated as at the date of approval of these standalone financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

45. PRIOR PERIODS COMPARATIVES

Previous year figures have been re grouped/ reclassified, where ever necessary to conform to this years classification.

As per our report of even date

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

per Bharath N S
Partner
Membership No. 210934
Chennai
May 10, 2021

For and on behalf of the Board of Directors of
Intellect Design Arena Limited

Arun Jain
Chairman & Managing Director
DIN : 00580919

Arun Shekhar Aran
Director
DIN : 00015335

Venkateswarlu Saranu
Chief Financial Officer

V.V.Naresh
Senior Vice President & Company Secretary

BUSINESS RESPONSIBILITY REPORT

This report is given as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

INTELLECT DESIGN ARENA LIMITED IS COMMITTED TO OPERATE AND GROW ITS BUSINESS IN A SOCIALLY RESPONSIBLE WAY

Sustainability, as part of this purpose, builds future resilience of the business and ensures that your company creates long-term value for its stakeholders. This also enables your Company to adhere to the objectives of its plan to achieve sustainable business spanning across the value chain of its operations. The Company's vision is to grow the business whilst reducing the environmental footprint and increasing its positive social impact.

Intellect's sustainability initiatives are inspired by the opportunity to create enduring value through the enlargement of its contribution to the national economy. It is the Company's deep conviction that businesses possess the transformative capacity to create far larger societal impact by leveraging its entrepreneurial vitality, creativity and innovative capacity. This is manifest in the unique models fashioned by the Company to enable the creation of the power to dream, and then achieve these dreams amongst children, for whom such a vision was hitherto unavailable.

Your Company also contributes to activities listed in the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs)' notified by the Ministry of Corporate Affairs, Government of India, as well as activities listed in the Companies Act, 2013.

This Report describes activities of the Company under each of the nine principles as outlined in the NVGs.

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. Corporate Identity Number (CIN) of the Company : **L72900TN2011PLC080183**
2. Name of the Company : **INTELLECT DESIGN ARENA LIMITED**
3. Registered address : 244 ANNA SALAI, CHENNAI – 600 006
4. Website : www.intellectdesign.com
5. E-mail id : company.secretary@intellectdesign.com
6. Financial Year reported : April 1, 2020 to March 31, 2021
7. Sector(s) that the Company is engaged in (industrial activity codewise) :
   IT- Software Services
8. List three key products/services that the Company manufactures/provides (as in balance sheet) :
   A. Consumer Banking, Transaction Banking, Risk, Treasury and Markets, product software
   B. Insurance product software
   C. Enterprise Enablement platform "iDigital"
9. Total number of locations where business activity is undertaken by the Company :
   A. Number of International Locations (Provide details of major 5): North America, South America, Asia Pacific, Europe, Middle East.
   B. Number of National Locations : 5.
10. Markets served by the Company – Global Markets.

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. Paid up Capital : Rs. 664.87 Millions
2. Total turnover : Rs. 10,186.08 Millions
3. Total Profit after taxes: Rs. 2,072.53 Millions
4. Total spending on Corporate Social responsibility Rs.27.06 Million
5. List of activities in which expenditure in 4 above has been incurred:
   a. Scholarship and Workshops organized by Ullas Trust (Implementing agency)
   b. Contribution towards Tirumala Tirupati Devasthanams (T.T.D)
   c. Contribution to Net working and Development centre towards Nivar relief
   d. Contribution to Sankalp School

SECTION C: OTHER DETAILS

1. Does the Company have any subsidiaries Company / Companies?
   Yes. The Company has 22 (Twenty Two) subsidiaries.
2. Do the subsidiary Companies participate in BRR initiatives of the parent Company? If yes, the indicate the number of such subsidiary Companies
   Yes. All India based subsidiaries Companies participate in BRR initiatives
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%]
   Yes. Contribution of such entity is between 30%-60% of our suppliers of operational requirements participate.

SECTION D: BR INFORMATION

1. Details of Director / Directors responsible for BR
   a. Details of the Director / Director responsible for implementation of the BR policy/policies
      1. DIN Number :- **00580919**
      2. Name :- **Arun Jain**
      3. Designation :- **Chairman and Managing Director**
   b. Details of the BR head

No.	Particulars	Details
1	DIN Number (if applicable)	00580919
2	Name	Arun Jain
3	Designation	Chairman and Managing Director
4	Telephone number	044- 6700 8000
5	e-mail id	company.secretary@intellectdesign.com

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

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

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy / policies for…	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards?	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Has the policy been approved by the Board? If yes, has it been signed by MD / Owner / CEO / appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the company have a specified committee of the Board / Director / Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	Y	Y	Y	Y	Y	Y	Y	Y	Y
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the company have in-house structure to implement the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

Link for the policies to be viewed online: https://www.intellectdesign.com/investor-relations/

b) If answer to the question at serial number 1 against any principle, is "No". Please explain why-Not applicable

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 :- 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? Annually. The Web link for the same is https://www.intellectdesign.com/investor-relations/

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1 : Ethics, Transparency and Accountability

Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

Intellect believes that good corporate governance is the foundation of a sustainable business. The Company was built on this foundation, and operates across the globe with integrity, ethics, transparency and accountability. Your Company has built a business with strong values and a mission to act as an agent of social change, and continues on this journey keeping the values and principles at the heart of everything it does. These values and the commitment to ethical business practices are reflected in the Code of Conduct. The Code inspires the Company to set standards which not only meet the requirements of applicable legislation, but aspire to go beyond in many areas of functioning.

CODE OF CONDUCT

The Code of Conduct describes the operational principles the Company follows. It also supports its approach to governance and corporate responsibility. All associates and suppliers of operational requirements who work with the Company are expected to observe the Code of Conduct.

The Code provides for mandatory requirements covering, but not limited to, the following areas

- Accurate records
- Reporting and accounting
- Anti - bribery
- Avoiding conflicts of interest
- Gifts and entertainment
- Prohibition of insider trading while in possession of unpublished price sensitive information (UPSI)
- Political activities and political donations
- Contact with government
- Regulators and non-governmental organizations
- Respect, dignity and fair treatment
- External communication with the media, investors and analysts

The processes of identifying and resolving complaints, issues and concerns received under the Code of Conduct framework are clearly defined and communicated throughout the Company.

Complaints, issues and concerns received under the Code of Conduct framework are duly investigated by the Company's Ombudsman, and reviewed by the Chairman on regular basis. Appropriate action is taken after the review of investigation. The Chairman, through the Intellect Executive Council (IEC) is responsible for ensuring that the Code is understood and implemented throughout the Company. The Company periodically cascades the principles embodied under the Code across the organization.

The Code also encompasses of whistle blowing, which allows the associates to bring the attention of the Management, promptly and directly, any unethical behavior, suspected fraud or irregularity in the Company practices, which is not in line with the Code. Associates are encouraged to raise any concerns by way of whistle blowing, without any fear or threat of being victimized. The Company Secretary is the designated officer for effective implementation of the Code and dealing with complaints received under the Code.

Principle 2 : Products Lifecycle Sustainability

Businesses should provide Goods and Services that are safe and contribute to Sustainability throughout their lifecycle

By going beyond the demand of mandates and regulations, and by focusing on innovation through design thinking, we aim to make responsible business one of our important dimensions. While ensuring increased profitability and benefit for all our stakeholders, and working towards the overall well-being of the larger community around us, we aim to do so using a lesser quantum of scarce natural resources.

Intellect is a thought leader in next-generation banking software products. Hosted in a large data Centre in Chennai, our infrastructure and platforms comprise over 300 physical and virtual servers, a large quantum of disk storage, state of the art blade servers with interconnect hardware modules, tape libraries, operating systems and data protection layers. This data Centre includes precious data concerning the Company and all its stakeholders.

Through server virtualization, our server footprint has been reduced by over 10%.-15%. All our Centres are zero effluent discharge units. The nature of the Company's business is that there are no significant emissions or process wastes. The waste generation is fairly limited and restricted primarily to e-waste, lube oil waste, waste from lead-acid batteries and municipal solid waste. The Company's waste management practices seek to reduce the environmental impact by reduction in generation, segregation at source, maximization of recycling and reuse. The recycling currently undertaken includes:

- Waste lube oil, UPS Batteries, e-waste - disposed through government authorized recyclers.
- Printer and toner cartridges - sent back to the manufacturer under take back arrangement.

Principle 3 : Employees' Well Being

Businesses should promote the Well-being of all employees

Associate’s well-being is a continuous process at Intellect, enabling associates to feel good, live healthy and work safely. The Company believes that its competitive capability to build future-ready businesses and create enduring value for stakeholders is enriched by a dedicated and high-quality human resource pool. Therefore, nurturing quality talent and caring for the well-being of associates are an integral part of our work culture, which focuses on creating a conducive work environment that helps to deliver winning performance.

The Company's policy is premised on its fundamental belief that diversity at the workplace creates an environment conducive to engagement, alignment, innovation and high performance. Intellect provides for diversity and equal opportunities to all associates, based on merit and ability. Further, we ensure a work environment that is free from any form of discrimination amongst its associates in compensation, training and benefits, based on caste, religion, disability, gender, sexual orientation, race, colour, ancestry, marital status, or affiliation with a political or religious organization.

The culture of the Company ensures that aspects of work-life balance for associates, especially for women, are suitably addressed. Intellect has put in place suitable processes and mechanisms to ensure issues such as sexual harassment, if any, are effectively addressed. Intellect demands, demonstrates and promotes professional behavior and treats all associates with equal respect.

Principle 4 : Stakeholder Engagement

Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised

Your Company partners with many people and organizations that have a stake in its business. Engaging with stakeholders is essential in understanding stakeholder concerns and expectations to create a sustainable business. Intellect believes that an effective stakeholder engagement process is necessary for achieving its sustainability goal of inclusive growth. Accordingly, we anchor our stakeholder engagement on the following principles :

a) Materiality - Prioritised consideration of the economic, environmental and social impacts identified to be important to the organisation, as well as its stakeholders.

b) Completeness - Understanding key concerns of stakeholders and their expectations.

c) Responsiveness - Responding coherently and transparently to such issues and concerns.

The Company has put in place systems and procedures to identify, prioritize and address the needs and concerns of its stakeholders across businesses and units in a consistent and systematic manner. It has implemented mechanisms to facilitate effective dialogues with all stakeholders across businesses, identify material concerns, and their resolution in an equitable and transparent manner.

Your Company has undertaken some important initiatives to become more customer centric. We organise joint design workshops with our customers and prospective customers to ensure that the product delivered meets all stated and unstated requirements of the client.

The value of a business does not lie in its balance sheet but in its shareholders. Your Company regularly interacts with shareholders through a number of methods of engagement like results announcement, annual report, media releases, Company's website and subject specific communications. The Annual General Meeting of shareholders is an important annual event where the shareholders of the Company come in direct communication with the Board of Directors and the management. The Board engages with shareholders and answers their queries on varied subjects.

The Investor Relations Department regularly engages with the shareholders to resolve queries and grievances, if any, and provide guidance for shares / shareholder related matters. They also interact regularly with investors and analysts, through quarterly results calls, one -on-one and group meetings as well as participation in investor conferences.

All interactions with the Government, legislators and regulators are done by duly authorised and appropriately trained individuals with honesty, integrity, openness and in compliance with local laws and in accordance with the Code of Conduct.

Regular interactions with the electronic, print and online media take place through press releases, media events and during the financial results announcement. We engage with the media to keep our stakeholders updated about the developments in the company. The Company also interacts with NGO's, Government bodies, and industry bodies as required, from time to time.

Principle 5 : Human Rights

Businesses should respect and promote human rights

Your Company's commitment to human rights and fair treatment is set in its Code of Conduct. The Code provides to conduct the operations with honesty, integrity and openness with respect for human rights and interests of associates. Your Company's approach to uphold and promote human rights in three ways :

- In its operations by upholding its values and standards
- In its relationships with suppliers and other business partners, and
- By working through external initiatives, like through NGO's.

The Company requires its associates and business partners to subscribe and adhere to this Code. The Code and its implementation are directed towards adherence to applicable laws and to uphold the spirit of human rights, as enshrined in existing international standards such as the Universal Declaration and Fundamental Human Rights Conventions of the International Labour Organisation (ILO). We play a positive role in building awareness on human rights for its key stakeholders and encourage respect for human rights of the local communities with specific focus on vulnerable and marginalised groups.

Principle 6 : Environment

Businesses should respect, protect and make efforts to restore the environment

Your Company's approach to reduce, reuse and recycle has helped to minimise its environmental impact across the value chain. The Company has contributed to environmental security by not only ensuring efficient use of resources, but also by augmenting precious natural resources. On the reforestation sphere, we have planted over 12,500 saplings in the past year, which has enabled us not only to green, but provide dense forest cover over approx. 15,000 square feet of our land area in our flagship campus in Siruseri Chennai. This dense forest foliage was home to many migratory bird species during the previous winter season. Your Company intends to intensify its efforts to provide forest cover, rather than plant individual and spaced out saplings, as forest trees tend to support and have synergies with each other. The Company has implemented radiant cooling in two floors of its Corporate Headquarters in “NxtLvl” building in Siruseri Campus, covering over 65,000 square feet. This revolutionary technique involves the circulation of chilled water through special high-technology pipes embedded in the floor that draw radiant heat away from humans and heat generating equipment. This technology has afforded us the opportunity to reduce the air-conditioning load by over 30% on these two floors.

Principle 7 : Policy Advocacy

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

Your Company believes that a lot can be achieved if it works together with the Government, legislators, regulators and NGO's to create positive social and environmental outcomes. Your Company's approach to advocacy is guided by the Code of Conduct. The Code provides that any contact by the Company or its agents with Government, legislators, regulators or NGO's must be done with honesty integrity. Only authorised and appropriately trained individuals can interact with the bodies mentioned above. Prior internal approval is required for initiating any contact between the Company, its representatives and officials, aimed at influencing regulation or legislation.

Your Company tries to create a positive impact in the business eco-system and communities by practicing pro-active advocacy. Its purpose is not just lobbying the Government for securing certain benefits for industry, but is also about advocating certain best practices for the benefit of society at large. Your Company engages with industry bodies and associations to influence public and regulatory policy in a responsible manner.

Intellect is represented in key industry and business associations which include Confederation of Indian Industry (CII), US Chamber of Commerce, Australian Chamber of Commerce and Industry, Association of German Chambers of Industry and Commerce, The Japan Chamber of Commerce and industry (JCCI), The Madras Chamber of Commerce and Industry (MCCI) and Federation of Indian Chambers of Commerce and Industry (FICCI).

Principle 8 : Inclusive Growth

Businesses should support inclusive growth and equitable development

Intellect believes that in the strategic context of business, enterprises possess, beyond mere financial resources, the transformational capacity to create game-changing development models by unleashing their power of dreams, innovation and creativity. Our CSR Project on empowering school children in the classes 9 through 12, from Government and Corporation Schools is run through Ullas Trust. The Trust arranges scholarships, jointly funded through contributions from Intellect associates, and from the Company's finances, as well as classes on communication, English language and career counseling. The Trust also organises contact classes wherein the students are encouraged to lose their inherent fear of Corporate organisations.

The Trust through its "Touch the Soul" outreach allows Intellect associates to connect back with their primary schools in various districts in Tamil Nadu, Andhra Pradesh, Telangana, Maharashtra and Haryana. It has over 15,000 students being mentored at the present date. These students are not only given guidance right through school, but are also given guidance through tertiary education as Higher Education Scholars (HES).

Principle 9 : Customer Value

Businesses should engage with and provide value to their customers in a responsible manner

Your Company immensely values and carefully nurtures its customer relationships and works closely with them to pioneer new concepts. All businesses of the Company comply with all regulations and relevant voluntary codes concerning marketing communications, including advertising, promotion and sponsorship. The Company's communications are aimed at enabling customers to make informed purchase decisions through factual and truthful disclosure of information. Standard Operating Procedures are also in place to ensure that marketing communication is in accordance with voluntary codes adopted by the businesses.

A well-established system is in place for dealing with customer feedback. All feedback is then collated, and feedback is provided to the Manufacturing, Service Delivery and Marketing arms of the Company to take necessary action.

REPORT ON CORPORATE GOVERNANCE

Report on Corporate Governance

1. Company's Philosophy

Your Company focuses on Corporate Governance as a key driver of sustainable corporate growth and a powerful medium to achieve the company's goal of maximizing value for all its stakeholders. A sound corporate governance strengthens investors' trust and enables the company to fulfill its commitment towards the customers, employees and the society in general. The Company believes that the primary objective is to create and adhere to a corporate culture of conscience and consciousness, empowerment, accountability and independent monitoring. The Company's philosophy is based on the key elements in corporate governance viz., transparency, disclosure, supervision and internal controls, risk management, internal and external communications, accounting fidelity, product and service quality. The Company has a strong legacy of fair and ethical governance practices.

2. Board of Directors

The Board of Directors of the Company possesses the highest personal and professional ethics, integrity and values, and provide leadership, strategic guidance and objective judgement on the affairs of the Company. The Board is fully aware of its fiduciary responsibilities and is committed to represent the long-term interest of the Stakeholders. The Board adopted the principles of corporate governance and remains informed, participative, and independent to implement its broad policies and guidelines, and has set up adequate review procedures.

- **Composition of the Board of Directors as on 31st March, 2021**

  The key to good corporate governance is the optimum combination of executive and non-executive directors on the board and the extent of their independence. The Board consists of six members with knowledge and experience in diverse fields and professionally - acclaimed to understand their role in addressing the issues raised by the management. The day-to-day affairs of the Company are managed by the Chairman and Managing Director under the supervision of the Board.

  As a policy, the Company has an optimal combination of whole time, Non-Executive and Independent Directors to maintain the independence of the Board.

- **Boards' Composition**

  As on 31st March, 2021, the Board comprises of six members consisting of two whole-time directors, out of which, one Managing Director, one Non-Executive Director and three Independent Directors including one woman Independent Director.

  Mr. Abhay Anant Gupte was appointed as an Additional Director (in Independent Category) by Board of Directors in its meeting held on June 15, 2020. Subsequently, he was regularised as an Independent director by the shareholders in the meeting held on August 21, 2020.

  During the year under review, one independent director, Ms. Aruna Krishnamurthy Rao completed two terms of office at the conclusion of 09th AGM of the company held on 21st August, 2020.

  To maintain the independence of the Board and to separate its functions of governance and management, there is an appropriate mix of Executive, Non-Executive and Independent Directors as envisaged under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Composition of the Board and Directorships held as on 31st March 2021:

Name of the Director	Age	Directorship in Companies		Position held in Committees of Intellect / other Companies	
		As Chairperson	As Director	As Chairperson	As Member
Chairman and Managing Director					
Mr. Arun Jain	61	1	4	1	3
Executive Director					
Mr. Anil Kumar Verma	66	-	3	1	2
Non Executive Director					
Mr. Andrew Ralph England	64	-	3	1	-
Independent Directors					
Mr. Arun Shekhar Aran	62	-	5	1	3
Ms. Vijaya Sampath	68	-	11	2	8
Mr. Abhay Anant Gupte (Appointed on June 15, 2020)	59	-	4	2	2

Table No. 5.1

Notes:

1. None of the Directors are related other than Mr. Arun Jain and Mr. Anil Kumar Verma. Nature of relationship – Brother-in-law.
2. Directorship in companies (includes Listed, Unlisted, Private Limited Companies and Body Corporates) including Intellect Design Arena Limited and its Subsidiaries.
3. Committees includes Audit Committee, Nomination, Remuneration & Compensation Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee (Listed, Unlisted and Private Limited Companies).
4. Mr. Abhay Anant Gupte was appointed as an Additional Director (in Independent Category) by Board of Directors in its meeting held on 15th June, 2020. Subsequently, he was regularised as an Independent Director by the Shareholders in the Annual General Meeting held on 21st August, 2020.

- **Name of the Listed entities where Company's Director is a Director and the category of the Directorship is given below as on 31st March, 2021**

Name	Directorship Details in other Listed Entities
Mr. Arun Jain	-
Mr. Anil Kumar Verma	-
Mr. Arun Shekhar Aran	-
Mr. Andrew Ralph England	-
Ms. Vijaya Sampath	1. Safari Industries (India) Limited, Independent Director 2. Eris Lifesciences Limited, Independent Director 3. Craftsman Automation Limited, Independent Director 4. Varroc Engineering Limited, Independent Director 5. Ingersoll Rand India Limited, Independent Director 6. VA Tech Wabag Limited Independent Director
Mr. Abhay Anant Gupte *	-

* Mr. Abhay Anat Gupte was appointed as an Additional Director (under Independent Category at the Board Meeting held on 15.06.2020)

- **During the financial year 2020-21, Board of Directors met 05 times on the following dates:**

June 15, 2020	February 2, 2021
August 5, 2020	March 21 & 22, 2021
October 30, 2020	

Table No. 5.2

The maximum gap between two Board meetings was 93 days. (Between October 2020 to February 2021)

Attendance of Board of Directors' at the 9th Annual General Meeting held on August 21, 2020.

Sl. No.	Name	Director Identification Number (DIN)	Designation / Category	Attended
1.	Mr. Arun Jain	00580919	Managing Director	Y
2.	Mr. Arun Shekhar Aran	00015335	Independent Director	Y
3.	Ms. Aruna Krishnamurthy Rao (Retired at the conclusion of 09th AGM held on 21.08.2020)	06986715	Independent Director	Y
4.	Mr. Anil Kumar Verma	01957168	Whole Time Director	Y
5.	Ms. Vijaya Sampath	00641110	Independent Director	Y
6.	Mr. Andrew Ralph England	08211307	Non Executive Director	Y
7.	Mr. Abhay Anant Gupte	00389288	Independent Director	Y

Table No. 5.3

<u>Board of Directors' attendance for the Board & Committee Meetings held during the year 2020-21</u>

[Y= Attended, N= Not attended, (*) attended through Video Conference, (+) attended through Audio Conference; BM: Board Meeting, NRCC: Nomination Remuneration & Compensation Committee Meeting, AC: Audit Committee Meeting, SRC: Stakeholders' Relationship Committee Meeting, CSR: Corporate Social Responsibility Committee, RC: Risk Management Committee Meeting and ID: Independent Directors' Meeting.

Note: Details about Non-mandatory Committees are given elsewhere in this report.

S No.	Name of the Director	29.05.2020	09.06.2020	14.06.2020	15.06.2020			05.08.2020				30.10.2020			31.10.2020	14.12.2020		02.02.2021					21.03.2021#		22.03.2021#	
		NRCC	NRCC	AC	BM	NRCC	SRC	BM	AC	NRCC	SRC	BM	AC	SRC	NRCC	NRCC	RC	BM	AC	NRCC	SRC	CSR	BM	AC	NRCC	ID
1	Mr. Arun Jain	Y*	Y*	-	Y	Y	-	Y	-	Y	-	Y	-	-	Y	Y	Y	Y*	-	Y*	-	Y*	Y	-	Y	-
2	Mr. Arun Shekhar Aran	Y*	Y*	Y*	Y*	Y*	-	Y*	Y*	Y*	-	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*	-	Y	Y	Y	Y
3	Ms. Aruna Krishnamurthy Rao (Retired w.e.f. August 21, 2020)	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
4	Mr. Anil Kumar Verma	-	-	Y*	Y*	-	Y*	Y*	Y*	-	Y*	Y*	Y*	Y*	-	-	-	Y*	Y*	-	Y*	Y*	Y*	Y*	-	-
5	Mr. Andrew Ralph England	-	-	-	Y*	-	-	Y*	-	-	-	Y*	-	-	-	-	Y*	Y*	-	-	-	-	Y*	-	-	-
6	Mrs. Vijaya Sampath	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*	-	Y*	Y*	-	Y*	Y*	Y*	-	-	Y	Y	Y	Y
7	Mr. Abhay Anant Gupte$#	-	-	-	Y*	-	-	Y*	-	-	-	Y*	Y*	Y*	Y*	Y*	-	Y*	Y*	Y*	Y*	Y*	Y	Y	Y	Y

Table No.5.4

 # Board Meeting started on 21st March, 2021 and concluded on 22nd March, 2021

$# Mr. Abhay Anant Gupte was appointed as an Additional Director (under Independent Category at the Board Meeting held on 15.06.2020 and was inducted to various committees on 05.08.2020 effective from 21.08.2020, the details of which are given elsewhere in this report.)

Profile of the Directors of the Company are given below:

Arun Jain, Chairman and Managing Director

Arun Jain is the Founder of Polaris Group and Chairman and Managing Director of Intellect Design Arena Limited. Intellect is a specialist in applying true Digital Technologies, the world's first full spectrum Banking and Insurance Technology product company, across Consumer Banking, Central Banking, Transaction Banking, Risk, Treasury and Markets and Insurance. With revenues of INR 1497.46 Crores (USD 204 Mn) with an employee base of over 4000, Intellect powers over 240 leading Banks and Financial Institutions around the globe with its suite of Products. IBS Intelligence, a leading global research firm in its 2020 Sales League Table ranked Intellect # 1 in Retail Banking and Wholesale Banking (Transaction Banking).

Arun commenced his entrepreneurial journey by setting up Nucleus Software Workshop in 1986. In 1993, he founded Polaris Software Lab, which recorded a CAGR of over 100% during the seven year period 1993-2000. This path of deep domain expertise, vision and planning began in 1993, with just $250 and a dream. His journey was guided by two strong beliefs – (1) ordinary people coming together to achieve extraordinary results (2) the power of the organizational subconscious in realizing the vision. Intellect Design Arena Limited is his third venture, in pursuit of his vision to make India the IP Capital towards the next growth wave for the IT Industry. Arun's passion to create a technology product power house from India made Intellect a reality.

As an evangelist of Design Thinking, his brainchild – FinTech 8012, the World's First Design Center at Chennai dedicated to Financial Technology came into being. An avid design practitioner, Arun also evangelizes Design Thinking through public workshops, branded as UnMukt. It is one-of-its-kind flagship workshop where participants explore and immerse in Design Thinking. With the constant drive to better the community around him, he instituted Mission Samriddhi – a social impact enterprise dedicated to holistic human development in India through the unique philosophy of Celebrate-Connect-Catalyse; Ullas Trust – a social impact organisation working towards igniting less privileged young minds into realizing their true potential; School of Design Thinking – focusing on shaping thinking of young minds and professional through Design The Thinking™ philosophy. He is passionate about Design Thinking as a science to create the biggest impact on individual and organisational performance.

Arun has been nominated as the Chairperson of the Board of Governors of Indian Institute of Information Technology Ranchi, Jharkhand, India by Hon'ble President of India, for a period of three years with effect from 2nd Sept 2020. He is entrusted with the responsibility of the Chief Mentor of the FinTech Centre of Excellence at STPI, Chennai setup by Ministry of Electronics & Information Technology, Govt. of India in association with the ELCOT, Govt. of Tamil Nadu. He holds/ has held prestigious positions in various other forums like National Software Product Mission (Ministry of Electronics and Information Technology), National Institute of Electronics and Information Technology (NIELIT), Software Technology Parks of India (STPI), Confederation of Indian Industry (CII), Madras Management Association (MMA), and the Indo American Chamber of Commerce (IACC).

He was bestowed with Dronacharya Award 2019 by TiECON Chennai. Confederation of Indian Industry (CII) has conferred the Lifetime Achievement Award to Arun at the India's premier ICT Event, Connect 2016. He was also conferred the 'Lifetime Achievement Award' at the 4th edition of the Design Thinking Conclave & Awards 2018. Arun has received multiple awards including Rotary Club's "For The Sake of Honour Award", Lions Clubs International award for "Youth Empowerment", INDO ASEAN Business Initiative Award, ICICI Venture – CII Connect Entrepreneur Award, Visionary of India 2014-15, amongst others in recognition of his contribution to the Industry and the Society. His contribution was recognized by the Times Group, with an award and a feature in a book titled 'Pathfinders' that lauds the achievements of extraordinary personalities in the IT & ITES industry.

A social engineer by nature, Arun has been working towards creating a better community. Ullas Trust, founded in 1997, with the purpose of igniting young minds and guiding them to realizing their dreams, has since reached out to over 2,60,000 children from the economically challenged sections of Government, Municipal and Aided Schools. This brainchild of Arun provides vital professional skills to adolescent children across the country nurturing the "Can Do" spirit among the young minds.

Arun holds a degree in Electrical Engineering from the Delhi College of Engineering.

Mr. Anil Kumar Verma, Executive Director, Intellect Design Arena Limited

Mr. Anil Kumar Verma is a key contributor to the strategic vision of the organisation. A Bachelor of Electrical Engineering from IIT Delhi and post-graduate in instructional design from the University of Wollongong in Australia, Anil has rich and global professional experience of over 40 years in the industry.

Anil established and nurtured deep relationships for strengthening Intellect brand in Australia. Earlier, he was part of the core group that conceptualised and created FINDIT (Forum of Indian IT Companies in Australia) that later became NASSCOM Australia, an influential industry body that he led as Founder President for several years. Living the spirit of deeper connect with the local community, Anil established long-term relationship with the Western Sydney University in Australia, where he was instrumental in creating graduate and post graduate courses on software testing. He has contributed significantly in promoting collaboration between India and Australia in the field of ICT. In 1997, he was nominated for the prestigious Australia Day award for his contribution to the Aboriginal community.

Anil has been associated with the Australian Computer Society, AIIA – FSG (Australian Information Industry Association – Financial Services Group) and Financial Services Institute of Australia (FINSIA) for a long time.

Mr. Arun Shekhar Aran

Mr. Arun Shekhar Aran has had technical education at IIT Delhi, completing a B Tech degree in Mechanical Engineering. Subsequently, he also spent two years at IIM Ahmedabad studying management through their flagship course PGDM specialising in Systems.

He started his career at Asian Paints(I) Ltd, which was very much respected for the quality of its management talent at that point of time. He established a lot of path-breaking usages for computers at Asian Paints during his stint of seven years there. At Asian Paints, he rose to a middle management position in a short span.

He moved out of this good going job in 1989, to join some of his friends in an entrepreneurial venture – Nucleus Software Workshop Pvt Ltd in Chennai. He made major contributions to their development team and was instrumental in writing some of the new-age software solutions for their clients at that time.

In mid-1994, as a part of the group initiative, he moved to Mumbai. With a rich and varied experience since 1989 in the realm of Software Development for Complex Banking Applications, he set up a new team in the name of Nucsoft Ltd which also started working with clients in Banking, Insurance and Financial Services area.

Mr. Andrew Ralph England

Andrew Ralph England currently serves as Director of Intellect's subsidiary Intellect Design Arena Limited, UK and Head of Strategy, iGTB. He joined us from McKinsey, where he was the External Senior Advisor of Transaction Banking.

Andrew brings with him an experience of running Transaction Banking in leading global banks. He has held the positions of Managing Director and Head of Transaction Banking at Lloyds Banking Group; Head of CEE, Global Transaction Banking at Unicredit Group and Head of Cash & Trade Product at Deutsche Bank, where he was also an Executive Committee member for Global Transaction Banking. These roles followed on from a successful career of various leadership positions at Citi and Lloyds.

Ms. Vijaya Sampath

Vijaya Sampath has been a lawyer for over 40 years. She is an Independent Director on the Board of seven listed and three unlisted companies in various sectors like power, pharma, auto components, branded luggage, IT fintech products and services and water management. Two of these companies (non-listed) are Japanese joint ventures of Mistubishi Power with Larsen & Toubro. She is also the Ombudsperson for the Bharti Airtel group with oversight of the code of conduct and was its group General Counsel for over 10 years. She has been the in-house counsel for large Indian conglomerates and multinational companies, as well as the corporate law partner in renowned national law firms.

Vijaya holds a graduate degree in English Literature and Law and is a fellow member of the Institute of Company Secretaries of India. She has attended the Advanced Management Program in Harvard Business School and the Strategic Alliances Program conducted by the Wharton Business School.

Vijaya is ad advisor to the corporate law committee in FICCI and works with the industry on regulations and policies relating to governance and corporate law. She has also been a speaker at various forums on governance, ethics, law and practice and women in professions.

Mr. Abhay Anant Gupte

Abhay Anant Gupte, Managing Director and CEO, Manipal Technologies Limited (MTL), is responsible for its businesses & subsidiaries in India, Germany, Kenya and Nigeria. He has over 37 years of work experience with large global and Indian organisations. Prior to joining MTL, he was

MD & CEO of Indian operations of global IT companies such as EDS and Logica. He has also held senior leadership positions at American Express Bank and GE Capital. Abhay Anant Gupte is an alumnus of IIT, New Delhi. He is a guest speaker at various Engineering and Management institutes, Associations and public forums, etc. He is mentor to executive leadership of large global companies.

Key Board qualifications, expertise and attributes

The Company's Board comprises 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 Company's Board is in compliance with the highest standards of corporate governance.

The table below summarises the key qualifications, skills and attributes which are taken into consideration while nominating candidates to serve on the Board.

Definitions of director qualifications	
Financial	Leadership of a financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation, and financial reporting processes, or experience in actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar function
Gender, ethnic, national or other diversity	Representation of gender, ethnic, geographical, cultural, or other perspectives that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments, and other stakeholders worldwide
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
Leadership	Extended leadership experiences for significant enterprises, resulting in a practical understanding of organisations, processes, strategic planning, and risk management.
Technology	A significant background in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation, and extend or create new business models
Mergers and acquisitions	A history of leading growth through acquisitions and other business combinations, with the ability to assess 'build or buy' decisions, analyse the fit of a target with the Company's strategy and culture, accurately value transactions and evaluate operational integration plans
Sales and marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

Key Board qualifications							
Name of the Director	**Area of expertise**						
	Financial	**Diversity**	**Global Business**	**Leadership**	**Technology**	**Mergers and acquisitions**	**Sales and Marketing**
Mr. Arun Jain	√	√	√	√	√	√	√
Mr. Anil Kumar Verma	√	√	√	√	√	√	√
Mr. Arun Shekhar Aran	√	√	√	√	√	-	√
Mr. Andrew Ralph England	-	√	√	√	√	-	√
Ms. Vijaya Sampath	√	√	√	√	-	√	√
Mr. Abhay Anant Gupte	√	√	√	√	√	√	√

Table No. 5.5

Independent Directors Meeting

In accordance with Schedule IV of the Companies Act, 2013, during the year under review, meeting of Independent Directors was held on March 22, 2021 without the presence of Non-Independent Directors, to review the performance of the Board and to assess the quality, quantity and timeliness of flow of information between the management and the Board.

In the opinion of the Board, independent directors fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

3. Audit Committee

Audit Committee was constituted by the Board in the meeting held on 15th October, 2014. Further, the committee was reconstituted by the Board in the meetings held on 03rd February, 2017, 02nd May, 2019, 24th July, 2019 and 05th August, 2020. The Audit committee consists of 3 Independent Directors and 1 Whole Time Director. The Company Secretary acts as the Secretary to the Committee. Mr. Arun Shekhar Aran, Independent director of the Company was present at the 09th AGM of the Company to answer the queries of the shareholders.

Members of the Audit Committee are as follows:

Name	**Designation**	**No. of Meetings**	
		Held	**Attended**
Mr. Arun Shekhar Aran	Chairman	5	5
Ms. Aruna Krishnamurthy Rao (retired w.e.f. 21.08.2020)	Member	2	2
Ms. Vijaya Sampath	Member	5	5
Mr. Anil Kumar Verma	Member	5	5
Mr. Abhay Anant Gupte*	Member	3	3

Table No. 5.6

* Mr. Abhay Anant Gupte, who was appointed as an Independent Director at the 9th Annual General Meeting of the Company held on August 21, 2020, was inducted to the Audit Committee by the Board in its Meeting held on August 5, 2020, w.e.f August 21, 2020.

The Audit Committee had met five times during the year 2020-21.

Powers of the Committee:

- To investigate any activity within its terms of reference
- To secure attendance of and seek information from any employee including representative of prime Shareholders (subject to internal approvals)
- To obtain outside legal or other professional advice, if necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary
- Compliance with the accounting standards

Role / Functions of the Committee:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
    a. Matters required with reference to the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 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 the 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. Disclosure of any related party transactions
    g. Modified opinion(s) in the draft audit report
5. Reviewing, with the management, the Quarterly and Annual financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses/ application of fund through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
13. 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;
14. Discussion with internal auditors of any significant findings and follow-up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit, as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle-blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Review of information

a. Management discussion and analysis of financial condition, and results of operations.

b. Statement of significant related party transactions, as defined by the Committee, submitted by the management.

c. Management letters/letters of internal control weaknesses issued by the statutory auditors.

d. Internal audit reports relating to internal control weaknesses.

e. The appointment, removal and terms of remuneration of the Chief Internal Auditor

f. Statement of deviations:

   a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

   b) Annual statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice in terms of Regulation 32(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

4. Nomination, Remuneration & Compensation Committee:

Nomination, Remuneration & Compensation Committee was constituted by the board in the meeting held on 15th October, 2014. Further, the committee was reconstituted by the Board in the meetings held on 03rd February, 2017, 02nd May, 2019 and 24th July, 2019 and August 05, 2020 The Nomination, Remuneration & Compensation Committee consists of 3 Independent Directors and one Managing Director.

The role of the committee shall, inter-alia, include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
2. Formulation of criteria for evaluation of Independent Directors and the Board.
3. Devising a policy on Board diversity.
4. Identifying persons who are qualified to become Directors and who may be appointed in senior management, in accordance with the criteria laid down and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

The Quorum for Nomination, Remuneration and compensation Committees shall be one-third of the total strength are two members whichever is greater including atleast one independent director in attendance

Ms. Aruna Krishnamurthy Rao, Independent Director and Chairman of the Nomination Remuneration & Compensation was present at the 09th AGM of the Company to answer the queries of the shareholders.

The Nomination, Remuneration & Compensation Committee met eight times during the year 2020-21.

Members of the Nomination, Remuneration & Compensation Committee are as follows:

Name	Designation	No. of meetings	
		Held	Attended
Mr. Abhay Anant Gupte *	Chairman	4	4
Ms. Vijaya Sampath	Member	8	8
Mr. Arun Jain	Member	8	8
Mr. Arun Shekhar Aran	Member	8	8
Ms. Aruna Krishnamurthy Rao (Retired w.e.f. 21.08.2020)	Chairman	4	4

Table No. 5.7

* Mr. Abhay Anant Gupte, who was appointed as an Independent Director at the 9th Annual General Meeting of the Company held on August 21, 2020, was inducted as a Member / Chairman of the Nomination, Remuneration and Compensation Committee w.e.f. August 21, 2020, by the Board in its Meeting held on August 5, 2020.

Remuneration policy

The remuneration policy of the Company has been so structured in a way as to match the market trends of the IT industry. The Board, in consultation with the Nomination, Remuneration & Compensation Committee decides the remuneration policy for Directors. The Company has made adequate disclosures to the members on the remuneration paid to Directors from time to time. Remuneration / Commission payable to Directors is determined by the contributions made by the respective Directors to the growth of the Company.

Terms of References:

a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.

b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay, reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Shares held, and Stock Options granted/exercised, and Cash Compensation paid to directors in fiscal year 2021

(in Rs. Millions except share and stock option data)

Name of the Director	Fixed Salary				Bonus / incentives	Commission Payable	Sitting fees paid	Total	No. of equity shares held	Stock Options held	Stock Options exercised
	Basic Salary	Perquisites / Allowances	Retiral benefits	Total fixed salary							
Chairman and Managing Director											
Mr. Arun Jain	-	-	-	-	-	-	-	-	75,56,321	-	-
Whole time director											
Mr. Anil Kumar Verma*	18.67	-	1.15	19.82	2.25**	-	-	22.07	1,47,433	1,74,450	-
Non-Executive and Independent Directors											
Ms. Aruna Krishnamurthy Rao (retired w.e.f. 21.08.2020)	-	-	-	-	-	-	0.60	0.60	6,860	-	-
Mr. Arun Shekhar Aran	-	-	-	-	-	-	1.35	1.35	5,82,413	-	-
Ms. Vijaya Sampath	-	-	-	-	-	-	1.30	1.30	-	-	-
Mr. Andrew Ralph England****	-	-	-	-	-	9.46	0.55	10.01	-	2,25,000	-
Mr. Abhay Anant Gupte	-	-	-	-	-	-	1.05	1.05			

No compensation is paid to the Chairman & Managing Director

* In addition to the above mentioned fixed remuneration to Mr. Anil Kumar Verma, he has been paid variable pay of Rs.2.25 million as a performance linked incentive and the criteria for measuring the performance is as per Company's internal policy. Further, he is reappointed for a period of 5 (Five) years with effect from 01st February, 2021 ,subject to the approval of Central government The Service Contract can be terminated earlier by either party by giving to the other party 3 (three) months notice of such termination or the company paying 3 (three) months remuneration in lieu of such Notice. The company is not liable to pay any severance fees to Mr. Anil Kumar Verma. The stock options are issued as per the ISOP 2015 and ISOP 2016 scheme and the same is accrued and exercisable as per the ESOP schemes, in tranches. i.e., 30.01.2016, 30.01.2017, 30.01.2018, 30.01.2019, 30.01.2020, 20.10.2019, 20.10.2020, 20.10.2021

**Includes Variable Pay paid for the year 2020-21.

***Consultancy fees paid to Mr. Andrew Ralph England for the services provided as a capacity of Consultant for the Intellect Design Arena Limited., United Kingdom.

Table No. 5.8

Notes: -

None of the Non-Executive Directors / Independent Directors have any pecuniary relationship or transactions with the Company for the year ended March 31, 2021.

Stock Options

The Company has 6 Stock Option Schemes – ASOP 2003, ASOP 2004, ASOP 2011, ISOP 2015, ISOP 2016 and Intellect Incentive Plan Scheme 2018.

ASOP 2003, ASOP 2004 and ASOP 2011 were inherited by the Company from the Demerged Company as part of Clause 8.2 of the Scheme of Arrangement-cum-Demerger approved by Hon'ble High Court of Judicature, Madras vide its order Dt.15/09/2014 and these schemes were approved by the shareholders of the Company in its meeting held on 9th October 2014 and in-principle approval for the same were obtained from National Stock Exchange of India Limited vide letter Ref:NSE/LIST/14698 dt.16/02/2015 for ASOP 2003 Scheme, NSE/LIST/14696 dt.16/02/2015 for ASOP 2004 Scheme and NSE/LIST/14688 dt.16/02/2015 for ASOP 2011 Scheme and from BSE Ltd vide letters Ref:DCS/IPO/CS/ESOP-IP/761/2014-15 dt.03/03/2015 for ASOP 2003, Ref:DCS/IPO/CS/ESOP-IP/723/2014-15 dt.19/02/2015 for ASOP 2004 and Ref:DCS/IPO/CS/ESOP-IP/721/2014-15 dt.19/02/2015 for ASOP 2011.

Further, in-principle approval for ISOP 2015, ISOP 2016 schemes and Intellect Incentive Plan Scheme 2018 was obtained from National Stock Exchange of India Limited vide letter Ref: NSE/LIST/67844 dt. 31/03/2016, NSE/LIST/88195 dt 26/09/2016, NSE/LIST/21614 dt. 30/08/2019 and BSE Limited vide letter Ref : DCS/IPO/ST/ESOP-IP/905/2016-17 dt. 05/04/2016, DCS/IPO/MD/ESOP-IP/1292/2016-17 dt. 19/09/2016, DCS/IPO/JR/ESOP-IP/288/2019-20 dt. 24.09.2019 respectively.

Details of stock options granted during the financial year 2020-21 under ASOP 2003, 2004, 2011, ISOP 2015, ISOP 2016 and Intellect Incentive Plan Scheme 2018 are detailed as below:

Sl. No.	Date of Grant	Option Price (Rs.)	ASOP 2003		ASOP 2004		ASOP 2011		ISOP 2015				ISOP 2016				Intellect Incentive Plan scheme 2018			
									RSU		Option		RSU		Option		ISOP 2018		RSU 2018	
			No. of Associates	No. of Options	No. of Associates	No. of Options	No. of Associates	No. of Options	No. of associates	No. of Options	No. of associates	No. of Options	No. of associates	No. of Options	No. of associates	No. of Options	No. of Associates	No. of options	No. of Associates	No. of options
1	29/05/2020	5	--	--	--	--	--	--	--	--	--	--	--		--		--	--	5	45000
2	09/06/2020	5	--	--	--	--	--	--	--	--	--	--	--		--		--	--	146	2632125
3	09/06/2020*	5	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	282	2894825
4	17/06/2020	5	--	--	--	--	--	--	--	--	--	--	--		--		--	--	3	30000
5	17/06/2020*	5	--	--	--	--	--	--	--	--	--	--	--		--		--	--	11	29000
6	05/08/2020	5	--	--	--	--	--	--	--	--	--	--	--		--		--	--	310	847500
7	05/08/2020**	5	--	--	--	--	--	--	--	--	--	--	--		--		--	--	14	120100
8	31/10/2020	5	--	--	--	--	--	--	66	205500	--	--	--		--		--	--	--	--
9	02/02/2021	5&344.95	--	--	--	--	--	--	40	283500	12	175000	--		--		--	--	--	--
		TOTAL	--	--	--	--	--	--	**106**	**489000**	**12**	**175000**	-		-		-	-	**771**	**6598550**

Table No. 5.9

Remark

*28,94,825 RSU's issued in lieu of 57,76,690 options surrendered by 282 associates

*29,000 RSU's issued in lieu of 58,000 options surrendered by 11 associates

**1,20,100 RSU's issued in lieu of 2,40,150 options surrendered by 14 associates

* Different Option Price is due to allotment under different Swarnam Schemes (Swarnam 101- ISOP 2015, Swarnam 101- ISOP 2016, Intellect Incentive Plan Scheme 2018).

The Employee Stock Option Plans (ASOP 2003, ASOP 2004, ASOP 2011, ISOP 2015 and ISOP 2016) are in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014. During the year under review shareholders, at the annual general meeting held on 21st August, 2020, have approved changes/modifications made to the terms and conditions of ISOP 2015 and ISOP 2016 i.e. inclusion of RSU's in ISOP 2015 and ISOP 2016 Scheme. The Company has also obtained a certificate from the Auditors of the Company certifying that the Company's Associate Stock Option Plan(s) and Intellect Stock Options Plan(s) are being implemented in accordance with the SEBI (Share-based employee benefits) Regulations, 2014, as applicable and in accordance with the resolution of the Members in the General Meeting. Disclosures on various Stock Option plans, details of options granted, shares allotted upon exercise, etc. as required under SEBI (Share Based Employee Benefits) Regulations, 2014, read with Securities and Exchange Board of India circular no. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 are available on the Company's website https://www.intellectdesign.com/investor/investor.asp. No employee was issued stock option during the year equal to or exceeding 1% of the issued capital of the Company at the time of grant.

5. Stakeholders' Relationship Committee

Stakeholders' Relationship Committee was constituted by the Board in the meeting held on 15th October, 2014. Further, the Committee was reconstituted by the Board in the meetings held on 03rd February, 2017, 24th July, 2019 August 05, 2020 and 30th October, 2020. The Stakeholders' Relationship Committee consists of whole-time and independent Director. It focuses on Shareholders' grievances and strengthening of investor relations. This Committee specifically looks into the redressal of Shareholders' complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividends, etc.

The purpose of constituting this Committee is to uphold the basic rights of the shareholders including right to transfer and registration of shares, obtaining relevant information about the Company on a timely and regular basis, participating and voting in shareholders' meetings, electing members of the Board and sharing in the residual profits of the Company. Further, the Committee is empowered to act on behalf of the Board, in the matters connected with allotment of shares, issuance of duplicate share certificates, split and consolidation of shares into marketable lots, etc.

The Stakeholders' Relationship Committee had met four times during the year 2020-21.

Members of the Stakeholders' Relationship Committee are as follows:

Name	Designation	No. of Meetings	
		Held	Attended
Ms. Aruna Krishnamurthy Rao (retired w.e.f. 21.08.2020)	Chairman	2	2
Mr. Abhay Anant Gupte (inducted w.e.f. 21.08.2020, by the Board in its Meeting held on 05.08.2020)	Chairman	2	2
Mr. Anil Kumar Verma	Member	4	4
Ms. Vijaya Sampath (Resigned w.e.f. 30.10.2020)	Member	2	2
Mr. Arun Shekhar Aran (inducted w.e.f. 30.10.2020)	Member	2	2

Table No. 5.10

Ms. Aruna Krishnamurthy Rao, Non-executive Independent Director was the Chairman of the Committee upto August 21, 2020 and thereafter w.e.f. August 21, 2020, Mr. Abhay Anant Gupte, Non-executive Independent Director was inducted by the Board in its Meeting held on August 5, 2020 as the Chairman of the Stakeholders' Relationship Committee. Mr. V. V. Naresh acts as Secretary for this committee.

Number of shareholders' complaints received during the financial year: **NIL**

Number of complaints not solved to the satisfaction of shareholders: **NIL**

Number of pending complaints: **NIL**

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is processing the investor complaints in a web-based complaints redress system "SCORES". Under this system, all complaints pertaining to companies are electronically sent through SCORES and the companies are required to view the complaints pending against them and submit Action Taken Report (ATRs) along with supporting documents electronically in SCORES.

During the year, under ASOP 2011 Scheme, company has allotted 1,07,882 equity shares of Rs.5/- each to 25 Associates, under ISOP 2015 Scheme, company has allotted 3,61,050 equity shares of Rs.5/- each to 87 Associates, under ISOP 2016 Scheme company has allotted 1,29,700 equity shares of Rs.5/- each to 32 Associates and under Intellect Incentive Plan Scheme 2018, company has allotted 37,101 equity shares of Rs.5/- each to 15 Associates pursuant to exercise of options granted as detailed hereunder: -

Sl. No.	Date of Allotment	ASOP 2003		ASOP 2004		ASOP 2011		ISOP 2015		ISOP 2016		RSU 2018	
		No. of Associates	No. of shares allotted	No. of Associates	No. of shares ~~allotted~~/ Transferred	No. of Associates	No. of shares allotted	No. of Associates	No. of shares allotted	No. of Associates	No. of shares allotted		
1.	22.05.2020	-	-	-	-	3	4450	4	19750	-	-	-	-
2.	23.06.2020	-	-	-	-	2	48500	1	3000	1	33000		
3.	23.07.2020	-	-	-	-	-	-	2	17000	-	-	1	3100
4.	20.08.2020	-	-	-	-	-	-	5	27100	1	100	3	5800
5.	24.09.2020	-	-	-	-	1	3000	8	20100	1	4500	3	5250
6.	16.10.2020	-	-	-	-	4	10900	2	2850	2	45600	1	9300
7.	20.11.2020	-	-	-	-	3	18250	2	4250	4	10250	5	8850
8.	19.12.2020	-	-	-	-	3	4182	9	14400	3	1900	-	-
9.	24.01.2021	-	-	-	-	3	6300	15	14550	5	12297	-	-
10.	17.02.2021	-	-	-	-	2	6750	22	159300	8	19453	-	-
11.	17.03.2021	-	-	-	-	4	5550	17	78750	7	2600	2	4801
	TOTAL	-	-	-	-	**25**	**107882**	**87**	**361050**	**32**	**129700**	**15**	**37101**

Table No. 5.11

As a result of the above allotments, the paid-up equity share capital of the Company has increased from Rs. 661,693,150 comprising of 132,338,630 equity shares of Rs. 5/- each as on 31st March, 2020 to Rs. 664,871,815 comprising of 132,974,363 equity shares of Rs. 5/- each as on 31st March, 2021.

6. Risk Management Committee:

Risk Management Committee was constituted by the Board in the meeting held on 15th October, 2014. Further the committee was reconstituted by the Board in its meeting held on 03rd May, 2017, 30th January, 2018, 21st June, 2018, 02nd May, 2019,24th July, 2019 and 30th October, 2020 and the members of the Committee are as under:

The majority of the committee shall consist of members of the Board of Directors. Senior executives of the Company may be members of the said committee and the Chairman of the Committee shall be a member of the Board of Directors.

The Risk Management Committee had met one time during the year 2020-21.

Name	Designation	No. of Meetings	
		Held	Attended
Mr. Andrew Ralph England	Chairman	1	1
Mr. Arun Jain	Member	1	1
Mr. Arun Shekhar Aran	Member	1	1
Mr. Milind Ravindranath Kari	Member	1	1
Mr. Venkateswarlu Saranu	Member	1	1
Mr. Manish Maakan (inducted w.e.f. Oct 30, 2020)	Member	1	1
Mr. Vishwanath Pokka Prabhu (inducted w.e.f. Oct 30, 2020)	Member	1	0
Mr. Rajesh Saxena (inducted w.e.f. Oct 30, 2020)	Member	1	1

Table No. 5.12

Terms of Reference:

- Formulate, monitor and review risk management policy and plan inter alia covering foreign exchange risks, cyber security risks and IP risks.
- Such other functions as it may deem fit.

7. Corporate Social Responsibility Committee:

As per Section 135 of the Companies Act, 2013, every Company having net worth of Rs. 500 crore or more, or turnover of Rs. 1000 crore or more or Net Profit of Rs. 5 crore or more immediately 3 preceding financial year shall constitute a Corporate Social Responsibility Committee of the Board of Directors of the Company consisting of 3 or more directors, out of which at least 1 director shall be an independent director.

Accordingly, Corporate Social Responsibility Committee was constituted by the Board in its meeting held on 15th October, 2014. Further, the committee was reconstituted by the Board on 03rd February, 2017, 24th July, 2019 and 05th August, 2020. The committee consists of the following members:

Name	Designation	No. of Meetings	
		Held	Attended
Mr. Anil Kumar Verma	Chairman	1	1
Ms. Aruna Krishnamurthy Rao (retired w.e.f.21.08, 2020)	Member	0	0
Mr. Arun Jain	Member	1	1
Mr. Abhay Anant Gupte (regularized at the AGM on 21.08.2020)	Member	1	1

Table No. 5.13

Mr. Abhay Anant Gupte, who was appointed as an Independent Director at the 9th Annual General Meeting of the Company held on August 21, 2020, was inducted by the Board in its Meeting held on August 5, 2020 to the Corporate Social Responsibility Committee w.e.f. August 21, 2020.

The Corporate Social Responsibility Committee had met 1 time during the year 2020-21.

Role / Functions of the Committee:

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy, which shall indicate the activities to be undertaken by the Company as specified in Schedule VII
- To recommend the amount of expenditure to be incurred on the activities referred to above
- To monitor the Corporate Social Responsibility Policy of the Company from time to time
- To ensure that the Company spends, in every financial year, at least two per cent of the average net profits for CSR.
- To eradicate extreme hunger and poverty
- To promote education
- To promote gender equality and empowering women
- To reduce child mortality and improving maternal health
- To combat human immunodeficiency virus, malaria and other diseases
- To ensure environmental sustainability, employment, and enhancing vocational skills
- To contribute to the Prime Minister's National Relief Fund or any other fund set up by the Central Government or the State Governments for socio-economic development and relief and funds for the welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women
- Disaster management

8. Details of the Sub-Committees constituted by the Board

a. Share Transfer Committee

The Share Transfer Committee was constituted by the Board in the meeting held on 15th October, 2014. Further, the committee was reconstituted by the Board in the meeting held on 20th October, 2016 and 21st June, 2018. The members of the Committee are:

Name	Designation
Mr. Venkateswarlu Saranu	Chief Financial Officer
Mr. Govind Singhal	President – Group Business Enablement Officer
Mr. V.V. Naresh	Senior Vice President - Company Secretary & Compliance Officer

Table No. 5.14

The Share Transfer Committee is empowered to consider and approve the physical transfer, transmission and transposition, etc. of the shares of the Company. During the year under review there is no share transfer committee was held.

b. Cyber Security Committee

The Cyber Security Committee was constituted by the Board in the meeting held on 02nd May, 2019. Further, the committee was reconstituted by the Board on 04th November, 2019, 05th August, 2020 and 02nd February, 2021. During the FY 2020-21, the Committee met twice i.e. on July 1st, 2020 and February 01st, 2021.

The members of the Committee are:

Name	Designation	No. of Meetings	
		Held	**Attended**
Aruna Krishnamurthy Rao	Chairman	2	2
Balaji Ganesh	Member	2	2
Rajesh Makhija	Member	2	2
T.V Sinha	Member	2	2
Krishna Rajaraman	Member	2	2
Sudha Gopalakrishnan	Member	2	2
Viny Maheshwari (inducted w.e.f February 02, 2021)	Member	-	-
Shriram Vaideeswaran (inducted w.e.f February 02, 2021)	Member	-	-
Guneet Anand (inducted w.e.f February 02, 2021)	Member	-	-
Venkat Gudapati (inducted w.e.f February 02, 2021		-	-
Deepak Dastrala (inducted w.e.f February 02, 2021)	Member	-	-

Table No. 5.15

9. Performance Evaluation of the Board of Directors:

A detailed note on performance evaluation of the Board of Directors of the company is provided in point no.(h) of Directors' Report.

Your Company has a well laid down onboarding programme for the Independent Directors. The Business Heads, CFO and whole time director, make presentations on business models of the Company, the nature of industry and its dynamism, the roles, responsibilities and liabilities of Independent Directors, etc. Further, business updates, legal updates and industry updates are made available to the Independent Directors, especially to the Audit Committee members on an ongoing basis, by internal teams, external consultants, law firms, statutory and internal auditors, on a quarterly basis.

10. General Body Meetings of the Company

Particulars of the last three Annual General Meetings of the Company are as follows:

Financial year ended	Date and Time	Venue	Special Resolutions passed in AGM
31st March, 2018	23rd August, 2018 10:30 AM	The Music Academy, Mini Hall, New No:168, TTK Road, Royapettah, Chennai-600 014	a) Re-appointment of Mr. Anil Kumar Verma as Executive Director for a second term of Three (3) years b) Approval for issue of equity shares on Preferential basis to Promoters as defined Regulations 2(za) of the SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009) c) Approval for Issue of equity shares on Preferential basis other than Promoters of the Company d) Approval for fund raising options for an amount not exceeding Rs. 400 crores. e) Amend the Article of Association subsequent to increase in Authorised Share Capital of the Company. f) Introduction of new Intellect Incentive schemes of the Company g) Approval for extension of the benefits and terms and conditions of Intellect Incentive Plan Scheme 2018 ("Intellect Incentive Scheme 2018") to Subsidiary Companies.
31st March, 2019	21st August, 2019	RANI SEETHAI HALL, 603, 1ST FLOOR, RAJA ANNAMALAI CHETTIAR MEMORIAL BUILDING, ANNA SALAI, THOUSAND LIGHTS, CHENNAI- 600 006	a) Re-appoint of Mr. Arun Shekhar Aran (DIN- 00015335) as an Independent Director b) Commission payable to Non-Executive Directors /Independent Directors of the Company
31st March, 2020	21st August, 2020	By way of Video Conferencing / other Audio Visual Means	a) Modifications to the terms and conditions of Intellect Stock Option Plan Scheme 2015 ("ISOP 2015) b) Modifications to the terms and conditions of Intellect Stock Option Plan Scheme 2016 ("ISOP 2016)

Table No. 5.16

Extraordinary General Meeting and Postal Ballot of the Company held during the year 2020-21:

No Extraordinary General Meeting and Postal Ballot were held during the year 2020-21.

11. Details of total fees paid to Statutory Auditors

The details of total fees for all the services paid by the Company, on a consolidated basis, to the Statutory Auditors and all entities in the network firm/network entity of which the statutory auditor is a part, are as follows:

(Amount in Millions)

Type of Service	Amount
Statutory Audit Fee	8.70
Other Services	1.31
For reimbursement of expenses	0.08

12. Disclosures

a. Related Party Transactions

Related Party Transactions are defined as transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged.

A transaction with a related party shall be considered material if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

Details of related party transactions are shown in the Note No.33(b) & under Significant Policies and Notes to accounts to the standalone Balance Sheet and Profit & Loss Account.

The policy of Related party transaction can be viewed through https://www.intellectdesign.com/investor/general/related-party-transactions-policy.pdf

b. Statutory Compliance, Penalties & Strictures

Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any other statutory authority, on any matter related to capital markets during the last three years: **Nil**

c. Compliance with mandatory requirements and adoption of non-mandatory requirements of Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with all the mandatory requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Specifically, your Company confirms compliance with corporate governance requirements specified in regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including CEO/CFO certification. As required under Regulation 27, a certificate signed by CEO& CFO of the Company has been placed before the Board of Directors and the same has been provided elsewhere in this report. Further, a certificate from the Statutory Auditors, certifying the compliance of Regulation 27 was adhered/adopted has also been provided elsewhere in this report.

(i) Nomination and Remuneration & Compensation Committee

The Company has constituted a Nomination, Remuneration & Compensation Committee consisting of Independent Directors and a whole time Director (Managing Director). A detailed note on Nomination and Remuneration & Compensation Committee is provided elsewhere in the report. The Chairman of the Committee is an Independent Director.

The policy of Nomination, Remuneration & Compensation Committee can accessed through **https://www.intellectdesign.com/investor/general/remuneration-policy.pdf**

(ii) Whistle Blower Policy

The Company has established a mechanism for employees to report concerns about unethical behaviors, actual or suspected fraud, and violation of Code of Conduct of the Company etc.

The mechanism also provides for adequate safeguard against victimisation of employees who avail the Whistle-blower mechanism, and also provides for direct access for the Whistle Blower to the Audit Committee. We affirm that during the Financial Year 2020-21, no employee has been denied access to the Audit Committee. The policy of whistle blower can be accessed through https://www.intellectdesign.com/investor/general/whistle-blower-policy-2019.pdf

(iii) Ombudsman

Ombudsman is your Company's initiative to resolve workplace conflicts. It is a forum for associates and retirees to report, discuss and resolve workplace issues.

The office of the ombudsman promises complete confidentiality in all the matters discussed with him. Ombudsman also assures "No Reprisal" to the complainant who brings to light a problem or blows the whistle against someone. It works as an early warning system to the organisation.

(iv) Risk Management framework

The Company continues to use the Risk Management framework adopted by the Board of Directors on 15th October, 2014. The framework provides an integrated approach for managing the risks in various aspects of the business. A write-up on the above is provided in the management discussion and analysis report. Risk management policy can be access through https://www.intellectdesign.com/investor/general/2016-apr-Risk-Management-Policy.pdf.

(v) Insider Trading Policy

As per the SEBI (Prohibition of Insider Trading) Regulations, 1992 and SEBI (Prohibition of Insider Trading) Regulations, 2015, Insider Trading Policy of the Company is in force. The policy guides a mechanism for regulating transactions of the shares of the Company and enforces a code of conduct and internal procedures.

The policy of Model code of conduct of the Company can be accessed through https://www.intellectdesign.com/investor/general/insider-trading-policy.pdf

The details of trading window during the year 2020-21:

S.No	Closed on	Opened on
1	01/01/2021	05/02/2021
2	01/10/2020	02/11/2020
3	01/07/2020	10/08/2020
4	01/04/2020	18/06/2020

(vi) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).:- Funds utilized to meet general business requirements addressing working capital needs as well as expansion of business activities.

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

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee ("ICC") has been set up to redress the complaints received regarding sexual harassment. All employees are covered under this policy.

The following is the summary of the complaints received and disposed off during the financial year 2020-21:

a) No. of complaints filed during the year: NIL

b) No. of complaints disposed during the year: NIL

c) No. of complaints pending as at end of the financial year: NIL

(viii) Certificate from Practising Company Secretary confirming Director are not debarred / Disqualified

A Certificate from a Company Secretary in Practice has been obtained confirming that none of the Directors on the board of the company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such Statutory Authority and the said Certificate is attached elsewhere in the Annual Report.

Details about adoption of non-mandatory requirements are as follows:

Schedule V (C) (10) (d) also requires disclosures of adoption by the Company of non-mandatory requirements specified in the said clause, the implementation of which is discretionary on the part of the Company. Accordingly, the adoption of non-mandatory requirements are given below:-

(i) The Board

As per para A of Part E of Schedule II of the Listing Regulations, a Non-Executive Chairman of the Board may be entitled to maintain a Chairman's Office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties. The Chairman of the Company is an Executive Director and hence this provision is not applicable to us.

(ii) Shareholders' rights

We display our quarterly, half yearly and annual results on our websitehttps://www.intellectdesign.com/investor/investor.asp and also publish our results in widely circulated newspapers. We publish the voting results of shareholder meetings and make it available on our website

https://www.intellectdesign.com/investor/investor.asp,and report the same to Stock Exchanges viz., www.nseindia.com, www.bseindia.com in terms of regulation 44 of the Listing Regulations.

(iii) Modified opinion(s) in audit report

The Auditors have issued an un-modified opinion on the financial statements of the Company.

(iv) Separate posts of Chairperson and Chief Executive Officer

We shall comply with the above Regulation during the financial year 2021-22.

(v) Reporting of Internal Auditor

The internal auditor of the Company makes a presentation on half yearly basis to the Audit Committee.

d. Conflict of Interest Policy

As a part of good corporate governance, the company has formulated a Conflict of Interest policy for the senior management and associates. The policy can be accessed through https://www.intellectdesign.com/investor/general/Policy-on-Succession-Planning-for-the-Board-and-Senior-Management.pdf

e. Directors and Key Managerial Personnel:

Mr. Arun Jain, was re-appointed as Managing Director at the 09th Annual general meeting held on 21st August, 2020 for a period of 5 years.

Mr. Anil Kumar Verma was re-appointed as a whole time director at the Annual General Meeting held on 23rd August, 2018 and now it is proposed to re-appoint him for a period of 5 years at the ensuing Annual General Meeting and subject to the approval of CG.

Mr. Arun Shekhar Aran was re-appointed as an Independent Director in the Annual General Meeting held on 21st August, 2019.

Mr. Andrew Ralph England was regularized as a Non-Executive Director in the Annual General Meeting held on 21st August, 2019.

Ms. Vijaya Sampath was regularized as an Independent Director in the Annual General Meeting held on 21st August, 2019.

Mr. Abhay Anant Gupte was regularized as an Independent Director in the Annual General Meeting held on 21st August, 2020.

Mr. Venkateswarlu Saranu was appointed as Chief Financial Officer with effect from 01st July, 2018.

Mr. V. V. Naresh was appointed as Company Secretary & Compliance Officer with effect from 15th October, 2014.

13. Means of communication

We have established procedures to disseminate pertinent information to our shareholders, employees and society at large.

(a) Investor Information

Investors are being provided with timely information on all Company related matters through;

Media release: All our media releases are posted on the Company's website: www.intellectdesign.com.

Quarterly results: Our quarterly results are published in widely circulated national newspapers such as Business Line and Tamil edition of "The Hindu".

Annual Report: Annual Report containing audited standalone accounts and consolidated financial statements, together with the Directors' Report, Auditors' Report and other important information are circulated to members and others entitled thereto either in physical copy or through email.

Website: The Company's website contains a separate dedicated section "Investors" where information sought by shareholders and the presentations made to the institutional investors or the analysts are available. The Annual Report, Media release and financial reports of the company are available on the website in a user-friendly and downloadable form at www.intellectdesign.com.

(b) Management Discussion & Analysis Report (MD & A)

The MD & A gives an overview of the Industry, Company's business, its financials etc., and the same is provided elsewhere in this report, which forms a part of the Directors' Report.

General Shareholder information	
Date of incorporation	April 18, 2011
Company Registration Number	L72900TN2011PLC080183
Registered Office	No.244, Anna Salai, Chennai – 600 006.
Date of Annual General Meeting	04th August, 2021
Time of Annual General Meeting	11:00 A.M
Venue of Annual General Meeting	Meeting is being conducted through VC / OAVM pursuant to MCA Circulars dated April 8, 2020, April 13, 2020; May 05, 2020 and January 13, 2021 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM. As required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations and Secretarial Standard 2 on General Meetings, particulars of Directors seeking re-appointment at this AGM are given in the Annexure to the Notice of this AGM.
Financial year	April 01, 2020 to March 31, 2021.
Financial Reporting: 01/04/2021 to 31/03/2022	
First quarter ending June 30, 2021	Before 14th August 2021
Second quarter ending September 30, 2021	Before 14th November 2021
Third quarter ending December 31, 2021	Before 14th February 2022
For the year ending March 31, 2022	Before 30th May 2022
Book Closure	July 23, 2021 to August 04, 2021 (both days inclusive)
Dividend for 2020-21	No dividend has been declared for the year 2020–21
Listing of shares with Stock Exchanges / Intellect shares traded in	
NSE Scrip Code	INTELLECT
BSE Scrip Code	538835
ISIN Code	INE306R01017

- The Company hereby confirms that the Listing fee for the year 2020-21, payable to each of the Stock Exchanges pursuant to Regulation 14 of the Listing Regulations in which the Company's shares are Listed has been paid.
- The Company's shares are traded in the National Stock Exchange of India Limited - Exchange Plaza, C-1, Block G, Bandra Kurla Complex Bandra (East), Mumbai 400 051 & BSE Limited - 25th Floor, P. J. Towers, Dalal Street, Mumbai 400 001 since December 18, 2014.

Registrar and Share Transfer Agent	**Cameo Corporate Services Limited (with effect from 14th July, 2020)** "Subramanian Building" No. 1, Club House Road, Chennai- 600 002 Ph:- 044- 4002 0700, Fax: 044 2846 0129 Email: cameo@cameoindia.com

Publication of Quarterly Results
Details of Quarterly financial results published during financial year 2020-21

Language	News Paper	Date
English	Business Line	O6th August, 2020
		31st October, 2020
Tamil	The Hindu	03rd February, 2021
		12th May, 2021

Website address of the Company in which reports / financial results/ official news releases/ presentations made to institutional investors or to the analysts have been posted	www.intellectdesign.com
Web-link where Policy for determining 'material' subsidiaries and related party transactions is disclosed	https://www.intellectdesign.com/investor/general/materia-subsidiaries-2019.pdf
Web-link where details of familiarization programmes imparted to independent Directors is disclosed	https://www.intellectdesign.com/investor/notice/Familiarisation-programme-during-the-FY-2020-21.pdf
Website address of stock exchange(s) in which reports / financial results are posted	
National Stock Exchange of India Limited	www.nseindia.com
BSE Limited	www.bseindia.com
Whether the official news Releases are displayed by the Company	Yes

Table No. 5.17

14. Shareholders' complaints and requests

During the financial year 2020-21, no Complaints had been received by the Company.

15. Stock market data about the shares of the Company for the period April 2020 to March 2021 at National Stock Exchange Limited (NSE) and BSE Limited (BSE).

Share market data and the graphical representation of closing market prices movement of the Company's shares quoted on the National Stock Exchange of India Ltd. (NSE) and. BSE Limited, (BSE) Mumbai for the period commencing from April 2020 to March 2021.
Intellect Design Arena Limited share price (High / Low) during the financial year 2020-21:

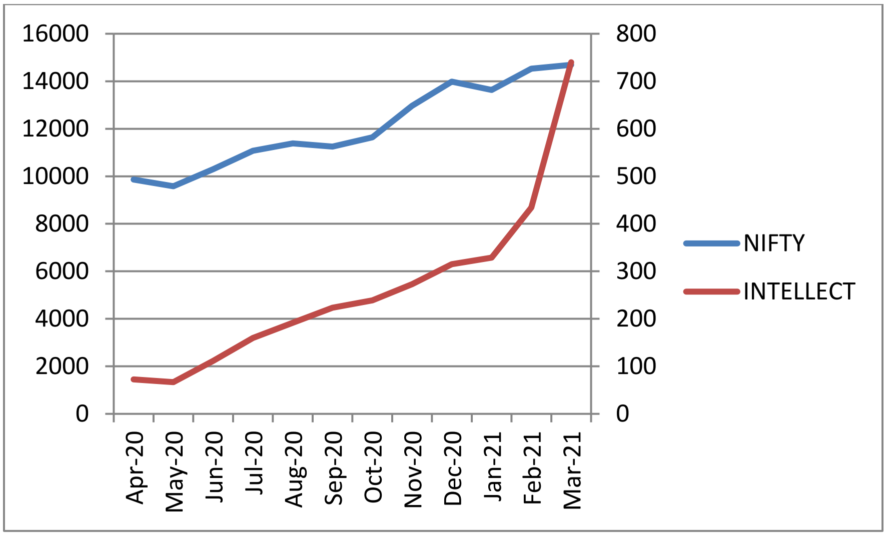
Stock Exchange	Yearly high price	Date	Yearly low price	Date
NSE	746.00	31/03/2021	57.10	01/04/2020
BSE	745.80	31/03/2021	57.40	01/04/2020

Table No. 5.18

NIFTY vs INTELLECT @ NSE

MONTH	Apr 20	May 20	June 20	July 20	Aug 20	Sep 20	Oct 20	Nov 20	Dec 20	Jan 21	Feb 21	March 21
NIFTY	9859.90	9580.30	10302.10	11073.45	11387.50	11247.55	11642.40	12968.95	13981.75	13634.60	14529.15	14690.70
INTELLECT	72.45	66.70	111.65	159.85	191.70	223.25	238.70	272.75	315.05	328.90	434.05	740.00

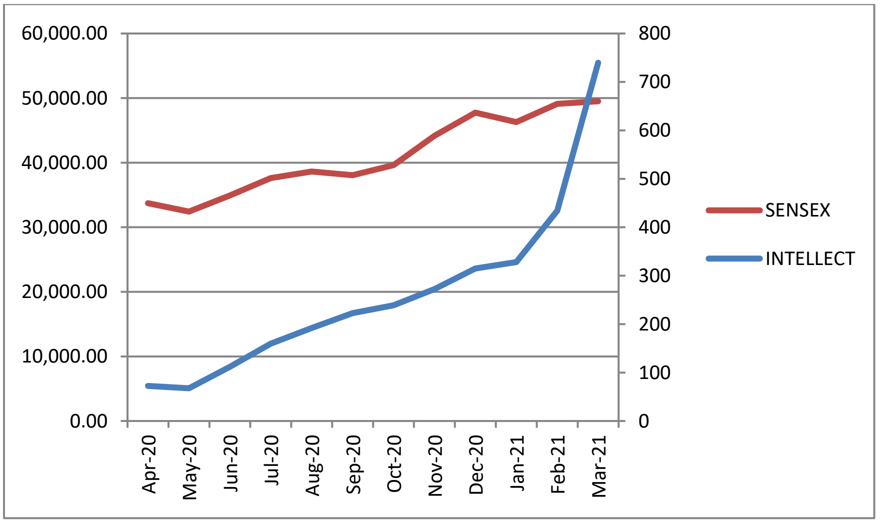
Table No. 5.19



SENSEX Vs INTELLECT @ BSE

MONTH	Apr 20	May 20	June 20	July 20	Aug 20	Sep 20	Oct 20	Nov 20	Dec 20	Jan 21	Feb 21	Mar 21
INTELLECT	72.55	67.55	111.70	159.55	191.85	222.70	238.80	272.15	314.75	328.20	434.00	739.65
SENSEX	33,717.62	32,424.10	34,915.80	37,606.89	38,628.29	38,067.93	39,614.07	44,149.72	47,751.33	46,285.77	49,099.99	49,509.15

Table No. 5.20



15. Shareholding pattern of the Company as on March 31, 2021

Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
									Class X	Class Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Indian																		
(a)	Individuals/Hindu undivided Family		**2**	**9665429**	**0**	**0**	**9665429**	**7.27**	**9665429**	**0**	**9665429**	**7.27**	**0**	**7.27**	**2460945**	**5.93**	**0**	**0**	**9665429**
	ARUN JAIN																		
	ARUN JAIN	AAHPJ6020E		7556321			7556321	5.68	7556321	0	7556321	5.68		5.68	1367195	3.29		0	7556321
(b)	Central Government/State Government(s)	AAGHA7341L		2109108			2109108	1.59	2109108	0	2109108	1.59		1.59	1093750	2.63		0	2109108
(c)	Financial Institutions/Banks		**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
(d)	Any Other		**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
	Bodies Corporate																		
	POLARIS BANYAN HOLDING PRIVATE LIMITED		**1**	**31861000**	**0**	**0**	**31861000**	**23.96**	**31861000**	**0**	**31861000**	**23.96**	**0**	**23.96**	**0**	**0**	**0**	**0**	**31861000**
	Sub-Total (A)(1)		**3**	**41526429**	**0**	**0**	**41526429**	**31.23**	**41526429**	**0**	**41526429**	**31.23**	**0**	**31.23**	**2460945**	**5.93**	**0**	**0**	**41526429**
(2)	Foreign																		
(a)	Individuals (Non-Resident Individuals/Foreign Individuals		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(f)	Chairman and Directors		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(2)		**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		**3**	**41526429**	**0**	**0**	**41526429**	**31.23**	**41526429**	**0**	**41526429**	**31.23**	**0**	**31.23**	**2460945**	**1.85**	**0**	**0**	**41526429**

Table No. 5.21

List of persons holding more than 1% of the total number of shares

Sl. No	Name	Shares	% Equity
1.	POLARIS BANYAN HOLDING PRIVATE LIMITED	31861000	23.96
2.	AMANSA HOLDINGS PRIVATE LIMITED	9744809	7.33
3.	ARUN JAIN	7556321	5.68
4.	MANJU JAIN	3564891	2.68
5.	GOTHIC CORPORATION	3386648	2.55
6.	ATYANT CAPITAL INDIA FUND I	2634675	1.98
7.	YOGESH ANDLAY	2556047	1.92
8.	MUKUL MAHAVIRPRASAD AGRAWAL JT1 : PARAM CAPITAL RESEARCH PVT LTD	2400100	1.80
9.	ASHOKA INDIA OPPORTUNITIES FUND	2220139	1.67
10.	NIPPON LIFE INDIA TRUSTEE LTD-A/C NIPPON INDIA SMALL CAP FUND	2163136	1.63
11.	ARUN JAIN (HUF)	2109108	1.59
12.	AL MEHWAR COMMERCIAL INVESTMENTS LLC-WHITING	1604636	1.21
13.	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	1576664	1.19
14.	VANDERBILT UNIVERSITY - ATYANT CAPITAL MANAGEMENT LIMITED	1570802	1.18
	Total	**74948976**	**56.35**

Table No. 5.22

Shareholding of Directors / office bearers as on March 31, 2021

Sl. No.	Name of the Director / Officer bearer	No. of shares	% of Share Capital
1.	Arun Jain, Chairman & Managing Director	75,56,321	5.68
2.	Anil Kumar Verma, whole time	1,47,433	0.11
3.	Arun Shekhar Aran, Independent Director	5,82,413	0.44
4.	Andrew Ralph England, Non-executive Director	-	-
5.	Vijaya Sampath, Independent Director	-	-
6.	Abhay Anant Gupte, Independent Director	-	-
7.	V.V.Naresh, Company Secretary	11,670	0.01
8.	Venkateswarlu Saranu, Chief Financial Officer	-	-

Table No. 5.23

Distribution Schedule of Shareholding as on March 31, 2021

Sl. No	Category	Total		Physical		Electronic	
		No. of Share Holders	Shares	No. of Share Holders	Shares	No. of Share Holders	Shares
1	upto 1- 5000	61907	13921996	1053	154411	60854	13767585
2	5001 - 10000	459	3299537	0	0	459	3299537
3	10001 - 20000	255	3571256	0	0	255	3571256
4	20001 - 30000	87	2133939	1	24668	86	2109271
5	30001 - 40000	48	1662302	0	0	48	16623032
6	40001 - 50000	39	1794681	0	0	39	1794681
7	50001 – 100000	58	4016314	0	0	58	4016314
8	100001 & Above	92	102574338	0	0	92	102574338
	Total:	**62945**	**132974363**	**1054**	**179079**	**61891**	**132795284**

Table No. 5.24

Comparative distribution schedule as on March 31, 2021

Shares	Physical		Demat		Total	
	Nos.	%	Nos.	%	Nos.	%
31.03.2021	179079	0.13	132795284	99.87	132974363	100.00
Shareholders						
31.03.2021	1054	1.67	61891	98.33	62945	100.00

Table No. 5.25

17. Other Information to Shareholders

Share Transfer System

The applications for transfers, transmission and transposition are received by the Company at its Registered Office address at Chennai or at M/s. Cameo Corporate Services Limited, Registrar and Share Transfer Agents (RTA) of the Company. As the Company's shares are currently traded in demat form, the transfers are processed and approved by NSDL/CDSL in the electronic form through its Depository Participants. The RTA on a regular basis processes the physical transfers and the share certificates are sent to the respective transferees.

Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity - Not applicable

Dematerialisation of Shares and Liquidity

Your Company's shares are admitted into both the Depositories i.e. NSDL and CDSL by the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited. 99.87% of the Company's shares are held in electronic / demat form as on 31st March, 2021.

Particulars	Number of Shares	Percentage to Total Number of Shares Issued	Number of Shareholders	Percentage to Total Number of Shareholders
Held in dematerialized mode in NSDL	11,99,93,620	90.24	33,491	53.21%
Held in dematerialized mode in CDSL	1,28,01,664	9.63	28,400	45.12%
Total Demat Segment	13,27,95,284	99.87	61,891	98.33%
Physical Segment	1,79,079	0.13	1,054	1.67%

Table No. 5.26

Commodity price risk or foreign exchange risk and hedging activities

Your Company does not have any commodity price risk. Your Company has a formal Board-approved hedging strategy which is reviewed periodically. Judiciously hedging against adverse foreign exchange exposures helps minimise the impact of exchange fluctuations. We continue to maintain a prudent and balanced forex management policy which will help us manage risk appropriately.

Share Transaction Regulatory System in place for controlling insider trading policy on Insider Trading

During the year under review, the Company has implemented structured digital database in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

A Policy on Insider Trading has been implemented pursuant to the guidelines issued by SEBI from time to time. This policy deals with the rules, regulations and process for transactions in the shares of the Company and shall apply to all transactions and for all designated associates in whatever capacity they may be, including Directors.

Details of shares under Unclaimed suspense account as per Regulation 39 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(a) Pursuant to the Demerger from Polaris Consulting & Services Limited ("Polaris"), all the shares held under Unclaimed Suspense Account in Polaris got transferred to your Company.

As and when any shareholder approaches the Company or RTA to claim the shares held under Unclaimed Suspense Account, the Company or RTA as applicable after proper verification either credit the shares lying in the Unclaimed Suspense Account to the Demat account of the Shareholder to the extent of the shareholders' entitlement or deliver the physical certificates after re-materialising the same, depending on what has been opted by the shareholder. The voting rights shall remain frozen till the rightful owner of such shares claims the shares: -

Aggregate number of shareholders and the outstanding shares in the suspense account at the beginning of the year		Number of shareholders who approached listed entity for the transfer of shares and to whom the shares were transferred from suspense account during the year	Aggregate number of shareholders and the outstanding shares in the suspense account at the end of the year	
Shareholders	**Shares**		**Shareholders**	**Shares**
512	**85,000**	**-**	**512**	**85,000**

Table No. 5.27

(a) Pursuant to the Rights issue some shares have been transferred to Unclaimed suspense Account due to want of some information from the shareholders.

As and when any shareholder approaches the Company or RTA to claim the shares held under Unclaimed Suspense Account, the Company or RTA as applicable after proper verification either credit the shares lying in the Unclaimed Suspense Account to the Demat account of the Shareholder to the extent of the shareholders' entitlement or deliver the physical certificates after re-materialising the same, depending on what has been opted by the shareholder. The voting rights shall remain frozen till the rightful owner of such shares claims the shares: -

Aggregate number of shareholders and the outstanding shares in the suspense account at the beginning of the year		**Number of shareholders who approached listed entity for the transfer of shares and to whom the shares were transferred from suspense account during the year**	**Aggregate number of shareholders and the outstanding shares in the suspense account at the end of the year**	
Shareholders	**Shares**		**Shareholders**	**Shares**
7	**1,675**	**-**	**7**	**1,675**

Table No. 5.28

Locations

The branch locations consisting of address and other contact details have been provided separately in this Annual Report and the details are also available at https://www.intellectdesign.com/contactus/global-offices.asp

Your Company Intellect also has 4 (Four) subsidiaries located in India namely:-

(I) Intellect Commerce Limited
(II) SEEC Technologies Asia Private Limited,
(III) Intellect Payments Limited
(IV) Intellect India Limited

Addresses for correspondence

The Company Secretary & Compliance Officer
INTELLECT DESIGN ARENA LIMITED
Regd. Office:
244, Anna Salai, Chennai - 600 006
Phone: 044-6615 5100
Corporate Headquarters :-
Plot No. 3/G-3, SIPCOT
IT Park, Siruseri, Chennai - 600 130.
Phone: 044-6700 8000
E-mail: shareholder.query@intellectdesign.com
company.secretary@intellectdesign.com
naresh.vv@intellectdesign.com

List of all Credit Ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:- There has been no change in credit rating from CRISIL during the year.

Place: Chennai

For **Intellect Design Arena Limited**

Date: 10th May, 2021

Arun Jain
Chairman & Managing Director
DIN: 00580919

CEO & CFO UNDER REGULATION 17 (8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To: The Board of Directors of Intellect Design Arena Limited, Chennai

We, Arun Jain, Chairman & Managing Director and Venkateswarlu Saranu, Chief Financial Officer of Intellect Design Arena Limited, ("Company") hereby certify that:

(a) We have reviewed financial statements and the Cash Flow Statement of the company for the financial year ended March 31, 2021 and that to the best of our knowledge and belief:

 (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

 (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the auditors and the audit committee that there have been no:

 (i) Significant changes in internal control over financial reporting during the year;

 (ii)Significant changes in accounting policies during the year and other than those have been disclosed in the notes to the financial statements; and

 (iii)Instances of significant fraud of wherein there has been involvement of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Chennai

Date: 10th May, 2021

Arun Jain
Chairman & Managing Director
DIN: 00580919

Venkateswarlu Saranu
Chief Financial Officer

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

The Members of Intellect Design Arena Limited

1. The Corporate Governance Report prepared by Intellect Design Arena Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub – regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2021 as required by the Company for annual submission to the Stock exchange.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:
   i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
   ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;
   iii. Obtained and read the Register of Directors as on March 31, 2021 and verified that atleast one independent woman director was on the Board of Directors throughout the year;
   iv. Obtained and read the minutes of the following committee meetings / other meetings held from April 1, 2020 to March 31, 2021:
      a. Board of Directors;
      b. Audit Committee;
      c. Annual General Meeting (AGM);
      d. Nomination and Remuneration Committee;
      e. Stakeholders Relationship Committee;
      f. Risk Management Committee
   v. Obtained necessary declarations from the directors of the Company.
   vi. Obtained and read the policy adopted by the Company for related party transactions.
   vii. Obtained the schedule of related party transactions during the year and balances at the year- end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved prior by the audit committee.
   viii. Performed necessary inquiries with the management and also obtained necessary specific representations from management.
8. Management has represented that the Company is in the process of submitting the secretarial compliance report to stock exchanges and the due date for submission of the same is June 30, 2021 as per SEBI circular no. SEBI/HO/CFD/CMD1/P/CIR/2021/556 dated April 29, 2021.
9. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.
10. Opinion:
    Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us and read with paragraph 8 above regarding submission of secretarial compliance report to stock exchanges, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2021, referred to in paragraph 4 above.

Other matters and Restriction on Use

11. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
12. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Bharath N S
Partner
Membership Number: 210934
UDIN: 21210934AAAACA7160
Place of Signature: Chennai
Date: 10th May, 2021

To
The Members
Intellect Design Arena Limited
Chennai

Sub: Declaration by the CEO under Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Arun Jain, Chairman & Managing Director of Intellect Design Arena Limited to the best of my knowledge and belief, declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the year ended March 31, 2021.

Place: Chennai
Date: 10th May, 2021

Arun Jain
Chairman & Managing Director
DIN: 00580919

CERTIFICATE ON NON – DISQUALIFICATION OF DIRECTORS

Pursuant to Regulation 34 (3) and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

*To **the Members of Intellect Design Arena Limited,***

I have examined the relevant registers, records, forms, returns, declarations and disclosures received from the Directors of Intellect Design Arena Limited, with CIN: L72900TN2011PLC080183 and having registered office at No. 244, Anna Salai, Chennai – 600 006 (hereinafter referred to as 'the Company'), produced before me 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 and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in of Ministry of Corporate Affairs) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended March 31,2021, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Name of the Director	Director Identification Number (DIN)	Date of Appointment in the Company
1.	Mr. Arun Jain	00580919	30.08.2014
2.	Mr. Anil Kumar Verma	01957168	30.09.2014
3.	Mr. Andrew Ralph England	08211307	25.10.2018
4.	Ms. Aruna Krishnamurthy Rao	06986715	09.10.2014 (ceased w.e.f. August 21, 2020)
5.	Mr. Arun Shekhar Aran	00015335	03.05.2016
6.	Ms. Vijaya Sampath	00641110	25.10.2018
7.	Mr. Abhay Anant Gupte	00389288	15.06.2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. My responsibility is only to express an opinion based on my 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.

Due to the Covid - 19 Pandemic and the restrictions faced due to the same, physical verification of documents / records have been impacted and hence reliance has been placed on the scanned / soft copies of various documents / records which were provided by the Company.

For **V. VASUMATHY & ASSOCIATES,**

Sd/-
V. VASUMATHY
Practising Company Secretary
FCS No. 5424 / COP No. 9451

Place: Chennai
Date: May 24, 2021
UDIN: F005424C000363870

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MANAGEMENT'S DISCUSSION AND ANALYSIS

Overview

I. INTRODUCTION

Intellect is a Digital Financial Technology and Products Company catering to the business needs of the Banking, Insurance and Financial services domain. We partner with the institutions in these domains in their Business transformation and Operations transformation agenda. We have a very deep understanding of these Domains, working with Global leaders for over three decades. Equipped with this, we have significantly invested in developing differentiated Intellectual Property assets – architecturally superior Technologies, Products and Platforms with unparalleled depth and span of functional richness– that will accelerate their growth and transformation blueprints. We have flexible Business models that will suit the differing investment and risk appetites of our Customers. Our algorithmic delivery methodology is robust to ensure defect free, on time deliveries while being agile and sensitive to the dynamics of our Customers' priorities. Over years, we have won the trust of Global brands in this space across Geographies and verticals, who are now our Net promoters. The collective excellence across the above dimensions has won us as well as our Customers, repeat Awards and accolades from Global Analysts, Media and Industry forums. Application of Design Thinking in every facet of Business differentiates us from the pack

II. OUR CUSTOMERS AND THEIR PRIORITIES

Our customers are Banks- that cater to Retail or Corporate customers, Central Banks, Wealth Managers and Private Bankers, Card issuers, Capital Market participants such as Brokers, Custodians, Asset Managers, Insurance Carriers, Government enterprises and Retail chains

As consumers of Banking and Financial services, all of us have personally witnessed the pervasive impact of Technology in this space. Technology has become the single biggest lever of competitive edge in this domain. While so, the diversity of our Customers – coming from different geographies, at different stages of technology journey, operating under different regimes of regulation / data protection, facing different textures of competition and finally catering to different customer sets– introduces multiple variants of priorities. Applying Design thinking to this problem statement, we observed the following patterns in the Industry

1. Intense competition from incumbents and new Challengers - Fintechs, Digital entities, Ecosystem players have steeply increased the need for Innovation, Speed and agility. The Institutions wish to design, configure and customize offerings and take them to Market quickly, fine tuning them as Market needs evolve. COMPOSABILITY thus , is a key ask
2. To be responsive to Customer needs, Banks and FIs seek to know more - about the customers, competition, market trends and developments and the like- so that their decisions and actions are best tailored. Thus, CONTEXTUALITY becomes the second key ask. Needless to add, Decision grade data is the key to providing Contextuality
3. The advent of the Digital era - had already brought in two facets of Digitization - EXPERIENCE and EFFICIENCY. Experience became a given ask in every touch point and channel. To deliver an end to end experience, seamless/ straight thru processing at the back end was required, taking care of related workflows, business rules, entitlements and exception handling. Thus EXPERIENCE and EFFICIENCY became two sides of the same coin - Digital In and Digital Out as we put it
4. The mission critical nature of the applications - running real time across time zones, geographies, currencies and supporting peak volumes with a committed response time - demanded the ability to scale up to support business growth delivering high performance - HYPERSCALE , HI PERFORMANCE.

While these were the Business asks, the Technology journey had crossed several phases. Commencing from the era of Mainframes, it had progressed thru the age of Databases, Client-Server computing, Web applications reaching the days of Cloud. With Marketplaces and Ecosystems taking the centre stage, interoperability, seamless data exchange, integration with other applications within and elsewhere – became a must. This created the demand for Open architectures with Application Programming Interfaces (APIs). So, as Banks and FIs turned to Technology to answer their Business asks, they also had to catch up on their Technology, depending on their current stage. This meant allocation of available dollars between maintaining current 'Lights on' platforms and the Upgrade programme. Often, the rich information cache in their current systems and the switching costs made their transformation programmes near impossible. So, these institutions sought a way to keep the 'best of both worlds'

III. HOW DOES INTELLECT ADDRESS THESE REQUIREMENTS – OUR TECHNOLOGY INVESTMENTS

Intellect has been consistently ahead of the Technology curve, investing in platforms and technologies that would meet the above asks. Intellect's products had a unified architecture that was API led, microservices based and cloud ready. This enabled offering Packaged Business capabilities (PBCs) for each Bank vertical, which addressed the demands of Open architecture and Composability. Banks, Insurecos and FIs could compose/assemble their own Product bundles, best suited for their customers and Markets rather than work with a Monolithic product. Pre-published APIs ensured interoperability with other Applications within the organization or in the Ecosystem. iTurmeric, Intellect's API Ecosystem simplified Integration with its API studio, Orchestration studio, Experience studio and Sandbox, qualifying as a best-of-breed Cloud/ Digital acceleration platform, where legacy applications can co-exist while transitioning to the target end state. Intellect's Data platforms – Fabric Data Services (FDS) and Intelligent Document Extraction (IDX) take care of the Data lifecycle – sourcing from multiple structured and unstructured sources including hard copies, cleaning them, validating them, enriching them and offering them for decisions. Intellect's Contextual Banking Operating system (CBOS) accelerates adoption with limitless configurability with ready PBCs and APIs/ connectors to back end product processors and channels, with the flexibility for Banks and FIs to design the Experience layer to their preferences – while offering the robustness for hyper scale, high performance. These technologies and platforms equip our Products across Lines of Business with Composability and Contextuality apart from delivering high quality Experience and Efficiency – now a given in the Digital journey. Through pre-published APIs and Packaged Business capabilities (PBCs) and by collaborating with our Marketplace partners, we offer our Customers – who are contemplating a Business or an Operations transformation - the flexibility to choose from a repertoire of Products, Platforms, Technologies and Accelerators, all of which have won multiple accolades across the Globe , with an assured robust and agile delivery commitment from us.

Cumulatively, Intellect has invested around Rs. 1,200 Crs in Products, Platforms and Technologies. In return, our cumulative License linked revenues – combination of License, Maintenance and SaaS revenues exceed Rs. 3,000 Crs

IV. HOW ARE WE ORGANIZED AND WHAT PRODUCTS DO WE OFFER?

Intellect is organized along the lines of the verticals that it serves. There are three Banking verticals – IGCB – Intellect Global Consumer Banking, iGTB – Intellect Global Transaction Banking and iRTM – Intellect Risk, Treasury and Markets – addressing the requirements of the respective Banking verticals. iSEEC – Intellect SEEC caters to the Insurance carriers , predominantly in the P&C segment and leads the Data business. iWealth is an emerging vertical aligned to the Wealth Management, Private Banking segment. The iGov Business manages the Government eMarketplace (GeM). iCommerce caters to the Retail chains.

The key products offered by these Business Units are:

iGCB – Intellect Global Consumer Banking:

IDC – Intellect Digital Core suite – Cloud ready Core Banking platform for contextual, real time Banking - integrating Retail Banking, Lending, Digital Banking and Channels with intuitive dashboards and analytics. Live in the UK and in Growth markets, this is sought after by New Bank Licensees, Digital Challenger Banks and Banks that seek to transform their Core platforms.

IDL – Intellect Digital Lending suite – that manages end to end Lending lifecycle from Origination powered by AI/ML powered credit decisioning, Disbursement, Loan Lifecycle management, Collaterals, Collections, Dispute Management for a wide range of Institutions – Banks, NBFIs, Development Institutions, Co-operatives, Housing Finance, Consumer Finance/ Retail – Buy Now Pay later (BNPL) applications. Live in Europe and several Growth market geographies.

Intellect Quantum Core – Market leading Central Banking suite – for meeting the unique requirements of Central Banks such as Currency Management, Treasury, Debt management, Government accounts, Payments, Citizens' portal, General Ledger, FX Management amongst others. Drives amongst the largest and most complex Central Banks across Growth Markets and Europe

Intellect Cards- an end to end Cards Lifecycle Management platform – covering Onboarding, Merchant acquisition, Loyalty Management, Collections - offered under the Platform as a Service (PaaS) model as well. Live in Indian and Latin American installations

For the Transaction / Corporate Banking vertical, iGTB's Digital Transaction Banking suite (DTB) enables Banks to deliver seamless experience across the Corporate Financial supply chain, enabling them maximise fee income, improve cross-sell and address the effectiveness of the Bank's distribution channels. A category leader in Growth Markets.

Another product is the CBX - Contextual Banking Experience – the Digital Banking platform for Cash management, Account Services, Liquidity, Collections & Receivables, Virtual Accounts & Escrow. The Product supports a comprehensive set of User journeys across Corporate Banking and enables context aware recommendations to Customers driven by an AI/ML engine that generates predictive analytics. With its leading edge Experience layer, the Product has established a significant footprint in both advanced and Growth Markets. The Product offers Packaged Business Capabilities and APIs for Back end Product processors as well as Channels, allowing Banks to design their Experience layers

The third product for the Transaction banking vertical is the Payments Services hub that enables payment processing and orchestration through pre-defined, intelligent workflows that aggregate across payment channels and address the payment cycle end to end, ensuring a very high level of straight through processing, supporting Limits management and Remittance repositories as well. The Product has significant presence in North America and Asia.

Intellect's Market leading Liquidity Management platform supports Corporate Liquidity management with intelligent functionalities for Cash concentration, Sweeping, Investments and consolidation across geographies, currencies and categories. A Market leader supporting a-fourth of Global cross border MNC sweeps, the Product has presence in all key Geographies and supports Virtual Accounts Management and Escrows as well.

Lastly, Intellect's Trade & Supply Chain Finance platform integrates the partners across the Supply chains of organizations presenting them a unified platform managing both Trade and Supply chain on the same platform. Has installations in Advanced geographies

Capital Cube, from Intellect's Risk & Treasury and Markets Business, is a combination of Treasury and Asset Liability Management with high end capabilities for Risk Management, Liquidity Management, Treasury, Trading Analytics, Capital adequacy and Customer servicing. The product has a significant footprint in Growth Markets apart from powering the multi continent Treasury Operations of the World's Leading Bank in Treasury Operations. The Product also finds Markets in other Financial Institutions such as Central Banks, Insurance Cos and development finance institutions.

Capital Alpha combines the functionalities of Front, Mid and Back office of retail and enterprise broker houses and offer the combined benefit of Speed, Leverage, Risk Management and Analytics. The product integrates with and supports other Capital Market functionaries such as Custodians, Registrar and Transfer agents and Mutual Fund participants. The Product has been approved across Stock Exchanges and offers multi-exchange, multi-currency support with contextual research and analytics.

Capital Sigma offers a robust, scalable and comprehensive 360-degree digital platform that supports high STP, variety of asset classes and market segments with seamless interfaces to local and international market infrastructure providers like stock exchanges, central counterparties, custodians, fund houses and central securities depositories. It minimizes post-trade operational risk and increases operational efficiency by digitizing asset servicing functions across front to back offices, access to real-time information for investors, compliance reports for regulators and portfolio performance and analytics for better decision making. It covers the entire gamut of Custody Services, Fund Services and Investor Servicing & Record Keeping.

Intellect's WealthQube is targeted at Wealth Managers, Private Bankers, Advisory firms and independent financial advisors. Organized around Offices, desks and tools, the product addresses the priorities of the Relationship Managers of better engagement with and providing intelligent advise to their clients through a 360 deg view, apart from the ability to transact across Exchanges, currencies and asset classes. The Product has established a footprint with key clients in Growth Markets.

Intellect SEEC addresses the Digital and Data needs of the Insurance carriers both through products and by offering Data as a Service. Xponent, an Underwriting workstation that is powered by AI and advanced analytics, delivered in Cloud model, enables underwriters to come up with intelligent quotes by providing them decision grade data from both structured and unstructured sources. The product has been adopted by leading Insurers in the US . IDX – Intelligent Document Exchange enables extraction of data from hard copies, validating, enriching and preparing them for Decision support

Magic Submission is a sophisticated, purpose-built, AI solution that extracts onlynecessary information from any document normalises the information to the carrier's target models, validates the information, enriches the document with relevant insightsthrough triangulation from thousands of external sources and provides a simple 'human in the loop' exception handling user experience. ML feedback loops ensure continuous learning. The tool is best in class and uses scientific techniques to make 'human-like' judgement calls in real time for business scenarios.

All of these products have won multiple accolades and ratings from leading Analysts and awards for Customer implementations. These have been detailed earlier in this report

These apart, we operate the Government eMarketplace portal (GeM) as a Managed Service provider along with our consortium partners. This portal has already crossed Rs. 60,000 Cr in GMV and is set to scale much higher values in subsequent financial years, as more State Governments, Departments and Public Sector Enterprises are onboarded and commence transacting on the portal

V. WHO ARE OUR COMPETITORS?

Given the spread of our Product portfolio as well as geographic reach, we do not have a single or a few competitors across the Board. Competition varies with Product / Line of Business and Geography. In Consumer Banking, our competitors are Mambu, Thought Machine, nCino, Temenos, Oracle Flexcube, Infosys Finacle and TCS Bancs. In Corporate Banking, we have Finastra , Bottomline Technologies, ACI, Reval competing against us, while in Treasury, it's Finastra , Guava and Finacle. In Insurance, we compete with Guidewire, Duck Creek and Carpe Data.

VI. WHY DO WE WIN?

An analysis of our past Wins reveals the following patterns that have worked in our favour

1. Architectural superiority - We present a unified architecture that simplifies integration with other applications and the Ecosystem. Our architecture is open, Microservices based, API led and Cloud ready. This supports the Composability requirement of our Customers
2. The depth and breadth of our Functionality - Owing to our long association with the Global leaders in the Financial space, our Products offer the maximum spread of functional richness, configurability and detailing. These are expressed in terms of User Journeys or Packaged Business Capabilities in our catalogues
3. Ability to curate solutions specific to a Customer or Geography - We are able to observe the specific Customer's User Journey or Market practice and curate solutions that best fit the scenario rather than pushing a generic product. This ensures a high fit to the requirement
4. Our delivery promise - Our design thinking led delivery methodology is robust with defined Product Adoption Documents (iPADs), Product Walkthrus, comprehensive Test scenarios and test cases and Deployment readiness check, while being agile enough to the dynamics of Customer's Business priorities
5. Our flexible Business models - Depending on the Customer's appetite for Investment and managing complexity of technology, we have flexible Business models for Technology adoption. Almost all of our Products are available on the on-premise or Subscription/ Cloud deployment model- with infrastructure hosted by Intellect or an independent vendor. Intellect also offers skin-in-the-game models, tying the cost to the Business growth metrics of the Customer
6. Referenceability and Recognition - Most of our Products have # 1 or # 2 ratings and repeatedly figure in the Leadership Quadrants published by Global Analysts. Our expanding Installed base - of over 260 customers - provides us excellent referenceability for further Deal wins

VII. WHAT IS OUR BUSINESS MODEL?

We operate in three Business models

Traditional Product Sale Model: In this model, we License the Product to the Customer for use on-premise. The Customer also pays us for Maintenance of the Product during the period of License. We also earn revenues in Implementation of the Product and for any Customization carried out for the Customer. We also work with some Customers in supporting the Product and the Business over the period of License with on-site presence of personnel / remote support. Our License revenues, at INR 3350 mn in FY21, registered a strong growth of 35% year on year, while Maintenance revenues at INR 2986 mn grew by 18% over year ago

Customer Centric Partnership Model: We collaborate with the customers as their Strategic Technology partners and work with them on their Technology/ Business roadmap. As this blueprint is translated to action, we take on implementation / support roles for their Business or Operations transformation agenda. We are paid for our services apart from any Intellectual Property licenses that we may grant them for use in this transformation journey

Cloud deployment/ Subscription based Revenues: For customers who do not wish to take on the investment in Technology Infrastructure and/or the complexity of managing them, we offer our Products and platforms on the Cloud deployment model - either in a unique hosting arrangement or through an independent Cloud Services provider. We receive revenues thru Product licensing, Cloud set up, Hosting, Subscription revenues - either fixed or linked to Customers' Business metrics. Our subscription revenues witnessed a 47% growth year on year, clocking INR 1,796 mn in FY21

Together - License, Maintenance and Subscription revenues - are termed 'License linked revenues' and are an important metric for a Software Product Co. These revenues moved up in salience from 46% of total revenues to 54% in the current year, with an underlying growth of 31% over year ago

Based on the customer's investment appetite and Business plans, we draw up flexible arrangements to work with them to suit their priorities and resource profile.

HOW ARE WE CONFIDENT OF THE FUTURE

1. Our overall pipeline and Destiny deals have increased over time - At end of FY21, we had over INR 41,750m worth of deals in the pipeline
2. We qualify in the last two in most of the Destiny deals we participate. Our Win rate has increased with more of our installations going live and becoming referenceable. We had 43 destiny deals with an average size of over INR 400mn per deal, in consideration, at the end of FY21
3. The share of Advanced Markets in our revenue pie has remained close to 60% indicating a high level of acceptance of our Technologies by those geographies
4. Our current Customer Asset - of over 260 customers provide us opportunities for cross sell, upgrades, maintenance, collaboration for Business growth
5. While Cloud deployment model dips initial License revenue, the Life Time Revenue increases over the span of the contract, especially when tied to Business metrics of Customers
6. Our Insurance & Data, Treasury & Capital Markets Business units will reach monetization phase over the next two years. Our Government Business Unit will benefit from the increased Gross Merchandise value in the Government eMarketplace (GeM) portal owing to increased onboarding and adoption by Buyers
7. Our Data/ IDX and iWealth Business unit are emerging and will reach full scale monetization in the next two years.
8. Our investment in Technologies, Platforms, Products and Markets have prepared us well for the growth phase- Our technology platforms are current and we have significant Market presence across continents

In addition, the predictability in our Cost Management, Design thinking led Industrialization of Manufacturing and Delivery processes, growing salience of License linked revenues, higher salience of revenues from Advanced markets – all of these contribute to the healthy growth in our Margins at moved up from 48% of revenues to 56% of revenues in FY21 – growing 28% against a revenue growth of 11%. This also resulted in a significant growth in our Earnings before Interest, Tax, Depreciation and Amortization – EBITDA – to INR 3576 mn in FY21 – at 24% of revenues, versus 6% year ago and a corresponding growth in Profit after tax to INR 2628 mn from INR 160mn year ago.

2. FACTORS IMPACTING OUR RESULTS OF OPERATIONS

Our Company’s consolidated revenue for Financial Year 2020-21 was Rs.15,101.41 Millions. Our Company’s consolidated profit after tax for Financial Year 2020-21 was Rs.2,646.36 Millions. Our Company’s standalone revenue for Financial Year 2020-21 was Rs.10,186.08 Millions. Our Company’s standalone profit after tax for the Financial Year 2020-21 was Rs. 2,072.53 Millions.

Other factors

In addition to the above factors, the following factors could cause actual results to differ materially from our expectations:

1. Overall global economy;
2. Changes in fiscal, economic or political conditions in India;

3. Company's ability to successfully implement its strategy and its growth and expansion plans;
4. Increasing competition;
5. Changes in the value of the Indian rupee and other currencies; and
6. Regulatory changes pertaining to the BFSI industry in which our Company operates and our Company's ability to respond to them.

3.Principal components of our statement of profit and loss account
Revenue

Our revenue consists of:

a. **Revenue from operations** – Our revenue from operations comprises revenue from our four business verticals viz., global consumer banking and central banking, risk, treasury & markets, global transaction banking and insurance.

b. **Finance Income –** Our finance income comprises of interest/dividend from fixed deposits/mutual funds

c. **Other income** – Other income consisting of interest received on deposits with banks, interest on others, dividends on investments in mutual funds, profit on sale of investments, provision for diminution in value of investments, miscellaneous income, profit / (loss) on sale of assets and net gain on foreign currency transactions and translation (other than those considered as finance cost).

Our total revenue, as per the Consolidated Summary Statements, for the Financial Year 2020-21 and the Financial Year 2019-20 was Rs.15,101.41 Millions and Rs. 13,733.52 Millions respectively.

Expenses

Our expenses comprised employee benefit expenses, other expenses and finance cost and depreciation and amortisation expenses.

a. **Employee benefit expenses** – Employee benefit expenses comprises salaries, wages and bonus, contribution to provident and other fund, superannuation scheme, other funds, gratuity expense, cost of technical sub-contractors, social security and other benefit plans for overseas employees and staff welfare expenses.

b. **Depreciation and amortisation expense -** Depreciation and amortisation expense comprises depreciation on fixed assets of the company.

c. **Finance cost** – Finance cost comprises interest related expenses.

d. **Other expenses** – Other expenses comprises cost of software packages, consumable and maintenance, travelling expenses, communication expenses, professional and legal charges payment to the auditors, power and fuel, rent, repairs - plant and machinery, repairs - building, repairs - others, business promotion, office maintenance, provision for doubtful debts, bad debts/advances written off, insurance, printing and stationery, rates and taxes excluding taxes on income, directors' sitting fees, bank charges and commission, miscellaneous expenses and net loss on foreign currency transaction and translation (other than considered as finance cost).

Our total expense, as per the Consolidated Summary Statements, for the Financial Year 2020-21 and Financial Year 2019-20 was Rs.12,285.33 Millions and Rs. 13,623.72 Millions respectively.

Tax Expense

Current Tax

The current charge for income taxes is calculated in accordance with the relevant tax regulations applicable to our Company. The current tax provision and advance income tax as at balance sheet date have been arrived at after setting off advance tax and current tax provision where our Company has a legally enforceable right to set off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

Deferred Tax

Deferred tax assets and liabilities are recognised for the future tax consequences attributable to timing differences between the taxable income and accounting income. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the year that includes the enactment date. Deferred tax assets and deferred tax liabilities across various countries of operation are not set off against each other as our Company does not have legal right to do so.

RESULTS OF OPERATIONS FOR FINANCIAL YEAR 2020-21 COMPARED TO FINANCIAL YEAR 2019-20

Revenue

Our total revenue, as per the Consolidated Summary Statements increased by 9.96% from Rs. 13,733.52 Millions in Financial Year 2019-20 to Rs.15,101.41 Millions in Financial Year 2020-21. This increase was primarily due to incremental customer acquisitions and growth in revenue from the existing customer base.

Revenue from operations

Our revenue from operations increased by 11.18% from Rs. 13,468.84 Millions in Financial Year 2019-20 to Rs.14,974.59 Millions in Financial Year 2020-21. This increase was primarily due to incremental customer acquisitions and growth in revenue from the existing customer base.

Finance income

Our finance income has decreased by 52.94% from Rs. 99.79 Millions in Financial Year 2019-20 to Rs.46.96 Millions in Financial Year 2020-21. During Last year, Company had earned interest on Income tax refund Rs. 47.73 Millions and no such income has been earned during the financial year 2020-21.

Other income

Our other income decreased by 51.57% from Rs.164.89 Millions in Financial Year 2019-20 to Rs.79.86 Millions in Financial Year 2020-21. During last year, Company had earned Rs.97.22 Millions from sale of asset which was a non recurring item. No such income has been earned during the financial year 2020-21.

Expenses

Our total expenses decreased by 9.82% as compared to previous year. During last year 2019-2020 Company has incurred a total expenditure of Rs. 13,623.72 Millions and during the current year we have incurred Rs. 12,285.33 Millions.

Employee benefit expenses

Our employee benefit expenses comprising salaries, wages and bonus, contribution to provident and other fund, gratuity etc., remains almost flat. During the current financial year 2020-21, Company has incurred Rs.8,080.30 Millions whereas during 2019-20, we had incurred Rs.8,120.88 Millions. The expenditure remains almost flat due to operational efficiency achieved during the year.

Depreciation and amortisation expenses

Our depreciation and amortisation expenses increased by 11.25% from Rs. 689.57 Millions in Financial Year 2019-20 to Rs.767.14 Millons in Financial Year 2020-21, The increase is on account of depreciation provided on account of additions to the fixed assets and intangibles assets.

Finance cost

Our finance cost comprising interest expense decreased by 47.18% from Rs.173.67 Millions in Financial Year 2019-20 to Rs.91.74 Millions in Financial Year 2020-21. This decrease is due to reduction in the usage of working capital loans for operations and reduction in FCTL interest due to repayments.

Other expenses

Our other expenses comprising payment to auditors, cost of software packages, consumable and maintenance, travelling expenses, professional legal charges, rent, business etc., decreased by 27.88% from Rs. 4,639.60 Millions in Financial Year 2019-20 to Rs.3,346.15 Millions in Financial Year 2020-21. This decrease is mainly on account of various operational efficiency steps taken by the Company.

Profit / (Loss) after tax

As a result of the foregoing factors, our total consolidated profit after tax increased from Rs. 176.46 Millions in Financial Year 2019-20 to Rs.2,646.36 Millions in Financial Year 2020-21.

Cash and Bank Balances

Historically, our primary liquidity requirements have been to finance our working capital requirements for our operations and for capital expenditures. We have met these requirements through cash flows from operations as well as through borrowings. As on March 31, 2021, we had Rs.2,616.45 Millions in cash and bank balances, as against Rs.1,343.13 Millions in financial year 2019-20. The cash position of the Company has improved even after repaying major working capital loans which were outstanding as on 31st March 2020. The primary reason for increase of liquidity was due to increase in operating profits and collections from the customers.

We believe that our anticipated cash flow from operations, committed debt facilities, and our existing cash, will be sufficient to meet our operating and capital expenditure requirements for the the Financial Year 2022.

Cash flows

The table below summarizes the statement of cash flows, as per our Consolidated Summary Statement of Cash Flows, for the year indicated:

(*in Rs. Millions)*

Particulars	Financial Year	
	2020 - 21	2019-20
Net cash generated from / (used in) operating activities	4,633.23	435.69
Net cash generated from / (used in) investing activities	(1,904.83)	(998.80)
Net cash generated from / (used in) financing activities	(2,253.38)	801.01

Operating activities

Net cash generated from operating activities has improved as compared to the previous year on account of increase in profit for the year before tax and collections from Customers.

Investing activities

Net cash used in investing activities comprises sale of non-trade investments, proceeds received from sale of fixed assets, purchase of property, plant and equipment. Net cash used in investing activities has increased during the current year mainly on account of increase in the Investments in Mutual Funds.

Financing activities

Net cash flow from financing activities comprises proceeds / repayment of loans. During the current year, net cash used in financing activities increased mainly on account of repayment of Long term & short term borrowings.

Indebtedness

India

As on March 31, 2021 at standalone level, we had a sanctioned term loan of USD 20 Millions out of which USD 5.83 Millions were outstanding. As on that date, we had sanctioned funded and non funded credit facilities aggregating Rs.1,693 Millions and Rs.2,302 Millions respectively, out of which Rs.Nil were outstanding against funded credit facilities and the utilisation of non funded credit facilities is Rs.1,956.41 Millions. All the outstanding Loan as at the end of the Financial year were secured.

US

During the year, Company availed Stimulus Loan from US Government for USD 1.24 Millions (equivalent to INR 90.36 Millions) and this is totally unsecured.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, derivative instruments or other relationships with any entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

Related Party Transactions

We confirm that none of our debtors are related parties within the meaning of Accounting Standard INDAS-24 issued by the ICAI other than as disclosed in the financial statements.

Contingent liabilities

The following table sets forth our contingent liabilities.

(in Rs. Millions)

Particulars	Financial Year	
	2020 - 21	2019-20
Capital commitments (net of advances and deposit)	4.91	12.51
Demand from Indian income tax authorities	78.00	72.35
Sales Tax demand from Commercial Tax Officer, Chennai.	7.72	7.72

The above contingent liabilities disclosed in the Consolidated Summary Statements are in accordance with INDAS 37 on Provisions, Contingent Liabilities and Contingent Assets.

Key Financial Ratio analysis

Below are some of the key ratios indicating the financial status.

Particulars	Financial Year		
	2020 - 21	2019-20	Reason for changes
Debtors Turnover Ratio	6.35	5.53	During the year, the operating income has gone up and average receivables have come down as compared to the previous year. Hence there is an increase in this ratio.
Current Ratio	1.71	1.30	As compared to the previous year, current assets have increased and current liabilities have decreased. Hence the increase in the ratio.
Interest coverage ratio	32.62	2.31	During the year, the Income from operations have increased and Finance cost has decreased materially as compared to the previous year. This has resulted in increase in this ratio.
Debt Equity Ratio	0.04	0.24	During the year, Company's borrowings have decreased and profit has also gone up as compared to the previous year. Accordingly this ratio has improved.
Operating Profit Margin Ratio	0.186	0.001	During the year, Company's operating profit has gone up and finance cost has come down materially, as compared to the previous year. Hence this ratio has increased.
Net Profit Margin Ratio	0.18	0.01	During this year, Company's operating income has gone up. Accordingly net profit has also increased as compared to the previous year. Hence this ratio has gone up.
Return on Networth	0.19	0.02	There is an increase in the Profit during the year as compared to the previous year. Hence this ratio has increased.

Changes in accounting policies

Our Company has not changed its accounting policies in the last years.

Qualifications

Our Financial Statements do not contain any qualifications, reservations by our statutory auditors in their audit reports relating to the respective periods.

Quantitative and qualitative disclosure about market risk

Market risk is the risk of loss related to adverse changes in market prices, including interest rate and foreign exchange rates of financial instruments. We are exposed to various types of market risks, in the normal course of our business. The following discussion and analysis, which constitutes 'forward-looking statements', involves risk and uncertainties summarise our exposure to different market risks.

Exchange rate risk

Changes in currency exchange rates may indirectly influence our results of operations. Our Company has extensive international operations particularly in the Americas and Europe. Any adverse change in foreign exchange rates may adversely affect our results of operations.

Interest rate risk

Interest rates for borrowings have been volatile in India in recent periods. Our operations are funded to an extent by Working Capital Loan, and increases in interest expense may have an adverse effect on our results of operations and financial condition. Our current debt facilities carry interest at variable rates as well as fixed rates. Although we may engage in interest rate hedging transactions or exercise any right available to us under our financing arrangements to terminate the existing debt financing arrangement on the respective reset dates and enter into new financing arrangements, we cannot assure that we will be able to do so on commercially reasonable terms, that our counterparties will perform their obligations, or that these agreements, if entered into, will protect us adequately against interest rate risks.

Credit risk

We are exposed to credit risk on amounts owed to us by our customers. If our customers do not pay us promptly, or at all, it may impact our working capital cycle and/or we may have to make provisions for or write-off on such amounts.

Unusual or infrequent events or transactions

Except as described above, there have been no other events or transactions that, to our knowledge, may be described as 'unusual' or 'infrequent'.

Known trends or uncertainties

Other than as described above, and in this chapter, to our knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations.

Seasonality of business

Our Company's business is not seasonal.

Significant developments after March 31, 2021 that may affect our future results of operations

No circumstances have arisen since the date of the last Financial Statements which materially and adversely affect or is likely to affect, our trading or profitability, or the value of our assets or our ability to pay our liabilities within the next 12 months of the date of the last Financial Statements as disclosed.

There is no development subsequent to March 31, 2021 that we believe is expected to have a material impact on the reserves, profits, earnings per share and book value of our Company.

RISKS & CONCERN

Our risks are evaluated under the following categories.

- Market Risk
- Financial Risk
- Business Risk
- Operational Risk
- Regulatory & Compliance Risk
- Intellectual Property Risk
- Cyber Security, Data Privacy & Regulations

1. Market Risk		
1.1 Global Economic Scenario	Technology investments are linked to a country's GDP. Low economic outlook in our key operational markets can affect the growth	• Intellect has four lines of business to de-risk its product portfolio • Our products cater to different markets from highly developed to developing markets thereby de-risking the geographical dependence
1.2 Business Model Changes	Disruptive technologies such as Cloud, Big data, social and smart devices can change the way business is done	• Focused investment in R&D to keep the products relevant and competitive in market place • Creating products with Digital technologies • Our Cloud offering is growing
2. Financial Risk		
2.1 Exchange Risk	Fluctuation in exchange rates	• Quotations in foreign currencies are restricted to few selected major currencies. Quotations are highly controlled for any other currency • We have hedged a portion of our Forex earnings
2.2 Tax Regime Changes	Tax rates, TP policies and concessions for this new emerging area may see changes, having impact on profitability	• Represent to the government through industry and trade body for a stable IP tax regime. Investing in R&D which is the essence of IP creation also results in tax benefits
2.3 Long gestation period - from IP creation to Revenue	IP lead business has a larger cash cycle hence it requires investments	• Meticulously plan and monitor CAPEX budget for IP creation
2.4 Larger Cash Cycle	Larger working capital requirement	• Monitoring the DSO tightly and plan for a realistic working capital well in advance

3.Business Risk		
3.1 Implementation Delays	Implementation delays can trigger liability as the compensation is based on the terms of the contract	• Delivery is monitored rigorously through Delivery Excellence processes and Tools • Insurance cover
3.2 New Country Entry Risk	Economic, Social, Political conditions and Events which could adversely affect the financial performance / position of the organization while doing business in a foreign country	• A Country risk assessment clearance from the Risk Department is enforced for any business opportunity in a new country
4. Operational Risk		
4.1 Cloud Infrastructure Risk	With increased cloud adaptability, requirements to have highly skilled resources to manage cloud environments, unique contractual agreements with the customers & cloud service providers, ensuring adequacy of security measures by the service providers, heightened regulations like GDPR, the company is exposed to a risk of SLA / security breaches by cloud service providers which may result in financial implications (imposition of fines & penalties) or reputation damage.	• Cloud governance framework in place to consistently manage cloud environments across the lines of businesses. Periodic reviews are performed to assess the security, internal controls, DR, backup processes, SLAs, service contracts etc. with cloud service providers.
4.2 Business Continuity Risks	Natural calamity as well as man-made disasters may lead to disruption to the business / customer service especially during COVID19 situations	• Intellect has an established enterprise Business Continuity management framework and project level BCPs • Contract clauses provide protection for Force Majeure incidents • Dedicated teams monitor the adequacy of the business continuity arrangements. • Periodic testing & simulations carried out on an annual basis.
4.3 Frauds	Possible fraudulent activities through criminal hacking	• Vulnerability Assessment & Penetration Test (VAPT) is being enforced across all Product releases
4.4 General Liability	Bodily Injury or Property damage to Third party arising out of Intellect's Business operations	• Insurance cover to manage any contingency
5 .Regulatory & Compliance Risk	Inadequate or non compliances to the material laws & regulations applicable in the respective countries having business presence may lead to fines & penalties	• A dedicated Legal team takes care of the legal activities • The Company Secretarial team takes care of the secretarial & compliance related activities • Country specific statutory compliance requirements of our Overseas Subsidiaries is regularly monitored and reported
6. Intellectual Property Risk		
6.1 IP Protection	Difficulties in protecting our IP in some countries that are pivotal for generating revenues	• Registration of the IP in countries that have safe IP protection laws
6.2 Use of Third Party IP – COTS & FOSS	Failure to abide with the terms of the open source licenses could have a negative impact on our business	• Usage of COTS are under agreement and audited from time to time by our IT department • FOSS used by the respective Business units is reported to the IT Department
7. Cyber Security, Data Protection & Privacy Risk		
7.1 Cyber Security	Market penetration, new product roadmaps, emerging technology adoptions and regulatory obligations	• Intellect product council oversees the new technology road map with Chief Architect and CTO on the emerging technology needs. Market specific regulatory needs are also incorporated as part of the roadmap • Intellect ensures all its hosted solutions address security requirements of the customer and /or as adopted by the industry • Intellect does both internal and external security control assessments in the form of Audits, Certifications like ISO27001, PCIDSS and SOC2 • Intellect Security policy is institutionalized across the organization. Central Security Group facilitates internal and external assessments on an ongoing and need basis • Insurance cover for Cyber Security

7.2 Data Protection & Privacy	Global business nature brings in Data Protection & Privacy scope to Intellect. Any inadvertent information leakage could lead to hefty penalties and reputational loss.	• We have an established Information and Cyber Security forum and a Central Security Group to cater to the needs of the organization and customers • Data Protection & Privacy programs are covered along with information security practices. GDPR specific assessments were initiated and tracked to closure • Vulnerability Assessment & Penetration Test (VAPT) is being enforced across all Product releases • By adopting new contractual provisions in existing and new contracts

Internal Financial Control and their Adequacy

The Company has disclosure controls and procedures in place that are designed to provide reasonable assurance that material information relating to Intellect is disclosed on a timely basis. Management has reviewed the Company's disclosure controls and concluded that they were effective during the reporting period.

The Managing Director and the Chief Financial Officer (CFO) have evaluated the effectiveness of the Company's disclosure controls and procedures related to the preparation of Management's Discussion and Analysis and the consolidated financial statements. They have concluded that the Company's disclosure controls and procedures were effective, at a reasonable assurance level, to ensure that material information relating to the Company and its consolidated subsidiaries would be made known to them by others within those entities, particularly during the period in which the management's discussion and analysis and the consolidated financial statements contained in this report were being prepared.

The Company's management, with the participation of its MD and CFO, are also responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Indian GAAP. Under the supervision of the MD and CFO, the Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Indian GAAP.

The company has a robust financial control in place through a combination of internal control and processes. The controls ensure that transactions are recorded in timely manner, they are complete in all aspects, effectively utilizes the resources of the company and safeguarding the assets.

In line with Sec 134 of the Companies Act 2013, new processes were initiated for its compliance. As a first step the Testing framework was designed, next an auditing firm did the testing according to this framework over a period of 8 weeks. The Testing finding was presented to the Statutory Auditors and to the Board of Directors. Both expressed satisfaction over the internal control operating within the Company.

There have been no changes in the Company's disclosure controls or internal controls over financial reporting during FY2020-21 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. The Company's MD and CFO expect to certify Intellect's annual filings with the Indian securities regulatory authorities.

Also, the company has an Internal Auditing system in place handled by a reputed Chartered Accounting firm. The findings are discussed with the process owners and corrective action is taken as necessary and the report presented to the Audit Committee

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Notice

NOTICE IS HEREBY GIVEN THAT TENTH ANNUAL GENERAL MEETING OF INTELLECT DESIGN ARENA LIMITED WILL BE HELD ON WEDNESDAY, AUGUST 04, 2021, AT 11.00 AM IST BY WAY OF VIDEO CONFERENCING ("VC")/OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

Item No. 1. – Adoption of Financial Statement;

To receive, consider and adopt:

(i) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditors thereon.

(ii) The Audited Consolidated financial statements of the Company for the Financial Year ended 31st March, 2021 together with the Reports of the Auditors thereon.
and in this regard pass the following resolutions as **Ordinary Resolutions**.

(a) "**RESOLVED THAT** the audited standalone financial statements of the Company for the financial Year ended 31st March, 2021 together with the reports of the Board of Directors and Auditors thereon laid before this said meeting be and hereby considered, approved and adopted."

(b) "**RESOLVED THAT** the audited Consolidated financial statements of the Company for the financial Year ended 31st March, 2021 together with the reports of the Auditors thereon laid before this said meeting be and hereby considered, approved and adopted."

Item No. 2: To appoint a Director in the place of Mr. Anil Kumar Verma (DIN: 01957168), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as a Ordinary Resolution;

"**RESOLVED THAT** pursuant to the provisions of Section 152 of Companies Act, 2013, Mr. Anil Kumar Verma (DIN:01957168), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 3: To re-appoint Mr. Anil Kumar Verma (DIN:01957168), Whole Time Director of the Company for a term consisting of 5 years;

To consider and if thought fit, to pass the following resolution as a **Special Resolution**

"**RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (''the Act") and Schedule V thereto and the Rules made there under and applicable regulations of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, if any, including any amendments, statutory modifications or re-enactments(s) thereof for the time being in force and as recommended by Nomination, Remuneration and Compensation Committee and subject to the approval of Central government, the approval of the members be and is hereby accorded to re-appoint Mr. Anil Kumar Verma (DIN: 01957168) as the Whole-time director of the Company, for a further period of 5 (five) years with effect from February 01, 2021 with the remuneration as mentioned below with power to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Anil Kumar Verma, subject to the same not exceeding the limits specified under Section 197 read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

1. Base Pay: Annual Base salary of Gross 3,50,000 AUD p.a., to be paid monthly in accordance with the Company's normal payroll practices and subject to withholdings.
2. Variable Pay: Annual variable pay at a target level of Gross 1,40,000 AUD p.a. (or such other sum as may be decided by the Board) each fiscal year, less applicable withholdings, subject to the Company's achievement of certain fiscal year milestones as determined by the Board (or its Committee) in its sole discretion. The Board (or its Committee) may reserve the authority to set such milestones on a GAAP or non-GAAP basis.
3. Superannuation: Gross 20,132 AUD p.a.
4. Existing Stock Options / RSU's: 90,000 Stock Options and 9450 RSU's which was granted earlier.
5. Employee Benefits: During the term of office, he will be entitled to participate in the employee benefit plans currently and hereafter maintained by the Company of general applicability to other whole-time directors of the Company. The Company may reserve the right to cancel or amend the benefit plans and programs it offers to its whole-time directors at any time.
6. Vacation: He will be entitled to paid vacation in accordance with the Company's vacation policy as applicable to its whole-time directors.
7. Expenses: The Company will reimburse him for reasonable travel, entertainment or other expenses incurred by him in the furtherance of or in connection with the performance of his duties, in accordance with the Company's expense reimbursement policy for whole-time directors as in effect from time to time.

RESOLVED FURTHER THAT notwithstanding anything contained herein above stated, where, in any financial year during the tenure of his appointment, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Anil Kumar Verma, remuneration by way of Base Salary, Variable Pay and other allowances not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration and if it is not able to comply with such provisions, with the previous approval of the Central Government''.

By Order of the Board
for **Intellect Design Arena Limited**

V.V.Naresh
Senior Vice President - Company Secretary & Compliance Officer

Place: Chennai
Date: May 10, 2021

Notes

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID -19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The relevant details, pursuant to Regulation 36 (3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM is annexed.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, in order to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrars and Transfer Agents, viz.Cameo Corporate Services Limited viz, **www.cameoindia.com** for assistance in this regard.
5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
6. In compliance with the aforesaid MCA Circulars dated January 13, 2021, Notice of the AGM, along with the Annual Report 2020-21, is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.intellectdesign.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com and on the website of NSDL at https://www.evoting.nsdl.com respectively.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
9. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
10. The Register of Members and Share Transfer Books of the Company will remain closed from July 23, 2021 to August 04, 2021 (both days inclusive) for the purpose of the Annual General Meeting.
11. 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.
12. Remote e-voting commences on August 01, 2021 at 9 AM and will end on August 03, 2021 at 5 PM (IST), and at the end of e-voting period, the facility shall forthwith be blocked. Those Members, who will be present at the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
13. The results for the e-voting shall be declared within 48 hours from the date of AGM held through VC / OAVM. The results, along with Scrutinizer's Report, shall also be placed on the websites of the stock exchanges and the Company.
14. The Detailed instructions on remote e-voting is made part of a separate sheet "Instructions for e-voting" attached to this Notice.
15. 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, i.e., July 28, 2021, only shall be entitled to avail the facility of e-voting. A person who is not a member after the cut-off date, should treat this Notice for information purpose only.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM MODE ARE AS UNDER

NSDL e-Voting System – For Remote e-voting and e-voting during AGM

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders Login Method

Individual Shareholders holding securities in demat mode with NSDL.

1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type Helpdesk details

Individual Shareholders holding securities in demat mode with NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

   Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:

   a) For Members who hold shares in demat account with NSDL. 8 Character DP ID followed by 8 Digit Client ID

      For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.

   b) For Members who hold shares in demat account with CDSL. 16 Digit Beneficiary ID

      For example if your Beneficiary ID is 12************** then your user ID is 12**************

   c) For Members holding shares in Physical Form. EVEN Number followed by Folio Number registered with the company

      For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

d) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

e) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

f) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

g) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizervasumathy@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no. : 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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 to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

By Order of the Board
for **Intellect Design Arena Limited**

V.V.Naresh
Senior Vice President - Company Secretary & Compliance Officer

Place: Chennai
Date: May 10, 2021

STATEMENT PURSUANT T0 SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.3

At the 4th Annual General Meeting held on July 28, 2015, Mr. Anil Kumar Verma was appointed as an Executive Director of the Company to hold office up to January 30, 2018. Keeping in view Mr. Anil Kumar Verma's rich and varied experience in the Industry, his involvement in the operations of the Company over a long period of time, and his pioneering role in guiding the Company through four decades of diversification and growth to emerge as a world leader in the Software industry, it would be in the interest of the Company to continue the employment of Mr. Anil Kumar Verma as an Executive Director. Pursuant to the recommendation of Nomination, Remuneration and Compensation Committee, the Board of Directors had approved the re-appointment of Mr. Anil Kumar Verma. Subsequently, the re-appointment was approved by the Shareholders at the AGM held on August 23, 2018 for a period of three years from February 01, 2018 to January 31, 2021. As the term expired on January 31, 2021, the Board at its meeting held February 02, 2021 has approved the re-appointment for a further period of 5 years w.e.f February 01, 2021, subject to the approval of shareholders at this AGM and approval of the Central Government.

This explanatory statement and the resolution at Item no. 3 may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

In accordance with Section 160 of the Companies Act, 2013, the Company has received a notice to propose Mr. Anil Kumar Verma as a director of the Company. The disclosure under Regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, is provided below:

BRIEF RESUME OF THE DIRECTOR

Background details:

Mr. Anil Kumar Verma is a key contributor to the strategic vision of the organisation. A Bachelor of Electrical Engineering from IIT Delhi and Post Graduate in Instructional Design from the University of Wollongong in Australia. Mr. Anil has rich and global professional experience of over 40 years in the industry.

Mr. Anil has established and nurtured deep relationships for strengthening the Polaris brand in Australia. He was part of the core group that conceptualised and created FINDIT (Forum of Indian IT companies) that later became NASSCOM Australia, an influential industry body that he led as Founder President for four years. Living the spirit of deeper connect With the local community, Mr. Anil has established long term relationship with the University of Western Sydney in Australia, where he has been instrumental in creating graduate and post graduate course on Software Testing. He has contributed significantly in promoting collaboration between India and Australia in the field of ICT. In 1997, he was nominated for the prestigious Australia Day award for his contribution to the Aboriginal community.

Mr. Anil has been associated with the Australian Computer Society, AIIA – FSG (Australian Information Industry Association – Financial Services Group) and Financial Services Institute of Australia (FINSIA) for a long time. He is a member of Australian Institute of Company Directors.

Statement of information pursuant to Section II of Part II of Schedule V of Companies Act, 2013:

1. General information:

i. Nature of industry: Software

ii. Year of commencement of commercial operations: 01.04.2014

iii. Standalone financial performance of last three financial years: (Rs.in Millions)

Particulars	FY 2020-21	FY 2019-20	FY 2018-19
Revenue from Operations	10,032.28	7,413.30	9,312.56
Profit before Tax	2,225.79	(197.51)	1,427.98
Equity capital	664.87	661.69	658.87
Earnings per share	15.63	(2.37)	10.63

iv. Foreign investments or collaborations, if any: Nil

1. INFORMATION ABOUT THE APPOINTEE

Particulars	Appointee details
Background details & Recognition or awards	Mr. Anil Kumar Verma is a key contributor to the strategic vision of the organisation. A Bachelor of Electrical Engineering from IIT Delhi and Post-Graduate in Instructional Design from the University of Wollongong in Australia, Anil has rich and global professional experience of over 40 years in the industry. Mr. Anil established and nurtured deep relationships for strengthening the Polaris brand in Australia. He was part of the core group that conceptualised and created FINDIT (Forum of Indian IT companies) that later became NASSCOM Australia, an influential industry body that he led as Founder President for four years. Living the spirit of deeper connect With the local community, Anil established long term relationship with the University of Western Sydney in Australia, where he has been instrumental in creating graduate and post graduate course on Software Testing. He has contributed significantly in promoting collaboration between India and Australia in the field of ICT. In 1997, he was nominated for the prestigious Australia Day award for his contribution to the Aboriginal community. Mr. Anil has been associated with the Australian Computer Society, AIIA – FSG (Australian Information Industry Association – Financial Services Group) and Financial Services Institute of Australia (FINSIA) for a long time. Mr. Anil is a member of Australian Institute of Company Directors.
Past remuneration	Rs.22.69Millions
Job profile and his suitability	The job profile involves providing leadership and direction to the Business Operations of Intellect Design Arena Limited. This includes managing the day to day operations and take complete ownership of the P&L of the company.
Remuneration proposed	The Board has delegated the powers to Nomination, Remuneration and Compensation Committee for determining the remuneration of Mr. Anil Kumar Verma based on the profits earned by the Company during the year 2020-21.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Anil Kumar Verma is the brother-in-law of Mr. Arun Jain, Chairman and Managing Director.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar top/senior level appointees in other companies.

2. OTHER INFORMATION:

1. Reasons of loss or inadequate profits, steps taken or proposed to be taken for improvement: As the Company has earned profit during the current year, this is not applicable.
2. Expected increase in productivity and profits in measurable terms: Our Company is a Technology Product Company addressing Banking, Financial Services and Insurance industry. Technology Product companies do require significant investments and efforts to build the foundation for growth & profitability.
   - A. The key elements that the Company has been investing on include:-
     - a. developing Intellectual Property in the form of Technology Products,
     - b. putting together a competent & right capacitised Global Sales & Marketing team,
     - c. creating presence in the chosen countries for Global presence,
     - d. Getting recognition from Analysts,
     - e. creating execution capacity for implementing the Products & Solutions offered to the Customers; and
     - f. having a Competent Management team for delivering Companies Goals and Strategies.

Mr. Anil Kumar Verma is not disqualified from being re-appointed as a Whole-time director of the Company in accordance with Section 164 of the Companies Act, 2013. The Nomination, Remuneration & Compensation Committee, in its Meeting held on February 02, 2021 has recommended re-appointment of Mr. Anil Kumar Verma as a Whole-time director of the Company for a term of 5 years w.e.f. February 01, 2021, subject to the approval of Shareholders and Central Government.

Pursuant to the applicable provisions of the Companies Act, 2013 and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board recommends passing of the above resolution in relation to the re-appointment of Whole-time Director as set out at Item No. 3 for approval of the Members by way of a Special Resolution.

Except Mr. Arun Jain or his relatives, none of the directors and Key Managerial Personnel of the Company & their relatives are concerned or interested financially or otherwise, in the resolution set out in Item No. 3.

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS 2 (SS2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

The brief resume, age, qualifications, functional expertise and the membership on various Boards and Committee to be appointed/re-appointed at the tenth annual general meeting of the company are furnished below.

Particulars	Mr. Anil Kumar Verma
Date of birth	05.07.1955
Age	65 years
Qualifications	Bachelor of Electrical Engineering from IIT, Delhi and post-graduate in Instructional Design from the University of Wollongong in Australia
Experience	41 years
Expertise in functional areas	Well experienced in the areas of accounting, finance, management, and corporate advisory services.
No. of Board Meetings attended	5 Meetings
Terms and condition	1. The re-appointment of Mr. Anil Kumar Verma (a Non-resident Indian within the meaning of Foreign Exchange Management Act, 1999) as Whole time Director is with effect from 01st February 2021 and his term of office shall be liable to be determined by rotation, and shall be for a period of 5 years with effect from 1st February 2021. He will be a member of the Board of Directors of the Company entrusted with substantial powers of management having control on general conduct and management of the business affairs of the Company. 2. He shall perform such duties and responsibilities as may be entrusted to him from time to time subject to the superintendence and control of the Board of Directors of the Company in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and / or subsidiaries, including performing duties as assigned by the Chairman and/or the Board from time to time, by serving on the Boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a Company. 3. No sitting fee shall be paid to Mr. Anil Kumar Verma as Whole time Director for attending the meetings of the Board of Directors or any Committees thereof. 4. Termination of Contract - May be terminated earlier by either Party by giving to the other Party three months' notice of such termination or the Company paying three months' remuneration in lieu of such notice.
Date of appointment on the Board (Initial Appointment)	September 30, 2014
Shareholding as on March 31, 2021	147,433 equity shares
Relationship with other Directors / KMP	He is the brother-in-law of Mr. Arun Jain, Chairman and Managing Director
Directorship, Membership / Chairmanship of Committee	1. Oculus Healthcare Private Limited 2. Artec Intractives Pty Ltd

In order to avoid duplication, detailed resume/profile of Mr. Anil Kumar Verma is provided in the earlier pages to this Notice.

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8012
FinTech Design Center

Design center for financial institutions

"

Design focuses on connecting the dots of innovation where desirability, feasibility and viability converge. Innovation need not restrict itself to the corporate world.

Arun Jain
Chairman & Managing Director,
Intellect Design Arena Ltd.

intellect®
Design for Digital