# 3I INFOTECH UK LIMITED (CONSOL)
# BALANCE SHEET AS AT MARCH 31, 2017

(Amount in INR)

| Particulars | Notes | March 31, 2017 | March 31, 2016 | April 1, 2015 |
|---|---|---|---|---|
| **ASSETS** | | | | |
| **Non-Current Assets** | | | | |
| (a) Property, Plant and Equipment | 4 | 40,796 | 74,229 | - |
| (b) Goodwill | 5 | - | - | 54,46,45,383 |
| (c) Financial Assets | | | | |
| (i) Other Financial Assets | 6 | 4,44,497 | - | 2,11,78,188 |
| | | **4,85,293** | **74,229** | **56,58,23,571** |
| **Current assets** | | | | |
| (a) Financial Assets | | | | |
| (i) Trade Receivables | 7 | 5,27,83,382 | 4,78,22,614 | 2,01,48,408 |
| (ii) Cash and Cash Equivalents | 8 | 1,34,03,262 | 1,57,07,968 | 24,07,541 |
| (iii) Loans | 6 | - | - | 25,23,54,698 |
| (iv) Other Financial Assets | 6 | 35,97,733 | 33,42,250 | 5,10,94,911 |
| (b) Other Current Assets | 9 | 1,20,33,027 | 3,28,93,019 | 10,30,01,710 |
| | | **8,18,17,404** | **9,97,65,851** | **42,90,07,267** |
| **TOTAL** | | **8,23,02,699** | **9,98,40,081** | **99,48,30,918** |
| **EQUITY AND LIABILITIES** | | | | |
| **Equity** | | | | |
| (a) Equity Share capital | 10 | 25,51,44,073 | 25,51,44,073 | 25,51,44,152 |
| (b) Other Equity | 11 | (27,84,00,292) | (26,95,78,484) | 67,72,85,132 |
| **Total Equity** | | **(2,32,56,219)** | **(1,44,34,412)** | **93,24,29,283** |
| **Liabilities** | | | | |
| **Current Liabilities** | | | | |
| (a) Financial Liabilities | | | | |
| (i) Trade Payables | 12 | | | |
| Micro, Small and Medium Enterprises | | - | - | - |
| Others | | 9,00,04,408 | 8,07,21,209 | 3,08,67,331 |
| (iii) Other Financial Liabilities | 14 | 8,08,177 | - | - |
| (b) Other Current Liabilities | 13 | 1,47,46,333 | 3,35,53,284 | 3,15,34,304 |
| | | **10,55,58,918** | **11,42,74,493** | **6,24,01,635** |
| **TOTAL** | | **8,23,02,699** | **9,98,40,081** | **99,48,30,918** |

Significant Accounting Policies and Notes on Accounts form an integral part of the financial statements. 1 to 32

**As per our report of even date attached**

**For GMJ & CO**
**Chartered Accountants**
**F.R.No. 103429W**

**Sd/-**
**S. Maheshwari**
**Partner**
**M.No.: 38755**

**Place : Navi Mumbai**
**Date : April 28,2017**

**For and on behalf of the board**

**Sd/-**
**Padmanabhan Iyer**
**Director**
**DIN: 05282942**

**Sd/-**
**Mrinal Ghosh**
**Director**
**DIN:07232477**

**Place : Navi Mumbai**
**Date : April 28,2017**

# 3I INFOTECH UK LIMITED (CONSOL)
## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

(Amount in INR)

| Particulars | Notes | 2016-17 | 2015-16 |
|---|---|---|---|
| **REVENUE** | | | |
| Revenue from operations (net) | 15 | 10,71,29,637 | 7,96,93,567 |
| Other income | 16 | 50,75,880 | 8,44,99,101 |
| **Total Revenue (I)** | | **11,22,05,517** | **16,41,92,668** |
| **EXPENSES** | | | |
| Employee benefits expense | 18 | 61,13,767 | 7,16,21,197 |
| Cost of third party products and services | 17 | 8,71,92,340 | 1,39,51,430 |
| Finance costs | 19 | 70,128 | 30,16,801 |
| Depreciation and amortization expense | 20 | 24,228 | - |
| Other expenses | 21 | 3,01,05,041 | 69,17,35,023 |
| **Total Expenses (II)** | | **12,35,05,504** | **78,03,24,451** |
| **Profit/(loss) before exceptional items and tax from continuing operations (I-II)** | | **(1,12,99,987)** | **(61,61,31,783)** |
| Exceptional Items | 22 | - | (3,58,16,497) |
| **Profit/(loss) before tax from continuing operations** | | **(1,12,99,987)** | **(58,03,15,286)** |
| **Tax expense:** | | | |
| Current tax | | - | - |
| Adjustment of tax relating to earlier periods | | - | - |
| Deferred tax | | - | - |
| **Profit/(loss) for the period** | | **(1,12,99,987)** | **(58,03,15,286)** |
| | | | |
| **OTHER COMPREHENSIVE INCOME** | | **-** | **-** |
| **TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX** | | **(1,12,99,987)** | **(58,03,15,286)** |
| | | | |
| **Earnings per share for profit from continuing operations attributable to equity shareholders** | 23 | | |
| Basic EPS | | (4) | (180) |
| Dilluted EPS | | (4) | (180) |

Significant Accounting Policies and Notes on Accounts form an integral part of the financial statements. 1 to 32

**As per our report of even date attached**

**For and on behalf of the board**

**For GMJ & CO**
**Chartered Accountants**
**F.R.No. 103429W**

**Sd/-**
**S. Maheshwari**
**Partner**
**M.No.: 38755**

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**Director**
**DIN: 05282942**

**Sd/-**
**Mrinal Ghosh**
**Director**
**DIN:07232477**

**Place : Navi Mumbai**
**Date : April 28,2017**

**Place : Navi Mumbai**
**Date : April 28,2017**

## 3I INFOTECH UK LIMITED (CONSOL)
## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2017

(Amount in INR)

| Particulars | 2016-17 | 2015-16 |
|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES:** | | |
| **Profit/(Loss) before income tax from:** | | |
| Continuing operations | (1,12,99,987) | (58,03,15,286) |
| Discontinued operations | | |
| **Profit before income tax** | (1,12,99,987) | (58,03,15,286) |
| **Adjustments for:** | | |
| Depreciation and amortisation expense | 24,228 | - |
| Loss on sale of Goodwill | - | 3,33,79,356 |
| Goodwill W/off through reserves | - | 54,46,45,383 |
| Difference due to change in Forex rate for opening retained earnings | 24,78,179 | - |
| Translation effect | 9,205 | - |
| Provision for doubtful debts made / (written back) | 19,34,003 | 57,80,24,732 |
| Dividend Paid classified as Financing cash flows | - | - |
| Net foreign exchange differences | (24,07,358) | (2,42,93,656) |
| **Change in operating assets and liabilities:** | | |
| (Increase)/Decrease in trade receivables | (68,94,770) | (60,56,98,939) |
| Increase/(decrease) in trade payables | 1,16,90,556 | 7,41,47,534 |
| (Increase) in other financial assets | (4,44,497) | 2,11,78,188 |
| (Increase) in other financial assets - Curent | (2,55,483) | 4,77,52,661 |
| (Increase)/decrease in other current assets | 2,08,59,992 | 7,01,08,691 |
| (Increase)/decrease in current assets - Loans | - | 25,23,54,698 |
| Increase/(decrease) in Financial Liability | 8,08,177 | - |
| Increase in other current liabilities | (1,88,06,950) | 20,18,980 |
| **Cash generated from operations** | (23,04,705) | 41,33,02,341 |
| Less: Income taxes paid | | |
| **Net cash inflow from operating activities** | (23,04,705) | 41,33,02,341 |
| **CASH FLOWS FROM INVESTING ACTIVITIES:** | | |
| Payments for property, plant and equipment | - | (74,229) |
| **Net cash outflow from investing activities** | - | (74,229) |
| | | |
| **CASH FLOWS FROM FINANCING ACTIVITIES:** | | |
| Dividends paid | - | (39,99,27,686) |
| **Net cash inflow (outflow) from financing activities** | - | (39,99,27,686) |
| Net increase (decrease) in cash and cash equivalents | (23,04,705) | 1,33,00,426 |
| Cash and Cash Equivalents at the beginning of the financial year | 1,57,07,968 | 24,07,541 |
| Effects of exchange rate changes on Cash and Cash Equivalents | | |
| **Cash and Cash Equivalents at end of the year** | 1,34,03,263 | 1,57,07,967 |

Significant Accounting Policies and Notes on Accounts form an integral part of the financial statements. 1 to 32

**As per our report of even date attached**

**For GMJ & CO**
**Chartered Accountants**
**F.R.No. 103429W**

**Sd/-**
**S. Maheshwari**
**Partner**
**M.No.: 38755**

**Place : Navi Mumbai**
**Date : April 28,2017**

**For and on behalf of the board**

| | |
|---|---|
| **Sd/-** | **Sd/-** |
| **Padmanabhan Iyer** | **Mrinal Ghosh** |
| **Director** | **Director** |
| **DIN: 05282942** | **DIN:07232477** |

**Place : Navi Mumbai**
**Date : April 28,2017**

# 3I INFOTECH UK LIMITED (CONSOL)
# STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2017

**A Equity Share Capital**

| Particulars | Balance at the Beginning of the period | Changes in Equity share capital during the year | Balance at the end of the period |
|---|---|---|---|
| **March 31, 2016** | | | |
| Numbers | **32,26,000** | - | **32,26,000** |
| Amount | **25,51,44,152** | - | **25,51,44,152** |
| **March 31, 2017** | | | |
| Numbers | **32,26,000** | - | **32,26,000** |
| Amount | **25,51,44,073** | - | **25,51,44,073** |

**B Other Equity**

| Particulars | Share Application money pending allotment | Equity Component of Compound financial instruments | Reserves and Surplus | | | Total other equity attributable to parent |
|---|---|---|---|---|---|---|
| | | | Capital Reserve | Securities Premium Reserve | Retained Earnings | |
| **As at April 1, 2015** | - | - | - | **(3,59,76,59,209)** | **2,92,03,74,077** | **(67,72,85,132)** |
| Profit for the period | | | | | 58,03,15,286 | **58,03,15,286** |
| **Total comprehensive income for the year** | - | - | - | (3,59,76,59,209) | 3,50,06,89,363 | **(9,69,69,846)** |
| Security premium transfer to retained earnings | | | | 3,59,76,59,209 | (3,59,76,59,209) | - |
| Loss on sale / Goodwill written off | | | | | (3,33,79,356) | (3,33,79,356) |
| Translation Reserve | | | | | | |
| Issue of optionally convertible bonds (net of deferred tax) | | | | | | - |
| Exercise of share options | | | | | | - |
| Share based payments | | | | | | - |
| Cash dividends | | | | | 39,99,27,686 | 39,99,27,686 |
| Non cash distribution of owners | | | | | | - |
| Dividend | | | | | - | |
| Dividend distribution tax (DDT) | | | | | | - |
| **As at March 31, 2016** | - | - | - | - | **26,95,78,484** | **26,95,78,484** |
| Profit for the period | | | | | (1,12,99,987) | (1,12,99,987) |
| Other comprehensive income | | | | | - | - |
| **Total comprehensive income for the year** | - | - | - | - | 25,82,78,497 | 25,82,78,497 |
| Difference due to change in Forex rate for retained earnings | | | | | (24,78,179) | (24,78,179) |
| **As at March 31, 2017** | - | - | - | - | **25,58,00,318** | **25,58,00,318** |

Significant Accounting Policies and Notes on Accounts form an integral part of the financial statements. 1 to 32

**As per our report of even date attached**

**For GMJ & CO**
**Chartered Accountants**
**F.R.No. 103429W**

**Sd/-**
**S. Maheshwari**
**Partner**
**M.No.: 38755**

**Place : Navi Mumbai**
**Date : April 28,2017**

**For and on behalf of the board**

**Sd/-**
**Padmanabhan Iyer**
**Director**
**DIN: 05282942**

**Sd/-**
**Mrinal Ghosh**
**Director**
**DIN:07232477**

**Place : Navi Mumbai**
**Date : April 28,2017**

# 3I INFOTECH UK LIMITED (CONSOL)
# NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

**1 Corporate Information**

3i Infotech UK Ltd (referred to as ‘’3i’’ or “the Company”) is a Global Information Technology Company committed to Empowering Business Transformation. The principle activity is the provision of software & services to the international banking and securities markets, particularly with regard to its investment management and stock broking products, selling products and services from India. The company is also the parent company for a number of companies within the 3i Infotech group in the UK.

The Company incorporated in UK. The address of its registered office is at Level 35, Mail Drop CGC 35-02, 25 Canada Square, Canary Wharf, London, E145LQ.

The financial statements for the year ended March 31,2017 were approved by the Board of Directors and authorised for issue on April 28,2017.

**2 Significant Accounting Policies**

**a) Statement of compliance**

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted with effect from April 1,2016 Indian Accounting Standards (referred to as "Ind AS")notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act 2013. These financial statements for the year ended March 31,2017 are the first ; the Company has prepared in accordance with Ind AS .Previous periods have been restated to Ind AS. (Refer to Note XX for information on how the Company adopted Ind AS.)

**b) Basis of preparation**

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

**c) Use of estimates and judgments**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities.

**(i) Impairment of investments**

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

**(ii) Useful lives of property, plant and equipment**

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

**(iii) Valuation of deferred tax assets**

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period.

**(iv) Provisions and Contingent liabilities**

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance sheet date. These are reviewed at each Balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset in neither recognised nor disclosed in the financial statements.

**d) Revenue Recognition**

The Company revenue generated from licensing and maintainence of software products.

**(i) Revenue from IT solutions**

The Company earns revenue from IT solutions comprises of revenue from the sale of software products, providing IT services and sale of hardware and third party software.

- Revenue from Software Products is recognized on delivery/installation, as per the predetermined/laid down policy across all geographies or a lower amount as considered appropriate in terms of the contract. Maintenance revenue in respect of products is deferred and recognized ratably over the period of the underlying maintenance agreement.

- Revenue from IT Services is recognized either on time and material basis or fixed price basis or based on certain measurable criteria as per relevant contracts. Revenue on Time and Material Contracts is recognized as and when services are performed. Revenue on Fixed-Price Contracts is recognized on the percentage of completion method. Provisions for estimated losses, if any, on such uncompleted contracts are recorded in the period in which such losses become probable based on the current estimates.

- Revenue from Supply of Hardware/Other Material and Sale of Third Party Software License/Term License/Other Materials incidental to the aforesaid services is recognized based on delivery/installation, as the case may be. Recovery of incidental expenses is added to respective revenue.

Unbilled and unearned revenue :

- Revenue recognized over and above the billings on a customer is classified as “unbilled revenue” and advance billing to customer is classified as “advance from customer/unearned revenue” and included in other liabilities.

**(ii) Revenue from Transaction Services:**

- Revenue from transaction services and other service contracts is recognized based on transactions processed or manpower deployed.

**e) Interest / Dividend Income**

Dividend income is recorded when the right to receive payment is established. Interest income is recognised using the effective interest method.

**f) Leases**

**(i) Finance lease**

Assets taken on lease by the Company in its capacity as a lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such leases are capitalised at the inception of the lease at the lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

**(ii) Operating lease**

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating lease. Operating lease payments are recognised on a straight line basis over the lease term in the statement of profit and loss, unless the lease agreement explicitly states that increase is on account of inflation.

**g) Cost recognition**

Costs and expenses are recognised when incurred and have been classified according to their nature.

The costs of the Company are broadly categorised in employee benefit expenses, cost of third party products and services, finance costs ,depreciation and amortisation and other expenses. Employee benefit expenses include employee compensation, allowances paid, contribution to various funds and staff welfare expenses. Cost of third party products and services mainly include purchase of software licenses and products ,fees to external consultants ,cost of running its facilities, cost of equipment and other operating expenses. Finance cost includes interest and other borrowing cost. Other expenses is an aggregation of costs which are individually not material such as commission and brokerage, printing and stationery ,communication, repairs and maintenance etc.

**h) Foreign currency**

The functional currency of the Company is Indian rupee(₹).

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity’s net investment in that foreign operation.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

Non monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined

**i) Income taxes**

**Current income taxes**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside 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.

Advance taxes and provisions for current income taxes are presented in the Balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

**Deferred income taxes**

Deferred income tax is recognised using the Balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

**j) Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**(i) Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

**(ii) Financial assets**

**Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

**Subsequent measurement**

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

**- Debt instruments at amortised cost**

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

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

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

- Debt instrument at FVTOCI

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

(a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

(b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

- Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

**- Equity investments**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by- instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to 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.
Interest in subsidiaries, associates and joint ventures are accounted at cost.

**Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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 recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises 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.

**Impairment of financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 43 details how the Company determines whether there has been a significant increase in credit risk.
For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

**(iii) Financial liabilities**

**Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.
All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.
The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

**Subsequent measurement**

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

- **Financial Liabilities at fair value through profit or loss**

  Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.
  Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

- **Loans and borrowings**
  After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

  Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

- **Financial guarantee contracts**
  Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

***Derecognition***

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

**(vi) Reclassification of financial assets**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

**(v) Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**k) Compound financial Instruments**

Compound financial Instruments are separated into liability and equity components based on the terms of the contract.

On issuance of the Compound financial Instruments, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent years.

Transaction costs are apportioned between the liability and equity components of the Compound financial Instruments based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

**l) Investments in subsidiaries**

Investments in subsidiaries are measured at cost less impairment.

**m) Property, plant and equipment**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

**Transition to Ind AS**

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

**Depreciation methods, estimated useful lives and residual value**

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives adopted by Company

| Category of Assets | *Useful lives adopted by Company* | *Useful Lives prescribed under Schedule II of the Act* |
|---|---|---|
| Computers | *5 years* | *3-6 years* |
| Plant and Machinery, Electrical Installation | *5 years* | *15 years* |
| Office Equipment | *5 years* | *5 years* |
| Furniture and Fixtures | *5 years* | *10 years* |
| Vehicles | *5 years* | *10 years* |
| Leasehold Improvement | *5 years* | *5 years* |

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Company will obtain ownership at the end of the lease term.

The useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

**n) Intangible assets**

**(i) Goodwill**

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

**(ii) Patents, copyrights , Business commercial rights and other rights**

Separately acquired patents and copyrights are shown at historical cost. Patents, copyrights and non-compete acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

**(iii) Computer software**

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

**(vi) Research and development**

Research expenditure and development expenditure that do not meet the criteria specified above are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

**Amortisation methods and periods**

The Company amortises intangible assets with a finite useful life using the straight-line method over the following periods:

| Category of Assets | Useful lives adopted by Company |
|---|---|
| Goodwill | 5 years |
| Business Commercial rights | 10 years |
| Software products | 10 years |
| Software others | 5 years or as per license period |

**Transition to Ind AS**

On transition to Ind AS, the Company has elected to continue with the carrying value of all of intangible assets recognised as at April 1, 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

**o) Impairment**

**(i) Financial assets (other than at fair value)**

The Company assesses at each date of Balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk or the financial asset has increased significantly since initial recognition.

**(ii) Non-financial assets**

**Tangible and intangible assets**

Property, plant and equipment and intangible assets within finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

**p) Employee benefits**

**(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

**(ii) Other long-term employee benefit obligations**

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

**(iii) Post-employment obligations**

The Company operates the following post-employment schemes:

(a) defined benefit plans such as gratuity; and

(b) defined contribution plans such as provident fund.

- **Gratuity obligations**

The liability or asset recognised in the balance sheet in respect of defined benefit pension and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than INR, the cash flows are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

- **Defined contribution plans**

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

**(iv) Share-based payments**

Share-based compensation benefits are provided to employees via the Employee Option Plan and share-appreciation rights.

**(v) Employee options**

The fair value of options granted under the Employee Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

**q) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within XX days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**r) Borrowing costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

**s) Provisions**

**General**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**t) Contingent liabilities recognised in a business combination**

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

**u) Contributed equity**

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**v) Dividends**

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

**w) Earnings per share**

**(i) Basic earnings per share**

Basic earnings per share is calculated by dividing:
- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

**(ii) Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:
- the after income tax effect of interest and other financing costs associated with dilutive potential equity
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**x) Current/non current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:
- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

**y) Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupee as per the requirement of Schedule III, unless otherwise stated.

# 3I INFOTECH UK LIMITED (CONSOL)
# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

**3. FIRST TIME ADOPTION OF IND AS**

These are the Company’s first financial statements prepared in accordance with Ind AS. The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended March 31, 2017, the comparative information presented in these financial statements for the year ended March 31, 2016 and in the preparation of an opening Ind AS balance sheet at April 1, 2015 (the Company’s date of transition). There are no differences between the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP) and the amounts to be reported under INDAS.

# 3I INFOTECH UK LIMITED (CONSOL)
# NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

**4. PROPERTY, PLANT AND EQUIPMENT**

(Amount in INR)

| Particulars | Computer Hardwares | Total |
|---|---|---|
| **GROSS CARRYING VALUE** | | |
| **As at April 1, 2015** | | |
| Additions | 74,229 | 74,229 |
| Disposals | - | - |
| Discontinued operations (Note 17) | - | - |
| Acquisition through business combinations | - | - |
| Other Adjustments | - | - |
| **As at March 31, 2016** | **74,229** | **74,229** |
| Additions | - | - |
| Disposals | - | - |
| Discontinued operations (Note 17) | - | - |
| Acquisition through business combinations | - | - |
| Other Adjustments | - | - |
| **As at March 31, 2017** | **74,229** | **74,229** |
| **ACCUMULATED DEPRECIATION/IMPAIRMENT** | | |
| **As at April 1, 2015** | | |
| Depreciation for the year | - | - |
| Impairment Loss for the year | - | - |
| Discontinued operations (Note 17) | - | - |
| Acquisition through business combinations | - | - |
| Deductions\Adjustments during the period | - | - |
| **As at March 31, 2016** | - | - |
| Depreciation for the year | 22,372 | 22,372 |
| Impairment Loss for the year | - | - |
| Discontinued operations (Note 17) | - | - |
| Acquisition through business combinations | - | - |
| Deductions\Adjustments during the period | 11,061 | 11,061 |
| **As at March 31, 2017** | **33,433** | **33,433** |
| | | |
| **Net Carrying value as at March 31, 2017** | **40,796** | **40,796** |
| **Net Carrying value as at March 31, 2016** | **74,229** | **74,229** |
| **Net Carrying value as at April 1, 2015** | **-** | **-** |

## 3I INFOTECH UK LIMITED (CONSOL)
## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

**5. INTANGIBLE ASSETS**

(Amount in INR)

| Particulars | Goodwill | Total |
|---|---|---|
| **GROSS CARRYING VALUE** | | |
| **As at April 1, 2015** | 54,46,45,383 | 54,46,45,383 |
| Additions | | - |
| Deletions | | - |
| Acquisition through business combinations | | - |
| Other Adjustments | 54,46,45,383 | 54,46,45,383 |
| **As at March 31, 2016** | **-** | **-** |
| Additions | - | - |
| Deletions | - | - |
| Acquisition through business combinations | - | - |
| Other Adjustments | - | - |
| **As at March 31, 2017** | **-** | **-** |
| **ACCUMULATED AMORTISATION AND IMPAIRMENT** | | |
| **As at April 1, 2015** | - | - |
| Amortisation for the year | - | - |
| Impairment | - | - |
| Acquisition through business combinations | - | - |
| Deductions\Adjustments during the period | - | - |
| **As at March 31, 2016** | - | - |
| Amortisation for the year | | - |
| Impairment | | - |
| Acquisition through business combinations | | - |
| Deductions\Adjustments during the period | | - |
| | | - |
| **As at March 31, 2017** | **-** | **-** |
| | | |
| **Net Carrying value as at March 31, 2017** | **-** | **-** |
| **Net Carrying value as at March 31, 2016** | **-** | **-** |
| **Net Carrying value as at April 1, 2015** | **54,46,45,383** | **54,46,45,383** |

## 3I INFOTECH UK LIMITED (CONSOL)
## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

**6. FINANCIAL ASSETS**

(Amount in INR)

| Particulars | March 31, 2017 | March 31, 2016 | April 1, 2015 |
|---|---|---|---|
| **(A) LOANS** | | | |
| **Current** | | | |
| ***Unsecured, considered good unless otherwise stated*** | | | |
| Loans to Related Parties | - | - | 25,23,54,698 |
| **Total** | **-** | **-** | **25,23,54,698** |
| **(B) OTHER FINANCIAL ASSETS** | | | |
| **Non Current** | | | |
| **Financial assets carried at amortised cost** | | | |
| Security Deposits | 4,44,497 | - | 2,11,78,188 |
| **Total** | **4,44,497** | **-** | **2,11,78,188** |
| **Current** | | | |
| **Financial assets carried at amortised cost** | | | |
| Unbilled Revenue | 35,97,733 | 33,42,250 | 5,10,94,911 |
| **Total** | **35,97,733** | **33,42,250** | **5,10,94,911** |

## 3I INFOTECH UK LIMITED (CONSOL)
## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

**7. TRADE RECEIVABLES**

**(Amount in INR)**

| Particulars | March 31, 2017 | March 31, 2016 | April 1, 2015 |
|---|---|---|---|
| **Current** | | | |
| Trade Receivables from customers | 5,27,83,382 | 4,78,22,614 | 2,01,48,408 |
| | **5,27,83,382** | **4,78,22,614** | **2,01,48,408** |

# 3I INFOTECH UK LIMITED (CONSOL)
# NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

**8. CASH AND CASH EQUIVALENTS**

**(Amount in INR)**

| Particulars | March 31, 2017 | March 31, 2016 | April 1, 2015 |
|---|---|---|---|
| **Balances with banks:** | | | |
| - On current accounts | 1,34,03,262 | 1,57,07,968 | 24,07,541 |
| | **1,34,03,262** | **1,57,07,968** | **24,07,541** |

**9. OTHER ASSETS**

**(Amount in INR)**

| Particulars | March 31, 2017 | March 31, 2016 | April 1, 2015 |
|---|---|---|---|
| **Current** | | | |
| **Advances other than Capital advances** | | | |
| - Other Advances | 1,09,08,696 | 3,28,93,019 | 8,95,59,760 |
| **Others** | | | |
| - Prepaid expenses | 5,39,818 | - | - |
| - Balances with Statutory, Government Authorities | 5,84,513 | - | - |
| - Other current assets | - | - | 1,34,41,950 |
| **Total** | **1,20,33,027** | **3,28,93,019** | **10,30,01,710** |

# 3I INFOTECH UK LIMITED (CONSOL)
# NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

## 10. SHARE CAPITAL

**i. Authorised Share Capital** **(Amount in INR)**

| | Equity Share | |
|---|---|---|
| | **Number** | **Amount** |
| **At April 1, 2015** | **32,26,000** | **32,26,000** |
| Increase/(decrease) during the year | - | |
| **At March 31, 2016** | **32,26,000** | **32,26,000** |
| Increase/(decrease) during the year | - | |
| **At March 31, 2017** | **32,26,000** | **32,26,000** |

During the year ended March 31, 2017, the authorised share capital was unchanged.

**Terms/rights attached to equity shares**

The company has only one class of equity shares having par value of GBP 1 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**ii. Issued Capital**

| | **Number** | **Amount** |
|---|---|---|
| **Equity shares of GBP 1 each issued, subscribed and fully paid** | | |
| **At April 1, 2015** | **32,26,000** | **25,51,44,152** |
| Issued during the period | - | |
| **At March 31, 2016** | **32,26,000** | **25,51,44,073** |
| Issued during the period | - | |
| **At March 31, 2017** | **32,26,000** | **25,51,44,073** |

**iii. Shares held by holding/ ultimate holding company and / or their subsidiaries / associates**

Out of equity shares issued by the company, shares held by its holding company, ultimate holding company and their subsidiaries/ associates are as below:

| | **March 31, 2017** | **March 31, 2016** |
|---|---|---|
| 3i Infotech Ltd | | |
| Equity shares | 32,26,000 | 32,26,000 |

**iv. Details of shareholders holding more than 5% shares in the company**

| **Name of the shareholder** | **As at March 31, 2017** | | **As at March 31, 2016** | |
|---|---|---|---|---|
| | Number | % holding | Number | % holding |
| Equity shares of GBP 1 each fully paid | | | | |
| 3i Infotech Ltd | 32,26,000 | 100 | 32,26,000 | 100 |

**v. Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:**

The Company has not issued any class of shares as fully paid up shares pursuant to contract(s) without payment being received in cash and bonus shares during the period of 5 years immediately preceding the Balance Sheet date.
The Company has not bought back any class of shares during the period of 5 years immediately preceding the Balance Sheet date.

**vi. Shares reserved for issue under options**

The Company has not reserved any shares for issue under options.

# 3I INFOTECH UK LIMITED (CONSOL)
## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

**11. OTHER EQUITY**

**i. Reserves and Surplus** **(Amount in INR)**

| Particulars | March 31, 2017 | March 31, 2016 | April 1, 2015 |
|---|---|---|---|
| Securities Premium Reserve | - | - | 3,59,76,59,209 |
| Retained Earnings | (27,84,00,292) | (26,95,78,484) | (2,92,03,74,077) |
| | **(27,84,00,292)** | **(26,95,78,484)** | **67,72,85,132** |

**(a) Retained Earnings** **(Amount in INR)**

| | March 31, 2017 | March 31, 2016 |
|---|---|---|
| Opening balance | (26,95,78,484) | 67,72,85,132 |
| Net Profit/(Loss) for the period | (1,12,99,987) | (58,03,15,286) |
| Loss on sale / Goodwill written off | - | 3,33,79,356 |
| Difference due to change in Forex rate for retained earnings | 24,78,179 | - |
| Proposed Dividend | - | (39,99,27,686) |
| **Closing balance** | **(27,84,00,292)** | **(26,95,78,484)** |

# 3I INFOTECH UK LIMITED (CONSOL)
# NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

**12. TRADE PAYABLES**

(Amount in INR)

| Particulars | March 31, 2017 | March 31, 2016 | April 1, 2015 |
|---|---|---|---|
| **Current** | | | |
| Trade Payables to Related Parties (Refer note 25) | 6,97,30,346 | 6,89,42,843 | - |
| Trade Payables to Others | 2,02,74,062 | 1,17,78,366 | 3,08,67,331 |
| **Total** | **9,00,04,408** | **8,07,21,209** | **3,08,67,331** |

**13. OTHER LIABILITIES**

(Amount in INR)

| Particulars | March 31, 2017 | March 31, 2016 | April 1, 2015 |
|---|---|---|---|
| **Current** | | | |
| Revenue Received in advances | 1,45,25,338 | - | - |
| Advance received from Customers | - | 3,35,08,861 | 3,15,34,304 |
| **Others** | | | |
| Statutory Liabilities | 2,20,995 | - | - |
| Others | - | 44,423 | - |
| **Total** | **1,47,46,333** | **3,35,53,284** | **3,15,34,304** |

## 3I INFOTECH UK LIMITED (CONSOL)

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

**14. OTHER FINANCIAL LIABILITIES**

(Amount in INR)

| Particulars | March 31, 2017 | March 31, 2016 | April 1, 2015 |
|---|---|---|---|
| **Current** | | | |
| **Financial Liabilities at amortised cost** | | | |
| Dues to employees | 8,08,177 | - | - |
| **Total** | **8,08,177** | **-** | **-** |

**3I INFOTECH UK LIMITED (CONSOL)**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017**

**15. REVENUE FROM OPERATIONS**

(Amount in INR)

| Particulars | 2016-17 | 2015-16 |
|---|---|---|
| **Sale of products** | | |
| IT Solutions - SOP | 3,54,38,614 | - |
| **Sale of services** | | |
| IT Solutions - SOS | 7,16,91,023 | 7,96,93,567 |
| | **10,71,29,637** | **7,96,93,567** |

**16. OTHER INCOME**

(Amount in INR)

| Particulars | 2016-17 | 2015-16 |
|---|---|---|
| Interest income on | | |
| Others | 27,150 | - |
| Foreign Exchange Fluctuation Gain | 24,07,358 | 2,42,93,656 |
| Rent received | 24,31,316 | 6,02,05,445 |
| Miscellaneous Income | 2,10,056 | - |
| | **50,75,880** | **8,44,99,101** |

**17. COST OF THIRD PARTY PRODUCTS AND SERVICES**

(Amount in INR)

| Particulars | 2016-17 | 2015-16 |
|---|---|---|
| For own use | 19,10,964 | - |
| For service delivery to clients | 8,52,81,376 | 1,39,51,430 |
| | **8,71,92,340** | **1,39,51,430** |

**18. EMPLOYEE BENEFITS EXPENSE**

(Amount in INR)

| Particulars | 2016-17 | 2015-16 |
|---|---|---|
| Salaries, wages and bonus | 53,04,224 | 7,16,21,197 |
| Contribution to provident and other funds | 8,08,774 | - |
| Staff welfare expenses | 768 | - |
| | **61,13,767** | **7,16,21,197** |

**19. FINANCE COST**

(Amount in INR)

| Particulars | 2016-17 | 2015-16 |
|---|---|---|
| Other borrowing costs | | |
| Others | 70,128 | 30,16,801 |
| | **70,128** | **30,16,801** |

# 3I INFOTECH UK LIMITED (CONSOL)
# NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

**20. DEPRECIATION AND AMORTISATION EXPENSE**

**(Amount in INR)**

| **Particulars** | **2016-17** | **2015-16** |
|---|---|---|
| Depreciation on tangible assets | 24,228 | - |
| | 24,228 | **-** |

**21. OTHER EXPENSES**

**(Amount in INR)**

| **Particulars** | **2016-17** | **2015-16** |
|---|---|---|
| Advertisement | 1,65,757 | - |
| Bad Debts written off | 1,19,51,507 | - |
| Insurance | 6,94,340 | - |
| Legal and professional fees | 70,98,964 | 1,53,10,025 |
| Rates and taxes | - | 1,70,78,587 |
| Rent | 36,47,466 | 5,99,74,494 |
| Hire Charges | 42,020 | - |
| Repairs & maintenance - other | - | 89,48,983 |
| Sales promotion expenses | 17,650 | - |
| Telephone and internet expenses | 10,04,481 | 2,13,244 |
| Travelling & conveyance expenses | 28,04,385 | 56,28,177 |
| Allowance for doubtful debts and advances | 19,34,003 | 57,80,24,732 |
| Miscellaneous expenses | 5,90,212 | 65,56,781 |
| Printing and stationery | 3,048 | - |
| Office Expenses | 1,51,208 | - |
| | **3,01,05,041** | **69,17,35,023** |

**22. EXCEPTIONAL ITEMS**

**(Amount in INR)**

| **Particulars** | **March 31, 2017** | **March 31, 2016** |
|---|---|---|
| Exceptional items - Interco written off | **-** | 15,01,80,798 |
| Exceptional items - on sale | **-** | (18,59,97,295) |
| | **-** | **(3,58,16,497)** |

# 3I INFOTECH UK LIMITED (CONSOL)
# NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

**23. EARNINGS PER SHARE**

**(Amount in INR)**

| **Particulars** | **2016-17** | **2015-16** |
|---|---|---|
| **(a) Basic earnings per share** | | |
| From continuing operations attributable to the equity holders of the company | (3.50) | (179.89) |
| From discontinuing operations attributable to the equity holders of the company | - | - |
| **Total basic earnings per share attributable to the equity holders of the company** | **(3.50)** | **(179.89)** |
| **(b) Dilluted earnings per share** | | |
| From continuing operations attributable to the equity holders of the company | (3.50) | (179.89) |
| From discontinuing operations attributable to the equity holders of the company | - | - |
| **Total dilluted earnings per share attributable to the equity holders of the company** | **(3.50)** | **(179.89)** |
| **(c) Reconciliations of earnings used in calculating earnings per share** | | |
| *Basic earnings per share* | | |
| Profit attributable to the equity holders of the company used in calculating basic earnings per share | | |
| From continuing operations | (1,12,99,987) | (58,03,15,286) |
| From discontinuing operations | | |
| | **(1,12,99,987)** | **(58,03,15,286)** |
| *Dilluted earnings per share* | | |
| Profit from continuing operations attributable to the equity holders of the company | | |
| Used in calculating basic earnings per share | (1,12,99,987) | (58,03,15,286) |
| Add: Interest savings on convertible bonds | | |
| Add: Interest savings on convertible preference shares | | |
| Add: Interest savings on other instruments | | |
| Profit from discontinuing operations | - | - |
| **Profit attributable to the equity holders of the company used in calculating dilluted earnings per share** | (1,12,99,987) | (58,03,15,286) |
| **(d) Weighted average number of shares used as the denominator** | | |
| Weighted average number of equity shares used as the denominator in calculating basic earnings per share | 32,26,000 | 32,26,000 |
| Adjustments for calculation of dilluted earnings per share: | | |
| Options | - | - |
| Convertible Bonds | - | - |
| Convertible Preference shares | - | - |
| **Weighted average number of equity shares used as the denominator in calculating dilluted earnings per share** | **32,26,000** | **32,26,000** |

## 24. COMMITMENTS AND CONTINGENCIES

(Amount in INR)

### A. Commitments

**i. Leases**

**Operating lease commitments - Company as lessee**

The company leases various offices, warehouses and retail stores under non-cancellable operating leases. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.
The company has paid INR 36,47,466 (March 31, 2016: INR 599,74,494) during the year towards minimum lease payment.

| | March 31, 2017 | March 31, 2016 | April 1, 2015 |
|---|---|---|---|
| Commitments for minimum lease payments in relation to non cancellable operating leases are as follows | | | |
| Within one year | 29,93,304 | 32,48,553 | 3,57,83,769 |
| Later than one year but not later than five years | - | - | - |
| later than five years | - | - | - |
| | **29,93,304** | **32,48,553** | **3,57,83,769** |

**Operating lease commitments - Company as lessor**

The Company has entered into operating leases on its investment property portfolio consisting of certain offices and buildings. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions. The total rents recognised as income during the year is INR 24,31,316 (March 31, 2016: INR 602,05,445).

| | March 31, 2017 | March 31, 2016 | April 1, 2015 |
|---|---|---|---|
| Minimum lease rentals receivables in relation to non cancellable operating leases are as follows | | | |
| Within one year | - | 23,68,103 | 2,99,80,792 |
| Later than one year but not later than five years | - | - | - |
| later than five years | - | - | - |
| | **-** | **23,68,103** | **2,99,80,792** |

# 3I INFOTECH UK LIMITED (CONSOL)

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

**25. DISTRIBUTION MADE AND PROPOSED**

**i. Cash dividends** **(Amount in INR)**

| Particulars | March 31, 2017 | March 31, 2016 |
|---|---|---|
| **Proposed dividends on Equity Shares:** | | |
| Final cash dividend for the year ended on March 31, 2017: Nil (March 31, 2016: INR 123.97 per share) | - | 39,99,27,686 |
| DDT on proposed dividend | - | - |
| | **-** | **39,99,27,686** |

# 3I INFOTECH UK LIMITED (CONSOL)

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

## 26. INCOME TAX

| | March 31, 2017 | March 31, 2016 | April 1, 2015 |
|---|---|---|---|
| **Unrecognised deferred tax assets** | | | |
| Deductible temporary differences | - | - | - |
| Unrecognised tax losses | 45,69,73,728 | 53,44,06,594 | 43,10,89,078 |
| Unrecognised tax credits | - | - | - |

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liablities relate to income taxes levied by the same tax authority

Considering the probability of availability of future taxable profits in the period in which tax losses expire, deferred tax assets have not been recognised in respect of tax lossses carried forward by the Company

# 3I INFOTECH UK LIMITED (CONSOL)
# NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

**(Amount in INR)**

**27. RELATED PARTY TRANSACTIONS**

**(i) List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures**

| Name of Related Party | Nature of Relationship | Country of Incorporation |
|---|---|---|
| 3i Infotech Inc. | Fellow Subsidiary | USA |
| 3i Infotech SDN BHD | Fellow Subsidiary | Malaysia |
| 3i Infotech (Middle East) FZ LLC | Fellow Subsidiary | UAE |
| Black Barret Holdings Limited | Fellow Subsidiary | Cyprus |
| 3i Infotech Financial Software Inc. | Fellow Subsidiary | USA |
| 3i Infotech Saudi Arabia LLC | Fellow Subsidiary | Saudi Arbia |
| 3i Infotech Asia Pacific Pte Ltd | Fellow Subsidiary | Singapore |
| 3i Infotech (Western Europe) Holdings Limited (up to February 8,2016) | Subsidiary | UK |
| 3i Infotech (Western Europe) Group Limited | Subsidiary | UK |
| 3i Infotech (Western Europe) Limited | Subsidiary | UK |
| Rhyme Systems Limited, UK | Subsidiary | UK |
| 3i Infotech Framework Limited, UK (up to February 8,2016) | Subsidiary | UK |
| 3i Infotech Flagship - UK Ltd | Subsidiary | UK |
| 3i Infotech Service SDN BHD | Fellow Subsidiary | Malaysia |
| 3i infotech (Thailand ) Limited | Fellow Subsidiary | Thailand |
| Professional Access Software Development Private Limited | Fellow Subsidiary | India |
| Locuz Enterprise Solutions Limited | Fellow Subsidiary | India |
| Locus Inc USA | Fellow Subsidiary | USA |
| 3i Infotech Consultancy Services Limited | Fellow Subsidiary | India |
| 3i Infotech Trusteeship Services Limited. (up to October 15, 2015) | Fellow Subsidiary | India |
| Elegon Infotech Limited. China | Fellow Subsidiary | China |
| 3i Infotech Holdings Private Limited | Fellow Subsidiary | Mauritius |
| 3i Infotech BPO Limited | Fellow Subsidiary | India |
| IFRS Cloud Solution Limited (formerly known as 3i Infotech Outsourcing Services Limited) | Fellow Subsidiary | India |
| 3i Infotech (Africa) Limited | Fellow Subsidiary | Kenya |
| 3i Infotech (South Africa) (PTY) Limited | Fellow Subsidiary | Republic of South Africa |
| 3i Infotech Limited | Ultimate Holding | India |

**Key Managerial Personnal (KMP) :**

| Name of Related Party | Designation |
|---|---|
| 1. Mr. Padmanabhan Iyer | Director |
| 2. Mr. Mrinal Ghosh | Director |

**(ii) Transactions with related parties**

The following transactions occurred with related parties

| Name | Nature of Relationship | Nature of Transaction | March 31, 2017 | March 31, 2016 |
|---|---|---|---|---|
| 3i Infotech Ltd | Holding Company | Expense | 4,53,97,572 | - |
| 3i Infotech (Middle East) FZ LLC | Fellow Subsidiary | Expense | 8,70,951 | - |
| 3i Infotech Inc | Fellow Subsidiary | Expense | 5,56,385 | 1,41,09,337 |

**(iii) Outstanding balances arising from sales/purchases of goods and services**

| Name | Nature of Relationship | March 31, 2017 | March 31, 2016 | April 1, 2015 |
|---|---|---|---|---|
| ***Trade Payables*** | | | | |
| 3i Infotech Ltd | Holding Company | 6,84,84,765 | 5,44,41,093 | - |
| 3i Infotech (Middle East) FZ LLC | Fellow Subsidiary | 9,31,963 | - | - |
| 3i Infotech Inc | Fellow Subsidiary | 3,13,618 | 1,45,01,750 | - |
| | | 6,97,30,346 | 6,89,42,843 | - |

**(iv) Loans to/from related parties**

| Name | Nature of Relationship | Particulars | March 31, 2017 | March 31, 2016 |
|---|---|---|---|---|
| ***Loans to related parties*** | | | | |
| 3i Infotech Ltd | Holding company | Beginning of the year | - | 33,96,69,870 |
| | | Loans advanced | - | 5,87,49,204 |
| | | Dividend Expense recognised | - | (39,84,19,074) |
| | | Interest received | - | - |
| | | **End of the year** | - | - |

# 3I INFOTECH UK LIMITED (CONSOL)
## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

**28. FAIR VALUE MEASUREMENTS**

**i. Financial Instruments by Category** **(Amount in INR)**

| Particulars | Carrying Amount | | | Fair Value | | |
|---|---|---|---|---|---|---|
| | March 31, 2017 | March 31, 2016 | April 1, 2015 | March 31, 2017 | March 31, 2016 | April 1, 2015 |
| **FINANCIAL ASSETS** | | | | | | |
| **Amortised cost** | | | | | | |
| Trade Receivables | 5,27,83,382 | 4,78,22,614 | 2,01,48,408 | 5,27,83,382 | 4,78,22,614 | 2,01,48,408 |
| Loans | - | - | 25,23,54,698 | - | - | 25,23,54,698 |
| Cash and Cash Equivalents | 1,34,03,262 | 1,57,07,968 | 24,07,541 | 1,34,03,262 | 1,57,07,968 | 24,07,541 |
| Other Bank Balances | - | - | - | - | - | - |
| Other Financial Assets | 40,42,230 | 33,42,250 | 7,22,73,099 | 40,42,230 | 33,42,250 | 7,22,73,099 |
| **Total** | **7,02,28,874** | **6,68,72,832** | **34,71,83,745** | **7,02,28,874** | **6,68,72,832** | **34,71,83,745** |
| **FINANCIAL LIABILITIES** | | | | | | |
| **Amortised cost** | | | | | | |
| Trade Payables | 9,00,04,408 | 8,07,21,209 | 3,08,67,331 | 9,00,04,408 | 8,07,21,209 | 3,08,67,331 |
| Other financial liabilities | 8,08,177 | - | - | 8,08,177 | - | - |
| **Total** | **9,08,12,585** | **8,07,21,209** | **3,08,67,331** | **9,08,12,585** | **8,07,21,209** | **3,08,67,331** |

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair values for loans and security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the Fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

The fair values of non current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

**ii. Fair Value Hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measure at fair value. To provide an indication about the reliability of the inputs used in determing fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table:

**Assets and liabilities measured at fair value - recurring fair value measurement:**

| Particulars | March 31, 2017 | | | Total | March 31, 2016 | | | Total |
|---|---|---|---|---|---|---|---|---|
| | Fair value measurement using | | | | Fair value measurement using | | | |
| | Quoted prices in active markets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | | Quoted prices in active markets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | |
| **Financial Assets** | | | | | | | | |
| Deposits | - | - | 4,44,497 | 4,44,497 | - | - | - | - |
| **Total Financial Assets** | **-** | **-** | **4,44,497** | **4,44,497** | **-** | **-** | **-** | **-** |
| **Total Assets** | **-** | **-** | **4,44,497** | **4,44,497** | **-** | **-** | **-** | **-** |

| Particulars | April 1, 2015 Fair value measurement using Quoted prices in active markets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total |
|---|---|---|---|---|
| **Financial Assets** | | | | |
| Deposits | - | - | 2,11,78,188 | 2,11,78,187.98 |
| Loans | - | - | 25,23,54,698 | 25,23,54,698 |
| **Total Financial Assets** | **-** | **-** | **27,35,32,886** | **27,35,32,886** |
| | | | | |
| **Total Assets** | **-** | **-** | **27,35,32,886** | **27,35,32,886** |

**There have been no transfers among Level 1, Level 2 and Level 3 during the period**

**Level 1 -** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

**Level 2 -** The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3 -** If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity shares, contingent consideration and indemnification assets included in level 3.

**iii. Valuation technique used to determine fair value**

Specific Valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of foreign currency option contracts is determined using discounted cash flow analysis

**v. Valuation processes**

The finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports direclty to the chief financial officer (CFO) and the audit committte. Discussions of valuation processes and results are held between the CFO, AC and the valuation team at least once every three months, in line with the company's quarterly reporting periods.

**(Amount in INR)**

**29. FINANCIAL RISK MANAGEMENT**

The Company is exposed primarily to fluctuations in foreign currency exchange rates ,credit ,liquidity and interest rate risk ,which may adversely impact the fair value of its financial instruments. The Company has a risk management policy which covers risks associated with the financial assets and liabilities . The risk management policy is approved by Board of Directors . The focus of the risk management committee is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the Company.

**i. Market Risk**

Market risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of the change in market prices . Such changes in the value of financial instruments may result from changes in the foreign currency exchange, interest rates ,credit ,liquidity and other market changes. The Company's exposure to market risk is primarily on account of foreign currency exchange rate risk.

**(a) Foreign currency exchange rate risk**

The fluctuation in foreign currency exchange rate may have potential impact on the statement of profit and loss and the other comprehensive income and equity ,where any transaction reference more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the Company.

Considering the countries and the economic environment in which the Company operates, its operations are subject to risk arising from fluctuations in exchange rates in those countries. The risks primarily relates to fluctuations in US Dollar, Great Britain Pound and Euro against the functional currency of the Company.

The Company , as per its current risk management policy ,does not use any derivatives instruments to hedge foreign exchange . Further ,any movement in the functional currency of the various operations of the Company against major foreign currencies may impact the Company's revenue in international business.

The Company evaluates the impact of the foreign exchange rate fluctuation by assessing its exposure to exchange rate risks. Apart from exposures of foreign currency payables and receivables, which partially are naturally hedged against each other, the Company does not use any hedging instruments to hedge its foreign currency exposures; in line with the current risk management policies.

The foreign exchange rate sensitivity is calculated by aggregation of the net foreign exchange rate exposure and a simultaneous parallel foreign exchange rate shift of all the currencies by 10% against the functional currency of the Company.

The following analysis has been worked out based on the net exposures of the Company as of the date of Balance Sheet which could affect the statement of profit and loss and the other comprehensive income and equity .

The following table set forth information relating to foreign currency exposure as at March 31,2017:

(Amount in INR)

| | USD | GBP | EUR | Total |
|---|---|---|---|---|
| Total financial assets | - | 6,97,84,377 | - | **6,97,84,377** |
| Total financial liabilities | - | 9,08,12,585 | - | **9,08,12,585** |

1% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Company would result in decrease /increase in the Company 's profit before tax by approximately Rs 16,05,970 for the year ended March 31,2017

The following table sets forth information relating to foreign currency exposure as at March 31, 2016:

(Amount in INR)

| | USD | GBP | EUR | Total |
|---|---|---|---|---|
| Total financial assets | - | 6,68,72,832 | - | **6,68,72,832** |
| Total financial liabilities | - | 8,07,21,209 | - | **8,07,21,209** |

10% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Company would result in decrease /increase in the Company 's profit before tax by approximately Rs 14,75,940 for the year ended March 31,2016

The following table set forth information relating to foreign currency exposure as at April 1,2015:

(Amount in INR)

| | USD | GBP | EUR | Total |
|---|---|---|---|---|
| Total financial assets | - | 32,60,05,557 | | **32,60,05,557** |
| Total financial liabilities | - | 3,08,67,331 | | **3,08,67,331** |

10% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Company would result in decrease /increase in the Company 's profit before tax by approximately Rs 35,68,728 for the year ended March 31,2015

**(b)Interest rate risk**

The Company’s fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market.

**(ii) Credit risk**

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, investments carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables and unbilled revenues.

**(1) Credit risk management**

**- Trade receivables and Unbilled revenues**

Credit risk has always been managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables and unbilled revenue. 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 analyzed.

**- Other Financails Assets**

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

**(2) Credit risk exposure**

**- Trade receivables and Unbilled revenues**

The carrying amount of trade receivables and unbilled revenues represents the maximum credit exposure from customers. The maximum exposure to credit risk from customers is INR 563,81,114 (March 31, 2016: INR 511,64,864, April 1, 2015: INR 712,43,318). The lifetime expected credit loss on customer balance for the year ended March 31, 2017 is Nil (March 31, 2016: Nil, April 1, 2015: Nil).

Reconciliation of loss allowance provision - Trade receivables and Unbilled revenue

| Particulars | March 31, 2017 | March 31, 2016 |
|---|---|---|
| **Balance at the beginning** | 5,63,81,114 | 5,11,64,864 |
| Impairment loss recognised/reversed | - | - |
| **Balance at the end** | **5,63,81,114** | **5,11,64,864** |

**- Other Financial Assets**

The carrying amount of cash and cash equivalents and other financial assets represents the maximum credit exposure. The maximum exposure to credit risk is INR 170,00,995 (March 31, 2016: INR 190,50,217, April 1, 2015: INR 535,02,452). The 12 months expected credit loss and lifetime expected credit loss on these financial assets for the year ended March 31, 2017 is Nil (March 31, 2016: INR Nil, April 1, 2015 : Nil )

**(iii) Liquidity risks**

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient
The Company consistently generated sufficient cash flow from operations to meet its financial obligation as and when they fall due .
The table below provides details regarding the contractual maturities of significant financial liabilities as at :

(Amount in INR)

| March 31,2017 | Due in 1st year | Due in 2nd year | Due in 3rd to 5th year | Due after 5 year | Total |
|---|---|---|---|---|---|
| **Non-derivative financial liabilities :** | | | | | - |
| Trade and other payables | 10,47,50,741 | - | - | - | 10,47,50,741 |
| Other financial liabilities | 8,08,177 | - | - | - | 8,08,177 |
| | | | | | - |
| **Total** | **10,55,58,918** | **-** | **-** | **-** | **10,55,58,918** |

(Amount in INR)

| March 31,2016 | Due in 1st year | Due in 2nd year | Due in 3rd to 5th year | Due after 5 year | Total |
|---|---|---|---|---|---|
| **Non-derivative financial liabilities :** | | | | | - |
| Trade and other payables | 11,42,74,493 | - | - | - | 11,42,74,493 |
| Other financial liabilities | - | | | | - |
| | | | | | - |
| **Total** | **11,42,74,493** | **-** | **-** | **-** | **11,42,74,493** |

(Amount in INR)

| April 1,2015 | Due in 1st year | Due in 2nd year | Due in 3rd to 5th year | Due after 5 year | Total |
|---|---|---|---|---|---|
| **Non-derivative financial liabilities :** | | | | | - |
| Trade and other payables | 6,24,01,635 | - | - | - | 6,24,01,635 |
| Other financial liabilities | - | | | | - |
| | | | | | - |
| **Total** | **6,24,01,635** | **-** | **-** | **-** | **6,24,01,635** |

# 3I INFOTECH UK LIMITED (CONSOL)
# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

**(Amount in INR)**

## 30. CAPITAL MANAGEMENT

For the purpsoe 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 of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The company's policy is to keep the gearing ratio between 20% to 40%. The company includes within debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

| | March 31, 2017 | March 31, 2016 | April 1, 2015 |
|---|---|---|---|
| Borrowings other than convertible preference shares | - | - | - |
| Trade payables | 9,00,04,408 | 8,07,21,209 | 3,08,67,331 |
| Other payables | 1,55,54,511 | 3,35,53,284 | 3,15,34,304 |
| Less: cash and cash equivalents | (1,34,03,262) | (1,57,07,968) | (24,07,541) |
| **Net Debt** | **9,21,55,656** | **9,85,66,525** | **5,99,94,094** |
| Convertible preference shares | - | - | - |
| Equity | 25,51,44,073 | 25,51,44,073 | 25,51,44,152 |
| **Total Capital** | **25,51,44,073** | **25,51,44,073** | **25,51,44,152** |
| **Capital and net debt** | **34,72,99,728** | **35,37,10,598** | **31,51,38,246** |
| **Gearing ratio** | **27** | **28** | **19** |

# 3I INFOTECH UK LIMITED (CONSOL)
# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

**(Amount in INR)**

**31. OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES**

The following table presents the recognised financial instruments that are offset and other agreements but not offset, as at March 31, 2017, March 31, 2016 and April 1, 2015. The column 'net amount' shows the impact on the company's balance sheet if all set-off rights were exercised.

| | Effects of offsetting on the balance sheet | | | Related amounts not offset | |
|---|---|---|---|---|---|
| | **Gross amount** | **Gross amounts set off in the balance sheet** | **Net amount presented in the balance sheet** | **Financial instruments collateral** | **Net amount** |
| **March 31, 2017** | | | | | |
| **Financial assets** | | | | | |
| Cash and cash equivalents | 13403262.46 | - | **1,34,03,262** | - | **1,34,03,262** |
| Trade receivables | 52783381.58 | - | **5,27,83,382** | - | **5,27,83,382** |
| Other financial assets | 4042229.999 | - | **40,42,230** | - | **40,42,230** |
| **Total** | 7,02,28,874 | - | 7,02,28,874 | - | 7,02,28,874 |
| **Financial liabilities** | | | | | |
| Trade payables | 90004407.62 | - | **9,00,04,408** | - | **9,00,04,408** |
| **Total** | 9,00,04,408 | - | 9,00,04,408 | - | 9,00,04,408 |
| **March 31, 2016** | | | | | |
| **Financial assets** | | | | | |
| Cash and cash equivalents | 1,57,07,968 | - | **1,57,07,968** | - | **1,57,07,968** |
| Trade receivables | 4,78,22,614 | - | **4,78,22,614** | - | **4,78,22,614** |
| Other financial assets | 33,42,250 | - | **33,42,250** | - | **33,42,250** |
| **Total** | 6,68,72,832 | - | 6,68,72,832 | - | 6,68,72,832 |
| **Financial liabilities** | | | | | |
| Trade payables | 8,07,21,209 | - | **8,07,21,209** | - | **8,07,21,209** |
| **Total** | 8,07,21,209 | - | 8,07,21,209 | - | 8,07,21,209 |
| **April 1, 2015** | | | | | |
| **Financial assets** | | | | | |
| Cash and cash equivalents | 24,07,541 | - | **24,07,541** | - | **24,07,541** |
| Trade receivables | 2,01,48,408 | - | **2,01,48,408** | - | **2,01,48,408** |
| Other financial assets | 7,22,73,099 | - | **7,22,73,099** | - | **7,22,73,099** |
| **Total** | 9,48,29,047 | - | 9,48,29,047 | - | 9,48,29,047 |
| **Financial liabilities** | | | | | |
| Trade payables | 3,08,67,331 | - | **3,08,67,331** | - | **3,08,67,331** |
| **Total** | 3,08,67,331 | - | 3,08,67,331 | - | 3,08,67,331 |

# 3I INFOTECH UK LIMITED (CONSOL)
# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

**(Amount in INR)**

**32. DEFERRAL/CAPITALISATION OF EXCHANGE DIFFERENCES**

The Ministry of Corporate Affairs (MCA) has issued the amendment dated December 29, 2011 to AS 11 "The Effects of Changes in Foreign Exchange Rates", to allow companies deferral/capitalization of exchange differences arising on long-term foreign currency monetary items. In accordance with the amendment/earlier amendment to AS 11, the Company has capitalised exchange loss, 'arising on long-term foreign currency loan to the cost of plant and equipments. The Company also has other long-term foreign currency monetary item, where the gain/(loss) due to fluctuation in foreign currency is accounted for as FCMITDA and disclosed under reserve and surplus.

Accordingly foreign exchange gain/(loss) adjusted against:

| Particulars | March 31, 2017 | March 31, 2016 | March 31, 2015 |
|---|---|---|---|
| Cost of the assets/ Capital work in progress | - | - | - |
| FCMITDA | - | - | - |
| Amortised in the current year | - | - | - |

**For and on behalf of the board**

**Sd/-**
**Padmanabhan Iyer**
**Director**
**DIN: 05282942**

**Sd/-**
**Mrinal Ghosh**
**Director**
**DIN:07232477**

**Place : Navi Mumbai**
**Date : April 28,2017**