

INDEPENDENT AUDITOR'S REPORT

To the Members of Happiest Minds Technologies Private Limited

Report on the Financial Statements

We have audited the accompanying standalone financial statements of Happiest Minds Technologies Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read together with paragraph 7 of the Companies (Accounts) rules 2014 and the (Accounting Standard) Amendment Rules, 2016. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.



Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2018, its loss, and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read together with paragraph 7 of the Companies (Accounts) rules 2014 and the (Accounting Standard) Amendment Rules, 2016;
 - (e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;



S.R. BATLIBOI & ASSOCIATES LLP


Chartered Accountants

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer Note 9 to the standalone financial statements;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004


per **Kaustav Ghose**
Partner
Membership Number: 057828



Place of Signature: Bengaluru
Date: June 04, 2018

Annexure 1: Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

Re: Happiest Minds Technologies Private Limited ('the Company')

We report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given by the management, there are no immovable properties, included in property, plant and equipment of the company and accordingly, the requirements under paragraph 3(i)(c) of the Order are not applicable to the Company.
- (ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause (iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the company.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and as explained, the Company is not in the business of sale of any goods. Therefore, in our opinion, the provisions of clause 3(vi) of the Order are not applicable to the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues of income tax, sales-tax, service tax, customs duty, excise duty, value added tax and cess which have not been deposited on account of any dispute.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

- (viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank or government or dues to debenture holders.
- (ix) In our opinion and according to the information and explanations given by the management, the Company has utilized the monies raised by way of a term loan taken during the year for the purpose for which it was raised.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no fraud / material fraud on the company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the provisions of section 197 read with Schedule V of the Act are not applicable to the company and hence reporting under clause 3(xi) are not applicable and hence not commented upon.
- (xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards. The provisions of sec 177 are not applicable to the company and accordingly reporting under clause 3(xiii) insofar as it relates to section 177 of the Act is not applicable to the Company and hence not commented upon.
- (xiv) According to the information and explanations given by the management, the Company has complied with provisions of section 42 of the Companies Act, 2013 in respect of the preferential allotment or private placement of shares during the year. According to the information and explanations given by the management, we report that the amounts raised, have been used for the purposes for which the funds were raised.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

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

Kaustav Ghose

per Kaustav Ghose
Partner

Membership Number: 057828
Place of Signature: Bangalore

Date: June 04, 2018



ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF HAPPIEST MINDS TECHNOLOGIES PRIVATE LIMITED

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

We have audited the internal financial controls over financial reporting of Happiest Minds Technologies Private Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these standalone financial statements.



Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Financial Statements

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these standalone financial statements and such internal financial controls over financial reporting with reference to these standalone financial statements were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004


per **Kaustav Ghose**
Partner
Membership Number: 057828



Place of Signature: Bengaluru
Date: June 04, 2018

Happiest Minds Technologies Private Limited

Registered Office: 3rd & 4th Floor , SJR Equinox , Sy.No 47/8 , Doddathogur Village,
Begur Hobli , Electronic City Phase 1 , Hosur Road, Bangalore - 560100

Standalone Balance Sheet as at March 31, 2018

(All amounts in Indian Rupees Lacs)

	Notes	March 31, 2018	March 31, 2017
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	4,865	4,839
Reserves and surplus	4	14,324	15,556
		19,189	20,395
Non-current liabilities			
Long-term borrowings	5	2,508	507
Other long-term liabilities	6	577	45
Long-term provisions	10	812	571
		3,897	1,123
Current liabilities			
Short-term borrowings	7	6,854	4,500
Trade payables	8		
Total outstanding dues of micro and small enterprises		38	44
Total outstanding dues of creditors other than micro and small enterprises		2,346	1,510
Other current liabilities	9	2,725	2,780
Short-term provisions	10	919	778
		12,882	9,612
		35,968	31,130
ASSETS			
Non-current assets			
Fixed assets			
Property, plant and equipments	11	694	1,030
Intangible assets	11	3,710	43
Capital work in progress		14	28
Investment in subsidiary	12	2,340	-
Long-term loans and advances	13	1,727	1,534
Other non-current assets	14	250	105
		8,735	2,740
Current assets			
Current investments	15	13,730	15,533
Trade receivables	16	9,393	6,703
Cash and bank balance	17	1,493	717
Short-term loans and advances	13	1,469	1,646
Other current assets	14	1,148	3,791
		27,233	28,390
		35,968	31,130
TOTAL			
35,968			
31,130			
Summary of significant accounting policies	2(b)		

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

As per our report of even date

For S.R. BATLIBOI & ASSOCIATES LLP

Firm Registration No (FRN): 101049W/E300004

CHARTERED ACCOUNTANTS

Kaustav Ghose
per Kaustav Ghose
Partner
Membership No. 057828



For and on behalf of the Board of Directors of
Happiest Minds Technologies Private Limited



Ashok Soota
Ashok Soota
Executive Chairman
DIN 00145962

Venkatraman. N
Venkatraman. N
Director & CFO
DIN 01856347

Girish Paranjpe
Girish Paranjpe
Director
DIN 02172725

Praveen Darashankar
Praveen Darashankar
Company Secretary

Place : Bangalore

Date : June 04, 2018

Place : Bangalore

Date : June 04, 2018

Happiest Minds Technologies Private Limited

Registered Office: 3rd & 4th Floor , SJR Equinox , Sy.No 47/8 , Doddathogur Village ,
 Begur Hobli , Electronic City Phase 1 , Hosur Road, Bangalore - 560100

Standalone statement of Profit & Loss for the Year ended March 31, 2018

(All amounts in Indian Rupees Lacs)

	Note	March 31, 2018	March 31, 2017
Revenue from operations (net)	18	44,365	43,077
Other Income	19	1,658	1,505
Total Revenue		46,023	44,582
Expenses:			
Purchase of Licenses		139	131
Employee benefits expense	20	34,482	30,953
Finance costs	21	592	248
Depreciation and amortisation expense	22	687	596
Other expenses	23	11,431	11,913
Total Expenses		47,331	43,841
Profit before tax		(1,308)	741
Tax expense:			
Current Tax		-	317
Deferred Tax		-	-
Profit for the period		(1,308)	424
Earnings per equity share (of Rs. 2 each)			
Basic (Refer Note 33)		(3.56)	1.17
Diluted (Refer Note 33)		-	0.32
Summary of significant accounting policies	2(b)		

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

As per our report of even date

For S.R. BATLIBOI & ASSOCIATES LLP

Firm Registration No (FRN): 101049W/E300004

CHARTERED ACCOUNTANTS

Kaustav Ghose
 per Kaustav Ghose
 Partner
 Membership No. 057828



For and on behalf of the Board of Directors of
 Happiest Minds Technologies Private Limited



Ashok Soota

Ashok Soota
 Executive Chairman
 DIN 00145962

Venkatraman. N

Venkatraman. N
 Director & CFO
 DIN 01856347

Girish Paranjpe

Girish Paranjpe
 Director
 DIN 02172725

Praveen Darashankar

Praveen Darashankar
 Company Secretary

Place : Bangalore

Date : June 04, 2018

Place : Bangalore

Date : June 04, 2018

Happiest Minds Technologies Private Limited

Registered Office: 3rd & 4th Floor , SJR Equinox , Sy.No 47/8 , Doddathogur Village ,
Beaur Hobli . Electronic CItv Phase 1 . Hosur Road, Bangalore - 560100
Standalone cash flow statement for the year ended March 31, 2018

(All amounts in Indian Rupees Lacs)

	March 31, 2018	March 31, 2017
I. Cash flow from operating activities		
Profit Before tax	(1,308)	741
Adjustments to reconcile profit before tax to net cash flows		
Depreciation and amortisation	687	596
Interest income	(17)	(30)
Net gain on sale of current investments	(971)	(1,197)
Interest expenses	592	248
Profit on Sale of fixed assets (net)	(23)	(15)
Provision for doubtful debts (net)	32	(16)
Marked-to-Market gain on forward Contracts	(23)	157
Stock Options Outstanding Expense	22	26
Unrealised foreign exchange (gain)/ loss	26	(4)
Provision for warranty (net)	1	6
Provision for doubtful deposits	20	-
Operating profit before working capital changes	(962)	512
Movements in working capital		
(Increase) in Loans and Advances	(18)	(429)
Decrease/(increase) in Other Assets	2,454	(1,555)
(Increase)/decrease in Trade receivables	(2,637)	150
Decrease in Other Bank Balances	-	31
Increase in Provisions	196	293
(Decrease) in Other Liabilities	(341)	(235)
Increase in Trade payables	830	182
Cash (used in) from operations	(478)	(1,051)
Taxes Paid (net of refunds)	20	(67)
Net cash flow (used in) operating activities	(458)	(1,118)
II. Cash flow from investing activities		
Purchase of tangible / intangible assets	(249)	(327)
Proceeds from sale of tangible assets	52	15
Purchase of Current Investments	(32,834)	(32,902)
Proceeds from sale of Current Investments	35,608	25,541
Payment towards acquisition of Cupola Technology Private Limited on slump sale	(695)	-
Payment towards acquisition of OSS Cube Solutions Limited on slump sale	(1,936)	-
Payment towards acquisition of Happiest Minds Technologies LLC	(2,700)	-
Interest received	13	33
Net cash flow (used in) / from investing activities	(2,741)	(7,640)
III. Cash flow from financing activities		
Proceeds from Long Term Borrowings (Net)	2,197	-
Proceeds from Short Term Borrowings (Net)	2,354	1,523
Repayment of Lease Obligations	(387)	(322)
Proceeds from issuance of equity shares	-	15
Proceeds from issuance of preference shares	168	7,084
Proceeds from Allotment under Employee Stock Option Scheme	189	5
Finance cost	(520)	(248)
Net cash flow from financing activities	4,001	8,057
IV. Net (decrease)/ increase in Cash and cash equivalents (I+II+III)	802	(701)



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Standalone cash flow statement for the year ended March 31, 2018

(All amounts in Indian Rupees Lacs)

	March 31, 2018	March 31, 2017
V. Effect of exchange differences on cash and cash equivalents held in foreign currency	(26)	3
VI. Cash and cash equivalents at the beginning of the year	717	1,415
VII. Cash and cash equivalents at the end of the year (IV + V + VI)	1,493	717
Components of Cash and cash Equivalents		
Cheques / Drafts on Hand	-	10
Balances with Banks - in current accounts	1,493	707
Total cash and cash equivalents [refer note 17]	1,493	717
Summary of significant accounting policies	2(b)	

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

As per our report of even date

For S.R. BATLIBOI & ASSOCIATES LLP
Firm Registration No (FRN): 101049W/E300004
CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors of
Happiest Minds Technologies Private Limited



Kaustav Ghose
per Kaustav Ghose
Partner
Membership No. 057828



Ashok Soota
Ashok Soota
Executive Chairman
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Venkatraman. N

Venkatraman. N
Director & CFO
DIN 01856347

Girish Paranjpe
Girish Paranjpe
Director
DIN 02172725

Praveen Darashankar
Praveen Darashankar
Company Secretary

Place : Bangalore
Date : June 04, 2018

Place : Bangalore
Date : June 04, 2018

Happiest Minds Technologies Private Limited

Notes to standalone financial statements for the year ended March 31, 2018

1. Company overview

Happiest Minds Technologies Private Limited ("Happiest Minds" or "the Company") is a next generation IT solutions & services Company, enabling organizations to capture the business benefits of emerging technologies of cloud computing, social media, mobility solutions, business intelligence, analytics, unified communications and internet of things. Happiest Minds offers high degree of skills, IPs and domain expertise across a set of focused areas that include Digital Transformation & Enterprise Solutions, Product Engineering, Infrastructure Management, Security, Testing and Consulting. Happiest Minds focuses on industries in the Retail/CPG, BFSI, Travel & Transportation, Manufacturing and Media space. Happiest Minds Provide a Smart, Secure and Connected Experience to its Customers. In the Solution space, focus areas are Security, M2M and Mobility solutions.

Happiest Minds is headquartered in India and has branch offices in United States of America, United Kingdom, Australia, Canada, the Netherlands, Singapore, Malaysia and Dubai.

During the year Happiest Minds acquired 100% interest in OSS Cube LLC ("OSS" or "the subsidiary"), an entity incorporated in United States of America, wide Membership Interest Purchase Agreement effective April 01, 2017. OSS was engaged in business of developing and providing digital transformation, application modernization, enterprise mobility, and cloud enablement solutions. Further, OSS offers e-commerce, product information, enterprise content, customer relationship management solutions and related consulting services. With effect from July 13, 2017, OSS is renamed as Happiest Minds Technologies LLC.

2. (a) Basis of preparation

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on an accrual basis and under the historical cost convention, except for derivative financial instruments which have been measured at fair value.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

2. (b) Significant accounting policies

i. Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amount of assets and liabilities, revenues and expenses and disclosure of contingent liabilities at the end of the reporting period. Although these estimates



Happiest Minds Technologies Private Limited

Notes to standalone financial statements for the year ended March 31, 2018

are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

ii. Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

iii. Property, plant and equipment

Property, plant and equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. All repairs and maintenance cost are recognized in statement of profit and loss as incurred.

Subsequent expenditures related to an item of property, plant and equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Property, plant and equipment held for sale is valued at lower of their carrying amount and net realizable value. Any write-down is recognized in the statement of profit and loss.

iv. Depreciation on property, plant and equipment

Depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at, based on the useful lives estimated by the management or the rates prescribed under Schedule II to the Companies Act, 2013, whichever is higher. The estimates of useful lives of the assets based on a technical evaluation, have not undergone a change on account of transition to the Companies Act, 2013.

The Company has used the following rates to provide depreciation on its property, plant and equipment.

Asset	Estimated useful life
Computer Systems	2.5 - 3 years
Furniture and Fixture	5 years
Office equipment	4 years



Happiest Minds Technologies Private Limited

Notes to standalone financial statements for the year ended March 31, 2018

Vehicles

4 years

Leasehold improvements are amortised over the period of the lease or life of the asset whichever is less.

Assets under finance lease are depreciated over their estimated life or lease term whichever is lower.

Property, plant and equipment individually costing Rs.5,000 or less are depreciated at 100% in the year in which such assets are acquired.

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

v. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful economic lives. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

A summary of amortization policies applied to the Company's intangible assets is as below:

Asset	Estimated useful life
Computer Software	2.5 - 3 years

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Research and Development Expenses

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognised as an intangible asset when all of the following criteria are met:

- It is technically feasible to complete the intangible asset so that it will be available for use or sale.
- There is an intention to complete the asset
- There is an ability to use or sale the asset
- The asset will generate future economic benefits
- Adequate resources are available to complete the development and to use or sell the asset



Happiest Minds Technologies Private Limited

Notes to standalone financial statements for the year ended March 31, 2018

- vi. The expenditure attributable to the intangible asset during development can be measured reliably.

Following the initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use and it is amortised on straight line basis over the estimated useful life. Amortization is recognized in the statement of profit and loss. During the period of development, the asset is tested for impairment annually.

vi. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Income from services

Revenues from engineering services comprise primarily income from time-and-material and fixed price contracts. Revenue with respect to time-and-material contracts is recognized as the related services are performed. Revenue with respect to fixed price contracts is recognized in accordance with the proportionate performance method. The input (efforts expended) method has been used to measure progress towards completion, as there is a direct relationship between input and productivity. Provisions for estimated losses on contracts-in-progress are recorded in the period in which such losses become probable based on the current contract estimates.

Unbilled revenue represent revenues earned on contracts as of the balance sheet date to be billed in subsequent periods as per the terms of the contracts.

Unearned income represents the difference between the amount invoiced and revenue earned on contracts as of the balance sheet date and advance payment received from the customer.

Revenue from sale of licenses is recognised as per the terms of the contract.

Revenues are shown net of sales tax, value added tax, service tax and applicable discounts and allowances and includes reimbursement of out-of-pocket expenses, with corresponding expenses included in cost of revenues.

Dividends

Dividend income is recognised when the Company's right to receive dividend is established.

Interest

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate.



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Notes to standalone financial statements for the year ended March 31, 2018

vii. Foreign currency translation

a) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

b) Conversion:

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

c) Exchange difference:

Exchange differences arising on the settlement or conversion of the monetary items are recognized as income or as expenses in the year in which they arise.

d) Translation of foreign operations

The Company classifies all its foreign operations as either "integral foreign operations" or "non-integral foreign operations."

The financial statements of an integral foreign operation are translated as if the transactions of the foreign operation have been those of the Company itself.

The assets and liabilities of a non-integral foreign operation are translated into the reporting currency at the exchange rate prevailing at the reporting date. Their statement of profit and loss are translated at exchange rates prevailing at the dates of transactions or weighted average weekly rates, where such rates approximate the exchange rate at the date of transaction. The exchange differences arising on translation are accumulated in the foreign currency translation reserve. On disposal of a non-integral foreign operation, the accumulated foreign currency translation reserve relating to that foreign operation is recognized in the statement of profit and loss.

When there is a change in the classification of a foreign operation, the translation procedures applicable to the revised classification are applied from the date of the change in the classification.

The Company has classified all its branches as integral foreign operations.



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viii. Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments.

Current investments are carried at lower of cost or fair value determined individually for each investment. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

ix. Retirement and other employee benefits

Employee benefits include contribution to Provident fund, Social security, National Insurance, Superannuation, Medicare schemes, gratuity and compensated absences.

a) Defined Contribution Plans:

Retirement benefit in the form of provident fund scheme, Social security, National Insurance, Superannuation, Medicare schemes are the defined contribution plans. The Company has no obligation, other than the contribution payable. The Company recognizes contribution payable to these schemes as an expenditure, when an employee renders the related service.

b) Defined Benefit Plans:

The Company provides for gratuity, a defined benefit retirement plan ('the gratuity plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees' salary and the tenure of employment with the Company.

Liabilities with regard to the gratuity plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method. The plan is administered through registered Gratuity trust. The Company recognizes the net obligation of the gratuity plan in the balance sheet as an asset or liability, respectively in accordance with Accounting standard 15, 'Employee benefits'. The Company's overall expected long-term rate-of-return on assets has been determined based on consideration of available market information, current provision of Indian Law specifying the instruments in which investments can be made, and historical returns. The discount rate is based on the Government securities yield. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the statement of profit and loss in the period in which they arise.



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Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets.

c) Other Employee Benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service.

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

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

x. Employee share based payments

Certain employees of the Company also receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments.

In accordance with the Guidance Note on Employee Share-based Payments issued by the Institute of Chartered Accountants of India the nature of the scheme is assessed at every period end (Equity-settled / Cash-settled Employee Share-Based Payment Plans) based on terms and conditions of the scheme.

The Company measures the compensation cost relating to employee stock options using the intrinsic value method (which is the excess of fair market value of the underlying share immediately prior to date of grant over its exercise price) as prescribed by the Guidance Note. The Company computes the fair value of options granted using the Black Scholes model.

Cash-settled Employee Share-Based Payment Plan: The Company follows the intrinsic value method of measurement. The Company measures the services received and the liability incurred at the fair value of the liability. Until the liability is settled, the fair value of the liability is re-measured at each reporting date and at the date of the settlement, with any changes in fair value recognised in the Statement of Profit and Loss for the period.

Equity-settled Employee Share-Based Payment Plan: The intrinsic value of the option is recognised as deferred employee compensation with a credit to employee stock option outstanding account. The deferred employee



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compensation is charged to Statement of Profit and Loss on straight line basis over the vesting period of the option.

xi. Borrowing costs

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

xii. Segment reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance. The analysis of geographical segments is based on customer locations, which are located in different geographical locations.

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors.

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

xiii. Leases

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on



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Notes to standalone financial statements for the year ended March 31, 2018

the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.

A leased asset is depreciated on a straight-line basis over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset or the lease term.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

xiv. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

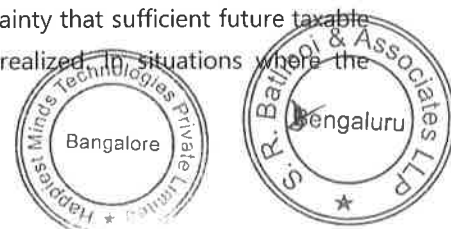
For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

xv. Taxes on income

Tax expense comprises of current and deferred taxes. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961, enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income tax reflects the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences of earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same entity and the same taxation authority.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized, in situations where the



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Notes to standalone financial statements for the year ended March 31, 2018

Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

xvi. Impairment

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

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

Impairment losses of continuing operations are recognized in the statement of profit and loss.



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Notes to standalone financial statements for the year ended March 31, 2018

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss.

xvii. Provisions

A provision is recognised when the Company has a present obligation as a result of past events 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 are not discounted to their present value and are determined based on the 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.

Warranty provisions:

As per the terms of the contracts, the Company provides post-contract services / warranty support to some of its customers. The Company accounts for the post-contract support / provision for warranty on the basis of the information available with the management duly taking into account the current and past technical estimates. The estimate of such warranty-related costs is revised annually.

xviii. Contingent liabilities

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

xix. Derivative contracts

The Company enters into derivative contracts in the nature of forward contracts with an intention to hedge its existing assets and liabilities, firm commitments and highly probable transactions in foreign currency.

The Company is also exposed to foreign currency fluctuation and interest rate risk on forecasted cash flows dominated in foreign currencies arising from floating rate foreign currency borrowings. The Company limits



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Notes to standalone financial statements for the year ended March 31, 2018

the effects of interest rate risk by following established risk management policies including the use of interest rate swap derivatives.

As per the "Guidance Note on Accounting for Derivative Contracts" issued by the Institute of Chartered Accountants of India (ICAI), in case of cash flow hedges, the effective portion of the gain/ loss on the hedging instrument is recognized directly in shareholders' funds and is reclassified into the statement of profit and loss upon the occurrence of the hedged transaction. The changes in fair value relating to the ineffective portion of the cash flow hedges are recognized in the profit and loss account as they arise. In case of fair value hedges, the changes in the fair value of a hedging derivative designated as fair value hedges are recognized in the statement of profit and loss as they arise. Additionally, the change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognized in the statement of profit and loss.

If the forecast transaction is no longer expected to occur, the cumulative gain or loss previously recognized in the hedging reserve is transferred to the statement of profit and loss. If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover, or if its designation as a hedge is revoked, any cumulative gain or loss previously recognized in the hedging reserve remains in the hedging reserve until the forecast transaction affects profit or loss.

Presentation of derivative contracts in the financial statement

Derivative assets and liabilities recognized on the balance sheet are presented as current and non-current based on the following considerations:

- Derivatives that are hedges of recognized assets or liabilities are classified as current or non-current based on the classification of the hedged item
- Derivatives that are hedges of forecasted transactions and firm commitments are classified as current or non-current based on the settlement date / maturity dates of the derivative contracts.
- Derivatives that have periodic or multiple settlements such as interest rate swaps are not bi-furcated into current and non-current elements. Their classification is based on when a predominant portion of their cash flows are due for settlement as per their contractual terms.

xx. Operating cycle

Based on the nature of activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

xxi. Corporate social responsibility ('CSR') expenditure

CSR expenditure as per provisions of Section 135 of the Companies Act, 2013, read with rules thereon, is charged to the statement of profit and loss as an expense.



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Notes to standalone financial statements for the year ended March 31, 2018

xxii. Events subsequent to the balance sheet date

Events occurring after the balance sheet date, which have a material impact on the financial affairs of the Company, are accounted for based on the management's assessment of whether they are adjusting or non-adjusting events.



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Happiest Minds Technologies Private Limited
Notes to standalone financial statements for the year ended March 31, 2018

Note 3 Share capital

Particulars	(All amounts in Indian Rupees Lacs)	
	March 31, 2018	March 31, 2017
Authorised		
50,000,000 (Previous Year: 32,500,000) Equity shares of Rs.2 each	1,000	650
Nil (Previous Year: 17,500,000) Class B non voting equity shares of Rs.2 each [refer note(a) below]	-	350
750,000 (Previous Year: 750,000) Series A 14% Non Cumulative compulsorily convertible preference shares of Rs.652 each	4,890	4,890
	5,890	5,890
Issued, subscribed and paid-up capital		
37,164,815 (Previous Year: 18,969,865) Equity shares of Rs.2 each	743	379
Nil (Previous Year: 17,376,270) Class B non voting equity shares of Rs.2 each	-	348
632,157 (Previous Year: 630,689) Series A 14% Non Cumulative compulsorily convertible preference shares of Rs.652 each	4,122	4,112
Total	4,865	4,839

Notes:

(a) The Company until previous year had two class of equity share i.e, Equity share of Rs, 2 each and Class B Non-voting equity shares of Rs, 2 each. During the year the Company has obtained approval of shareholders at the annual general meeting held on July 31, 2017 for conversion of Class B Non-Voting Equity shares into Equity Shares and to make it rank pari passu in all respects with the Equity Shares of the Company. The conversion was earlier approved by Class B shareholders and the board of directors on March 22, 2017 and April 26, 2017, respectively. Accordingly, the Company has altered the Memorandum of association to have authorised share capital of 50,000,000 Equity shares of Rs. 2, each and 750,000 Series A 14% Non-cumulative compulsorily convertible preference shares of Rs, 652 each.

(b) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	March 31, 2018		March 31, 2017	
	Number of shares	Amount in Rs	Number of shares	Amount in Rs
Equity shares (with voting rights)				
Balance as at the beginning of the year	18,969,865	379	18,960,865	379
Add: Shares issued during the year **	698,680	14	9,000	-
Add: Class B non-voting Equity Shares converted to Equity Shares (with voting rights) [refer note (a) above]	17,496,270	350	-	-
Balance as at the end of the year	37,164,815	743	18,969,865	379
Class B Equity shares (without voting rights)				
Balance as at the beginning of the year	17,376,270	348	17,174,770	343
Add: Shares issued during the year	120,000	2	201,500	5
Less: Class B non-voting Equity Shares converted to Equity Shares (with voting rights) [refer note (a) above]	(17,496,270)	(350)	-	-
Balance as at the end of the year	-	-	17,376,270	348
Series A 14% Non Cumulative compulsorily convertible preference shares				
Balance as at the beginning of the year	630,689	4,112	524,995	3,423
Add: Shares issued during the year	1,468	10	105,694	689
Balance as at the end of the year	632,157	4,122	630,689	4,112

** Represents the figures below the rounding off norms adopted by the Company

(c) Rights, preferences and restrictions attached to shares including terms of conversion, if any:

The Company has two (previous year: three) classes of shares as below:

- Equity shares of Rs.2 each
- Series A 14% Non Cumulative compulsorily convertible preference shares of Rs.652 each

Each holder of the equity shares is entitled to one vote per share and carries a right to dividends as and when declared by the Company

Each holder of Series A 14% Non Cumulative compulsorily convertible preference shares is entitled to receive a preferential non-cumulative dividend at 14% per annum on the par value of each share. Holders of preferential shares shall receive preferential dividend in preference to dividend payable on equity shares and shall not participate in any further dividends declared on Equity Shares. Preference shareholders are also entitled to vote in the shareholders meeting.

In the event of liquidation of the Company, the holders of equity shares, will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts. The preferential amount is the actual amount invested by shareholders who hold Series A 14% Non-Cumulative compulsorily convertible preference shares.

After distribution as above, holders of Series A 14% Non Cumulative compulsorily convertible preference shares are entitled to participate in the proceeds (which is subject to a limit of two times the amount invested) from the Liquidation Event, if any, on a pro-rata basis along with all other holders of Equity Shares on a fully diluted basis.



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Notes to standalone financial statements for the year ended March 31, 2018

These shares are convertible into equity shares at the ratio of 163 : 1 on any of the following occurrence:

- i) At the end of 20 years from the date of allotment
- ii) At the time of the Company filing for an Initial Public Offering
- iii) At the insistence of such preference shareholders

(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the Shareholder	March 31, 2018		March 31, 2017	
	Number of shares	% of Total	Number of shares	% of Total
Equity Shares				
Ashok Soota (Promoter)	12,380,339	33.31%	12,380,339	65.26%
Happiest Minds Technologies Share Ownership				
Plans Trust	8,083,394	21.75%	3,660,825	19.30%
Sashi Kumar	-	0.00%	2,250,000	11.86%
Vikram Gulati	2,812,515	7.57%	-	-
Class B non voting equity shares:				
Vikram Gulati	-	0.00%	2,812,515	16.19%
Happiest Minds Technologies Share Ownership	-	-	-	-
Plans Trust	-	0.00%	3,989,055	22.96%
Series A 14% Non Cumulative compulsorily convertible preference shares				
Ashok Soota (Promoter)	325,761	51.53%	325,333	51.58%
CMDB II	167,173	26.44%	167,173	26.51%
Intel Capital Corporation	123,099	19.47%	123,099	19.52%

(e) Aggregate number of shares allotted as fully paid up by way of bonus shares during 5 years immediately preceding March 31, 2018:

- (i) During the year, the Company has not issued and allotted any fully paid up equity shares by way of bonus shares (Previous year: Nil)

(f) Employee Share based payments

The Company instituted the Employee Stock Option Plan ("ESOP") and Equity incentive scheme for eligible employees during the year ended March 2012 which was approved by the Board of Directors (Board) on October 18, 2011 and January 19, 2012 duly amended by the Board of Directors on January 22, 2015.

(i) The participants shall be permitted to retain the Options that are vested and also can participate in case of an early liquidity event prior to an Initial Public Offer (IPO).

(ii) The participants shall not be entitled to offer the Shares and/or RNV Shares acquired to the Trust after the expiry of seven years if the shares of the Company have not been listed by then.

(iii) In the event of termination of the Participant's employment with the Company for any reason other than death, permanent incapacity and superannuation and in case of resignation of the Employee or for termination for cause by the Company, the participant has to exercise all the vested but unexercised options into the shares within 30 days of the date of his/her last working day with the Company.

Besides the above Plan, the Company has also instituted Employee Stock Option Plan 2014 duly approved by the Board of Directors on October 20, 2014 and by the shareholders on January 22, 2015. Company has also instituted Employee Stock Option Plan 2015 duly approved by the Board of Directors on June 30, 2015 and by the shareholders on July 22, 2015. During the year company has amended employee stock option plan 2014 and merged it with employee stock option plan 2011 duly approved by the board on October 25, 2017.

The plans are separate for USA employees (working out of the United States America - "USA") and employees working outside USA. The Company administers these plans.

Under these plans, the Company provides the option to the employees, either to exercise all the options into Equity Shares immediately or exercise the options as and when they vest.

Key Terms	Employee Stock Ownership Plan 2011	Employee Stock Ownership Plan 2014 / Equity Incentive Plan for US Employees-2011**#	Employee Stock Ownership Plan 2015 / Equity Incentive Plan for US Employees-2011##
Class of Share	Equity Shares (as amended vide board meeting held on April 26, 2017 and Annual general meeting held on July 31, 2017)	Pursuant to conversion of Class B Non-voting Equity Shares to Equity shares (as amended vide board meeting held on April 26, 2017 and Annual general meeting held on July 31, 2017), Board of Directors at meeting held on October 25, 2017 approved administration of options granted and shares allotted under Employee Stock Ownership Plan 2011 on going forward basis	Equity Shares (as amended vide board meeting held on April 26, 2017 and Annual general meeting held on July 31, 2017)
Ownership	Legal Ownership		Legal Ownership
Vesting Pattern	Four-year vesting term and vest at the rate of 15%, 20%, 30% and 35% at the end of 1,2,3 and 4 years respectively from the date of grant and become fully exercisable, subject to employee being in the employment of the Company.		
Method of Settlement	Equity Settled		



Key Terms	Employee Stock Ownership Plan 2011	Employee Stock Ownership Plan 2014 / Equity Incentive Plan for US Employees-2011**#	Employee Stock Ownership Plan 2015 / Equity Incentive Plan for US Employees-2011##
Exercise Price	Exercisable at an exercise price of Rs.2, Rs. 3, Rs. 5 and Rs. 6 per option,	Exercisable at an exercise price of Rs.2 and Rs. 6 per option,	Exercisable at an exercise price of Rs.2, Rs. 6.25, Rs. 9.50, Rs. 11.50 and Rs. 26.00 per option,
Economic Benefits / Voting Rights	The holders of the equity shares will be entitled to the economic benefits of holding these shares only after the completion of the various vesting term mentioned above and shall acquire voting rights as a shareholder of the Company as duly approved by the shareholders at the meeting held on July 31, 2017.		

**# As amended vide Board meeting held in October 20, 2014. Under the said Plan, for employees (working out of the United States America - "USA") who have been granted options the legal ownership vests with the Employees only.

As amended vide Board meeting held in June 30, 2015.

April 01, 2017 to March 31, 2018

Options - Non USA Plan	Employee Stock Ownership Plan 2011		Employee Stock Ownership Plan 2014		Employee Stock Ownership Plan 2015	
	No of Options	Weighted Average Exercise Price	No of Options	Weighted Average Exercise Price	No of Options	Weighted Average Exercise Price
Options at the beginning of the year	250,700	4.62	481,174	6.00	1,325,225	7.89
Options granted during the year	-	-	-	-	2,098,000	24.34
Exercised during the year	41,354	4.33	24,875	6.00	1,229,900	22.81
Lapsed during the year	85,822	5.18	14,808	6.00	66,475	7.53
Forfeited during the year	107,262	5.71	27,918	6.00	462,975	10.78
Reclassification	413,573	6.00	(413,573)	(6.00)	-	-
Outstanding options as at the end of the year	429,835	5.59	-	-	1,663,875	16.82
Weighted Average Remaining Contractual Life	3.43 Years				5.55 Years	

April 01, 2016 to March 31, 2017

Options - Non USA Plan	Employee Stock Ownership Plan 2011		Employee Stock Ownership Plan 2014		Employee Stock Ownership Plan 2015	
	No of Options	Weighted Average Exercise Price	No of Options	Weighted Average Exercise Price	No of Options	Weighted Average Exercise Price
Options at the beginning of the year	390,600	4.53	704,124	6.00	1,071,000	6.25
Options granted during the year	-	-	-	-	1,589,000	9.69
Exercised during the year	1,500	2.00	2,625	6.00	821,775	9.68
Lapsed during the year	57,390	3.87	27,381	6.00	23,175	6.25
Forfeited during the year	81,010	4.78	192,944	6.00	489,825	7.19
Outstanding options as at the end of the year	250,700	4.62	481,174	6.00	1,325,225	7.89
Weighted Average Remaining Contractual Life	3.68 years		4.79 years		5.75 years	



April 01, 2017 to March 31, 2018

Options - USA Plan	Equity Incentive Plan for US Employees-2011		Equity Incentive Plan for US Employees-2011**		Equity Incentive Plan for US Employees-2011##	
	No of Options	Weighted Average Exercise Price	No of Options	Weighted Average Exercise Price	No of Options	Weighted Average Exercise Price
Options at the beginning of the year	181,000	3.50	39,875	6.00	147,000	11.25
Options granted during the year	-	-	-	-	872,500	26.00
Exercised during the year	38,500	2.09	-	-	337,500	20.84
Lapsed during the year	67,000	4.24	1,006	6.00	-	-
Forfeited during the year	63,000	3.67	1,869	6.00	485,000	26.00
Reclassification	37,000	6.00	(37,000)	(6.00)	-	-
Outstanding options as at the end of the year	49,500	5.24	-	-	197,000	23.83
Weighted Average Remaining Contractual Life	3.39 Years		-		6.35 Years	

April 01, 2016 to March 31, 2017

Options - USA Plan	Equity Incentive Plan for US Employees-2011		Equity Incentive Plan for US Employees-2011**		Equity Incentive Plan for US Employees-2011##	
	No of Options	Weighted Average Exercise Price	No of Options	Weighted Average Exercise Price	No of Options	Weighted Average Exercise Price
Options at the beginning of the year	255,000	3.56	90,950	6.00	76,000	6.25
Options granted during the year	-	-	-	-	395,000	10.21
Exercised during the year	-	-	9,000	6.00	165,000	8.71
Lapsed during the year	37,150	3.50	6,311	6.00	-	-
Forfeited during the year	36,850	3.93	35,764	6.00	159,000	8.91
Outstanding options as at the end of the year	181,000	3.50	39,875	6.00	147,000	11.25
Weighted Average Remaining Contractual Life	3.21 years		4.81 years		6.66 years	

*** As amended vide Board meeting held in October 20, 2014. Under the said Plan, for employees (working out of the United States America - "USA") who have been granted options the legal ownership vests with the Employees only.

As amended vide Board meeting held in June 30, 2015.

During the year the Company has granted 130,000 additional Options (Previous year - NIL) to Key Managerial Personnels (KMP) (refer note 30)

The Company has adopted the intrinsic value method of accounting for employee share based payments as recognised by the Guidance Note on Accounting for Employee Share Based Payment issued by the Institute of Chartered Accountants of India (ICAI).

Had compensation been determined under the fair value approach (based on Black Scholes model) as described in the Guidance Note on, "Accounting for employee share based payments" issued by ICAI, the Company's net loss and basic and diluted earnings per share would have reduced to the proforma amounts as indicated:

Particulars	(All amounts in Indian Rupees Lacs)	
	March 31, 2018	March 31, 2017
Net Profit (as reported)	(1,308)	424
Add: Stock based employee compensation expense (intrinsic value method)	22	26
Less: Stock based employee compensation expense (fair value method)	105	135
Pro forma Net Profit	(1,391)	315
Earnings per equity share (of Rs. 2 each) - As reported		
- Basic	(3.56)	1.17
- Diluted	Note A	0.32
Earnings per equity share (of Rs. 2 each) - Proforma		
- Basic	(3.78)	0.87
- Diluted	Note A	0.24

Note A : Potential equity shares are anti-dilutive in nature for FY 17-18

The following assumptions were used for calculation of fair value of Options:

	March 31, 2018	March 31, 2017
Risk free interest rate	6.49% - 7.66%	6.43% - 7.52%
Expected life of Options	5.18 years	5.20 years
Expected Volatility	0%	0%
Dividend yield	0%	0%



Happiest Minds Technologies Private Limited
Notes to standalone financial statements for the year ended March 31, 2018

Note 4 Reserves and surplus

	(All amounts in Indian Rupees Lacs)	
	March 31, 2018	March 31, 2017
Securities Premium		
Balance at the beginning of the year	31,084	24,674
Add: Received during the year on issue of:		
Equity shares	161	-
Class B non voting equity shares	12	16
Series A 14% non cumulative compulsorily convertible preference shares	158	6,394
Balance as at the end of the year	31,415	31,084
General Reserve		
Balance at the beginning of the year	82	82
Add: Transfer from Employee Stock option reserve on forfeiture of shares	45	-
Balance as at the end of the year	127	82
Cash flow hedge Reserve		
Balance at the beginning of the year	262	-
Gains/(losses) arising during the year :		
Foreign currency forward contract	17	262
Interest rate swap contract	(32)	-
Reclassification adjustment included in the statement of profit and loss	(262)	-
Balance as at the end of the year	(15)	262
Employee Stock Option Outstanding		
Balance at the beginning of the year	53	27
Add: Employee stock compensation expense for the year (refer note 20)	22	26
Less: Transfer to general reserve on forfeiture of shares	(45)	-
Balance as at the end of the year	30	53
Deficit in Statement of Profit and Loss:		
Balance at beginning of the year	(15,925)	(16,349)
Profit / (Loss) for the year	(1,308)	424
Balance as at the end of the year	(17,233)	(15,925)
	14,324	15,556

Note 5 Long-term borrowings

	March 31, 2018	March 31, 2017
Term loans		
Foreign currency loan from bank (secured) [refer note (i) below]	2,197	-
Other loans and advances		
Finance Lease Obligation (Refer Note (ii) below and Note 32)	311	507
	2,508	507

Note (i) Foreign currency term loan carries a floating interest rate of Libor+3.1%. The loan is repayable in 45 equal monthly instalments from the date of its origination, viz., May 26, 2017, with a moratorium of 3 months. The loan is secured by charge on movable assets and also by lien on fixed deposit equivalent to two months instalments. Further, floating interest on loan has been hedged through USD interest rate swap resulting in a fixed interest rate of 6.5% p.a.

Note (ii) The finance lease obligations are towards purchases of computer systems and vehicles and are secured by the assets taken on lease.

Note 6 Other long-term liabilities

	March 31, 2018	March 31, 2017
Lease Equalisation reserve	70	45
Deferred Consideration Payable (refer note 31)	507	-
	577	45



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Note 7 Short Term Borrowings

	(All amounts in Indian Rupees Lacs)	
	March 31, 2018	March 31, 2017
Secured		
Foreign currency loans repayable on demand from Banks (PCFC)	6,854	4,500
	6,854	4,500
Short-Term borrowing represents, borrowing from a bank which is secured to the extent of :-		
Current assets	6,251	3,936
Mutual funds	603	564

Note 8 Trade payables

	March 31, 2018	March 31, 2017
Trade payables		
Total outstanding dues of micro and small enterprises	38	44
Total outstanding dues of creditors other than micro and small enterprises	2,346	1,510
	2,384	1,554

Disclosure required under Clause 22 of Micro, Small and Medium Enterprise Development Act, 2006

The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year:

Principal amount due to micro and small enterprises	37	43
Interest due on the above	1	1
(i) The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(ii) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
(iii) The amount of interest accrued and remaining unpaid at the end of each accounting year	1	1
(iv) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006	-	-

The above disclosures are provided by the Company based on the information available with the Company in respect of the registration status of its vendors/ suppliers.

Note 9 Other current liabilities

	March 31, 2018	March 31, 2017
Current maturities of finance lease obligations (Refer Note 32)	325	356
Current maturities of Deferred consideration payable	300	-
Unearned revenue	410	65
Overdraft facilities	1	144
Employee liabilities	999	1,417
Statutory dues (Contributions to PF, Withholding Taxes, VAT, Service Tax, GST, etc)	644	728
Lease equalization reserve	5	70
Derivative liability	41	-
	2,725	2,780

Note 10 Provisions

	Non Current		Current	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Provision for Employee benefits				
- Gratuity (Refer Note 28)	812	571	120	60
- Compensated absences	-	-	689	579
Provision for discount	-	-	103	133
Provision for warranty	-	-	7	6
	812	571	919	778



Happiest Minds Technologies Private Limited
Notes to standalone financial statements for the year ended March 31, 2018
Note 11 Fixed Assets

(All amounts in Indian Rupees, Lacs)

	Property, plant and equipments										Total	
	Own Assets			Leased Assets			Intangible Assets					
	Computer systems	Furniture and fixtures	Leasehold improvements	Office equipments	Computer systems	Vehicles	Total - Tangible Assets	Computer software	Goodwill	Total - Intangible Assets		
Cost or Valuation												
At April 01, 2016	775	59	61	176	852	373	2,296	131	-	131	2,427	
Additions	139	7	9	104	402	118	779	51	-	51	830	
Disposals	-	-	-	-	-	73	73	-	-	-	73	
At March 31, 2017	914	66	70	280	1,254	418	3,002	182	-	182	3,184	
Additions	73	-	-	26	160	-	259	163	-	163	422	
Acquired on Business Transfer (Refer Note 31)	15	9	-	7	-	-	31	63	3,530	3,593	3,624	
Disposals	-	-	41	-	-	148	189	-	-	-	189	
At March 31, 2018	1,002	75	29	313	1,414	270	3,103	408	3,530	3,938	7,041	
Depreciation/ Amortisation												
At April 01, 2016	645	33	36	116	440	206	1,476	112	-	112	1,588	
Charge for the year	113	12	19	52	293	80	569	27	-	27	596	
Disposals	-	-	-	-	-	73	73	-	-	-	73	
At March 31, 2017	758	45	55	168	733	213	1,972	139	-	139	2,111	
Charge for the period	100	11	11	50	352	74	598	89	-	89	687	
Disposals	-	-	41	-	-	120	161	-	-	-	161	
At March 31, 2018	858	56	25	218	1,085	167	2,409	228	-	228	2,637	
Net Block												
At March 31, 2017	156	21	15	112	521	205	1,030	43	-	43	1,073	
At March 31, 2018	144	19	4	95	329	103	694	180	3,530	3,710	4,404	



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Note 12 Investment in subsidiary

	(All amounts in Indian Rupees Lacs)	
	March 31, 2018	March 31, 2017
Investment in subsidiary (100% membership interest in Happiest Mind Technologies LLC, United States of America)	2,340	-
	<u>2,340</u>	<u>-</u>

Note 13 Loans and advances

	Non Current		Current	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Security deposits				
Unsecured considered good	736	517	334	448
Doubtful	-	-	38	18
	<u>736</u>	<u>517</u>	<u>372</u>	<u>466</u>
Less: Provision for doubtful advances	-	-	38	18
	<u>736</u>	<u>517</u>	<u>334</u>	<u>448</u>
Loans and advances to related parties [Refer note below]	347	91	-	-
Advances recoverable in cash or in kind				
Unsecured considered good	-	80	60	141
Other loans and advances				
Advance Income Tax, net of provision	584	604	-	-
Employee advances	-	-	127	49
Prepaid expenses	25	85	453	582
Balance with government authorities				
- Service Tax credit refund receivable [Refer Note 36]	35	157	-	-
- Goods and Service Tax credit receivable (GST) [Refer Note 36]	-	-	495	426
	<u>1,727</u>	<u>1,534</u>	<u>1,469</u>	<u>1,646</u>

Note:-

Represents advance paid to Happiest Minds Technologies Share Ownership Plans Trust (Refer Note 30)

Note 14 Other assets

	Non Current		Current	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Unsecured, considered good				
Derivative assets [Refer Note 27]	-	-	26	265
Interest accrued on bank deposits	-	-	4	-
Unbilled revenue	-	-	953	3,526
Non-current cash and bank balances [refer note 17]	250	105	-	-
Acquisition related receivables	-	-	165	-
	<u>250</u>	<u>105</u>	<u>1,148</u>	<u>3,791</u>

Note 15 Current investments (valued at lower of cost and fair value, unless stated otherwise)

	March 31, 2018	March 31, 2018	March 31, 2017	March 31, 2017
	Units#	Amount	Units#	Amount
Investment in mutual funds (quoted, fully paid up)				
ICICI Prudential Flexible Income – Regular Plan – Growth	-	-	11	3,504
DWS Ultra Short Term Fund - Growth	-	-	32	500
Kotak Treasury Advantage Fund - Regular Plan - Growth	-	-	3	64
Franklin Templeton Ultra Short Bond Institutional Plan - Growth	-	-	210	4,671
ICICI Prudential Short Term Plan - Growth	-	-	57	1,946
Kotak Flexi Debt Regular - Growth	-	-	64	1,346
HDFC Floating Rate Income Fund - Growth	-	-	124	3,502
Birla sunlife - Short term fund - Growth	20	1,350	-	-
Birla sunlife - Floating rate fund short term plan - Growth	4	1,000	-	-
DHFL Pramerica - Short maturity fund - Growth	21	650	-	-
Franklin Templeton - TMA Super IP - Growth	-	1,178	-	-
HDFC - Banking & PSU Debt fund - Growth	95	1,350	-	-
HDFC - Corporate debt opportunities fund - Growth	70	1,000	-	-
ICICI Prudential - Flexi income plan - Growth	3	1,000	-	-
ICICI Prudential - short term - Growth *	9	300	-	-
ICICI Prudential - Regular Savings Fund - Growth	16	300	-	-
Kotak - Low Duration fund - Growth	-	1,000	-	-
Kotak - Medium term fund - Growth	41	602	-	-
L&T - Income opportunities fund - Growth **	102	2,000	-	-
L&T - Short term income fund - Growth	54	1,000	-	-
Reliance - Medium term fund - Growth	27	1,000	-	-
		<u>13,730</u>		<u>15,533</u>

Aqreqate market value of quoted investments

13,862

15,711

Units are not presented for few funds as they are below the rounding off norms adopted by the Company

* Mutual Fund Units pledged with RBL Bank as Security towards Credit Facilities availed by the Company.

**15,50,000 Mutual Fund Units pledged with Kotak Mahindra Bank as Security towards Credit Facilities availed by the Company.



Happiest Minds Technologies Private Limited**Notes to standalone financial statements for the year ended March 31, 2018****Note 16 Trade receivables**

(All amounts in Indian Rupees Lacs)

	March 31, 2018	March 31, 2017
Unsecured		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered good	561	264
Doubtful	615	519
	1,176	783
Less: Provision for doubtful receivables	615	519
	561	264
Other trade receivables		
Considered good	8,832	6,439
	9,393	6,703

Note 17 Cash and Bank balances

	March 31, 2018	March 31, 2017
Cash and Cash Equivalents		
Balances with banks		
On current accounts	1,133	517
On Exchange Earners Foreign Currency (EEFC) accounts	360	190
	1,493	707
Cheques / drafts on hand	-	10
	1,493	717
Other bank balances		
Margin money deposit [refer note below]	250	105
Less: Amount disclosed under other non-current assets [Refer note 14]	(250)	(105)
	1,493	717

Note: Bank Deposits, held as lien by bank against bank guarantees and towards 2 monthly instalments payable to RBL bank on Foreign currency term loan.



Happiest Minds Technologies Private Limited

Notes to standalone financial statements for the year ended March 31, 2018

Note 18 Revenue from operations

	(All amounts in Indian Rupees Lacs)	
	March 31, 2018	March 31, 2017
Sale of services	44,090	42,924
Sale of licenses	275	153
	44,365	43,077

Note 19 Other Income

	March 31, 2018	March 31, 2017
Interest income		
Deposits with banks and financial institutions	17	30
Income tax refund	54	22
Net gain on sale of current investments	971	1,197
Foreign exchange gain, net	587	192
Provision for doubtful debts/ advances written back (net)	-	16
Miscellaneous Income	29	48
	1,658	1,505

Note 20 Employee benefits expense

	March 31, 2018	March 31, 2017
Salaries and wages	32,402	28,929
Contributions to provident and other funds		
- Provident fund paid to authorities	1,140	1,005
- Contribution plans (plans outside India)	503	493
Gratuity Expense (Note - 28)	262	301
Employee Stock Option Scheme	22	26
Staff welfare expenses	153	199
	34,482	30,953

Note 21 Finance costs

	March 31, 2018	March 31, 2017
Interest expense on:		
Borrowings	465	180
Lease Obligations	55	68
Deferred consideration	72	-
	592	248

Note 22 Depreciation and amortisation expense

	March 31, 2018	March 31, 2017
Depreciation on Tangible assets	598	569
Amortisation on Intangible assets	89	27
	687	596



Happiest Minds Technologies Private Limited

Notes to standalone financial statements for the year ended March 31, 2018

Note 23 Other expenses

(All amounts in Indian Rupees Lacs)

	March 31, 2018	March 31, 2017
Power and fuel	429	294
Rent including lease rentals (Refer note 32)	1,843	1,594
Repairs and maintenance		
- Buildings	218	185
- Equipments	44	43
- Others	218	232
Insurance	28	33
Rates and taxes	60	46
Cash discount	109	98
Travelling expenses	2,345	2,797
Expenditure towards Corporate Social Responsibility (CSR) activities [Refer note A below]	15	8
Sub-contractor charges	3,256	3,795
Communication expense	335	264
Legal and professional charges [Refer note B below]	440	425
Recruitment expenses	209	345
Marketing expenses	250	306
Commission paid	289	223
Software license cost	1,078	958
Provision for doubtful debts (net)	32	-
Miscellaneous expenses	233	267
	11,431	11,913

A .Corporate Social Responsibility (CSR) Expenditure :-

	March 31, 2018	March 31, 2017
(a) Gross amount required to be spent by the company during the year	-	8
(a) Amount spent during the year on -		

Particulars	In Cash**	Yet to be paid in Cash**	Total**
Construction / Acquisition of any asset	-	-	-
On purposes other than above	(-)	(-)	(-)
	15	-	15
	(8)	(-)	(8)
Total	15	-	15
	(8)	(-)	(8)

** Amount in brackets relate to Previous Year.

B. Payment to auditor

	March 31, 2018	March 31, 2017
As Auditor :		
Statutory audit fee	18	18
Tax audit fee	1	1
In other capacity :		
Other services (certification fees)	2	2
Reimbursement of expenses#	2	2
	23	23

Amounts for the year ended March 31, 2017 includes payments made to erstwhile auditors



Happiest Minds Technologies Private Limited

Notes to standalone financial statements for the year ended March 31, 2018

24 Contingent liabilities and Capital Commitments

(All amounts in Indian Rupees Lacs)

	March 31, 2018	March 31, 2017
I. Contingent Liabilities		
Guarantees given by banks on behalf of the Company for contractual obligations of the Company	396	430
II. Capital Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances	-	25

25 Value of imports calculated on C.I.F. basis (on accrual basis)

	March 31, 2018	March 31, 2017
Capital goods	68	313

26 Transactions in foreign currency

	March 31, 2018	March 31, 2017
(a) Earnings in foreign currency		
Revenue from sale of services	38,845	38,001
Revenue from sale of licenses	118	-
	38,963	38,001
(b) Expenditure in foreign currency		
Employee benefit expenses	7,035	6,938
Sub contractor charges	2,418	1,611
Legal and Professional fees	128	95
Travelling expenses	1,231	894
Marketing expenses	446	127
Cash discount	103	86
Software License cost	218	151
Other expenses	635	501
	12,214	10,403

27 Details on derivative instruments and Foreign currency exposures

(i) Forward exchange contracts entered into to hedge foreign currency risk arising from firm commitment/ highly probable forecast transactions and outstanding as at the Balance sheet date are as under:-

	March 31, 2018	March 31, 2017
Foreign exchange forward contracts to sell	USD 167 (INR 10,846)	USD 68 (INR 4,409)
Foreign exchange forward contracts to sell	EUR 7 (INR 524)	EUR 5 (INR 346)



Happiest Minds Technologies Private Limited

Notes to standalone financial statements for the year ended March 31, 2018

ii) Details of foreign currency exposures as per the Guidance Note on Accounting for Derivative Contracts

The details of foreign currency exposures disclosed below consists of all foreign currency assets and liabilities. The Company has not designated derivative forward contracts entered into as hedging instruments. 'Hedges by derivative contracts' disclosed below represent value of contracts whose maturity coincides with the tenure of the underlying exposure

		(All amounts in Indian Rupees Lacs)				
		March 31, 2018		March 31, 2017		
FCY	Particulars	Amt in FCY	Amt in INR Lacs	Amt in FCY	Amt in INR Lacs	
USD	Receivables	113	7,360	119	7,744	
	Other monetary assets	17	1,083	10	674	
	Total (A)	130	8,443	129	8,418	
	Hedged by derivative contracts (B)	167	10,846	68	4,409	
	Unhedged receivables (C) = (A) - (B)	-	-	61	4,009	
	Borrowings	139	9,051	69	4,500	
	Other monetary liabilities	19	1,214	8	511	
	Unhedged payables (D)	158	10,265	77	5,011	
	EUR	Receivables	11	859	8	540
		Other monetary assets**	-	10	-	19
Total (A)		11	869	8	559	
Hedged by derivative contracts (B)		7	524	5	346	
Unhedged receivables (C) = (A) - (B)		4	345	3	213	
	Borrowings	-	-	-	-	
	Other monetary liabilities**	1	58	-	13	
	Unhedged payables (D)	1	58	-	13	
	GBP	Receivables	6	526	5	368
		Other monetary assets	1	67	1	85
Total (A)		7	593	6	453	
Hedged by derivative contracts (B)		-	-	-	-	
Unhedged receivables (C) = (A) - (B)		7	593	6	453	
	Borrowings	-	-	-	-	
	Other monetary liabilities	5	418	2	192	
	Unhedged payables (D)	5	418	2	192	

** Represents the figures below the rounding off norms adopted by the Company

28 Employee benefit plans

i) Defined Contribution Plan:

The Company has recognised Rs.1,140 lacs (Previous year: Rs.1,005 lacs) as expense in the Statement of Profit and Loss in respect of defined contribution plan, which is disclosed under 'Contribution to Provident Funds' in Note 20

ii) Defined Benefit Plan (funded):

The Company has a defined benefit gratuity plan as per The Payment of Gratuity Act, 1972 (included as part of Salaries and Wages in Note 20 Employee benefits expense) to its employees under defined benefit plans. The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the respective plans

Balance sheet

Particulars	March 31, 2018	March 31, 2017
Fund Balance		
Defined Benefit Obligation	969	665
Fair value of plan assets	37	34
Plan Liability	932	631

The change in benefit obligation and funded status of the gratuity plan is as follows:

Change in defined benefit obligations (DBO) during the year

Present value of DBO at beginning of the year	665
Current service cost	209
Liability transferred on acquisition	144
Interest cost	44
Actuarial (gains) / losses	(19)
Past service cost	30
Benefits paid	(104)
Present value of DBO at the end of the year	969



(All amounts in Indian Rupees Lacs)

	March 31, 2018	March 31, 2017
Changes in Fair Value of Plan assets		
Fair Value of Plan assets at the beginning of the year	34	-
Expected return on plan assets	2	-
Transfer in	-	-
Actuarial gain/(loss)	(0)	0
Actual contribution	105	39
Benefits paid	(104)	(5)
Fair Value of Plan assets at the end of the year	37	34

Statement of profit and loss**Components of net benefit cost**

Current service cost	209	148
Interest cost	44	28
Expected return on planned asset	(2)	-
Past service cost	30	92
Net actuarial (gain)/loss recognised during the year	(19)	33
Net Gratuity Cost	262	301
Actual return on plan asset	(2)	(0)

Amounts recognized in current year and previous 4 years.

	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Defined benefit obligation	969	665	369	187	181
Plan assets	37	34	-	-	-
Surplus/(Deficit)	(932)	(631)	(369)	(187)	(181)
Experience adjustments on plan liabilities gain/(loss)	30	92	67	55	-
Experience adjustments on plan assets gain/(loss)***	(0)	0	-	-	-

Actuarial assumptions

	March 31, 2018	March 31, 2017
Discount rate	7.18%	6.67%
Expected return on plan assets	7.18%	6.67%
Salary escalation	8%	8%
Attrition	23%	23%
Average Past Service	2.52 years	1.83 years
Retirement Age	58 years	58 years

*** Represents the figures below the rounding off norms adopted by the Company

Notes

- (a) The Company evaluates these assumptions based on its long-term plans of growth and industry standards and the expected contribution to the fund during the year ending March 31, 2019, is approximately Rs.120 lacs (March 31, 2018 - Rs. 60 lacs).
- (b) The nature of allocation of the fund is only in debt based mutual funds of high credit rating.
- (c) The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- (d) The details of experience adjustments arising on account of plan liabilities for the year 2013-14 have been provided to the extent information is available with the Company.

29 Segment Reporting

The primary segment reporting format is determined to be business segments as the Company's risks and rates of return are affected predominantly by differences in the products and services produced. Secondary information is reported geographically. The operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

The Company has structured its business and its financial reporting to be aligned to market needs. Accordingly, the Company has three reportable business segments as described below:

Infrastructure Management & Security Services (IMSS):

Infrastructure Management and Security Solutions (IMSS) group delivers integrated end-to-end infrastructure and security solutions with specialization in cloud, virtualization and mobility across a multitude of industry verticals and geographies. The group provides advisory, transformation, managed & hosted services and secure intelligence solutions to clients. This group has unique productized solution platforms for smart infrastructure and security solutions provides quick to deploy, mature service delivery over Global SOC/NOC. This improves efficiency and serviceability, reduces cost and drives innovation.



Digital Business Solutions (DBS):

Digital Business Solutions (Formerly known as Digital Transformation & Enterprise Solutions) group delivers high value, cost effective enterprise applications and customised solutions that enable organizations to be smarter and accelerate business transformations. The group provides advisory, design & architecture, custom-app development, package implementation, testing and on-going support services to IT initiatives. The business drivers for these applications are: increasing market share, enhancing customer engagement, improving agility and efficiency of internal operations, reducing cost, driving differentiation and standardizing business processes.

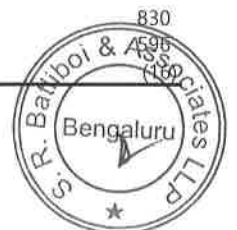
Product Engineering Services (PES):

Product Engineering Services group assists software product companies in building robust products and services that integrate mobile, cloud and social technologies. The group helps clients understand the impact of new technologies and incorporate these technologies into their product roadmap. This group focuses on technology depth, innovation and solution accelerators allows us to deliver time-to-market, growth and cost benefits to clients.

A. Primary Segment

April 1, 2017 to March 31, 2018		(All amounts in Indian Rupees Lacs)			
Particulars	IMSS	DBS	PES	Total	
Segment revenues	9,963	13,324	21,078	44,365	
Segment results	696	770	6,490	7,956	
Unallocable expenses {Refer (ii) below}				(9,643)	
Unallocable income {Refer (ii) below}				1,658	
Operating profit				(29)	
Depreciation / amortisation				(687)	
Finance costs				(592)	
Profit before taxes				(1,308)	
Tax expense				-	
Profit after taxes				(1,308)	
Segment assets {Refer (i) below}	2,166	3,061	5,119	10,346	
Unallocated assets				25,622	
Total Assets	2,166	3,061	5,119	35,968	
Segment liabilities {Refer (i) below}	102	198	110	410	
Unallocated liabilities				35,558	
Total Liabilities	102	198	110	35,968	
Other segment information					
Capital Expenditure				422	
Depreciation and amortisation expense				687	
Provision for doubtful debts / advances (net) no longer required written back				32	

April 1, 2016 to March 31, 2017		(All amounts in Indian Rupees Lacs)			
Particulars	IMSS	DBS	PES	Total	
Segment revenues	10,727	12,801	19,549	43,077	
Segment results	355	615	5,688	6,658	
Unallocable expenses {Refer (ii) below}				(6,532)	
Unallocable income {Refer (ii) below}				1,459	
Operating profit				1,585	
Depreciation / amortisation				(596)	
Finance Costs				(248)	
Profit before taxes				741	
Tax expense				(317)	
Profit after taxes				424	
Segment assets {Refer (i) below}	3,023	2,706	4,500	10,229	
Unallocated assets	-	-	-	20,901	
Total Assets	3,023	2,706	4,500	31,130	
Segment liabilities {Refer (i) below}	30	35	-	65	
Unallocated liabilities	-	-	-	31,065	
Total Liabilities	30	35	-	31,130	
Other segment information					
Capital Expenditure				830	
Depreciation and amortisation expense				459	
Provision for doubtful debts / advances (net)				(16)	



Happiest Minds Technologies Private Limited
Notes to standalone financial statements for the year ended March 31, 2018

B. Secondary Segment

The Company's secondary segments are the geographic distribution of activities. Revenue and receivables are specified by location of customers while the other geographic information is specified by location of the assets. The following tables present revenue, expenditure and certain asset information regarding the Company's geographical segments:

Revenues (Net)	(All amounts in Indian Rupees Lacs)	
	March 31, 2018	March 31, 2017
USA	31,919	31,837
Europe	5,294	5,027
India	5,541	5,365
Others	1,611	848
	44,365	43,077

The following is the carrying amount of assets by geographical area in which the assets are located:

	Carrying amount of assets		Capital expenditure	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
USA	6,545	7,234	20	27
Europe	1,501	1,015	-	1
India	27,562	22,553	402	802
Others	360	328	-	-
	35,968	31,130	422	830

(i) Assets (other than accounts receivable and unbilled Revenue) and liabilities (other than unearned revenue) of the Company are used interchangeably between segments, and the management believes that it is currently not practical to provide segment disclosures relating to these assets and liabilities since a meaningful segregation is not possible.

(ii) The expense / income that are not directly attributable and that cannot be allocated to a business segment on a reasonable basis are shown as unallocable expenses.

30 Related parties disclosure

(i) Related Party where control exists:

Happiest Minds Technology LLC (w.e.f 1st April 2017)

(ii) Details of Related Parties under AS 18 with whom transactions have taken place during the year.

Description of Relationship	Name of Related Parties
Key Management Personnel (KMP)	1. Ashok Soota (Executive Chairman) 2. Sashi Kumar (Managing Director) until February 2, 2018 3. Venkatraman N (Director) w.e.f January 16, 2018 4. Girish Paranjpe (Director) w.e.f June 27, 2017
Trust in which key management personnel are the Board of Trustees	Happiest Minds Technologies Share Ownership Plans Trust

(iii) Additional Parties as per Companies Act 2013, with whom transaction has taken place during the year.

Chief Financial Officer Venkatraman N

A. Sale/ Purchase of Services

Particulars	March 31, 2018	March 31, 2017
1. Sale of Services	1,209	-
2. Amount owed by related party		
(i) Accounts receivable	146	-
(ii) Unbilled revenues	107	-



B. Remuneration to Key managerial personnel [refer note (i) below]

(All amounts in Indian Rupees Lacs)

Name of Related Party	Relationship	Description	March 31, 2018	March 31, 2017
Ashok Soota	Executive Chairman	Salary and perquisites (Refer note ii below)	85	88
Sashi Kumar	Managing Director	Salary and perquisites ESOP Costs	243 19	259 23
Venkatraman N	Director & CFO	Salary and perquisites ESOP Costs	76 3	71 3

C. Other Transactions

Name of Related Party	Relationship	Description	March 31, 2018	March 31, 2017
Ashok Soota	Executive Chairman	Issue of 58,026 Series A 14% Non cumulative compulsorily convertible preference shares of Rs. 652 each issued at Rs. 6,700 each	-	3,888
		Personal guarantee given for total loan facility sanctioned for the Company	1,500	1,500
Sashi Kumar	Managing Director	Issue of 614 Series A 14% Non cumulative compulsorily convertible preference shares of Rs. 652 each issued at Rs. 6,700 each	-	41
Girish Paranjape	Director	Issue of 80,000 options at Rs. 26.	-	-
Venkatraman N	Director	Issue of 50,000 options at Rs. 26.	-	-
Happiest Minds Technologies Share Ownership Plans Trust	Trust in which key management personnel are the Board of Trustees	Advances given / Receivable (Net)	347	91

- (i) As the future liability for gratuity and leave encashment is provided on an actuarial basis for the Company as a whole, the amount pertaining to the key managerial personnel is not ascertainable and, therefore, not included above.
- (ii) Amount in FY 16-17 includes amount of Rs.5 lacs paid as gratuity.



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Happiest Minds Technologies Private Limited

Notes to standalone financial statements for the year ended March 31, 2018

31 Goodwill on acquisition of business

- A. The company has entered into Business Transfer agreement with OSS Cube Solutions Limited on 29th May 2017 to acquire certain assets and liabilities as detailed below. The Company completed the purchase price allocation in respect of the acquisition. The following table represent the final allocation of purchase price: -

(All amounts in Indian Rupees Lacs)

Particulars	Amounts
Purchase consideration (A)	2,130
Book value of assets transferred:	
Tangible Assets	31
Intangible Assets - computer software	63
Long term Loans & advances	37
Trade Receivables	85
Total Assets (B)	216
Provision for gratuity	144
Provision for compensated absences	41
Total liabilities (C)	185
Net Assets (D=B-C)	31
Goodwill (A-D)	2,099

The excess of purchase consideration over the fair value of the net assets acquired is recognized as goodwill. The Company has not acquired any identifiable intangible assets pursuant to above acquisition. The Company will test for impairment of Goodwill on an annual basis.

- B The company has entered into Business Transfer Agreement ('BTA') with Cupola Technology Pvt. Ltd on 9th May 2017 to acquire its business for total consideration amounting to Rs. 1,585 lakhs which includes upfront payment and deferred consideration payable on achievement of revenue, EBITDA and PBT targets provided in the BTA. The company has not acquired any assets and liabilities from the seller. The Company has accounted for present value of total purchase consideration amounting to Rs. 1,431 lakhs as goodwill. Further, the Company has not acquired any identifiable intangible assets pursuant to above acquisition. The Company will test for impairment of Goodwill on an annual basis.

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32 Leases

(i) Finance lease: Company as lessee

The Company has entered into finance lease arrangements for Computer systems and Vehicles, which provide the Company an option to purchase the assets at the end of the lease period. These lease arrangements range for a period between 36 and 60 months. However, there is no escalation clause. Future minimum lease payments (MLP) under finance leases together with the present value of the net MLP are as follows:

(All amounts in Indian Rupees Lacs)

Particulars	March 31, 2018		March 31, 2017	
	Minimum Lease payments	Present Value of Minimum Lease Payments	Minimum Lease payments	Present Value of Minimum Lease Payments
Not later than one year	367	325	424	356
Later than one year but not later than five years	340	311	575	507
Later than five years	-	-	-	-
Total Minimum Lease Payment	707	636	999	863
Less: Amounts representing finance charges	71		136	-
Present Value of Minimum Lease Payments	636	636	863	863
Not later than one year	325		356	
Later than one year and not later than five years	311		507	

(ii) Operating lease: Company as lessee

The Company takes properties for its offices premises under cancellable and non-cancellable operating lease agreements. These agreements are executed for periods ranging from 4 to 5 years with a non-cancellable period at the beginning of the agreement ranging from 2 to 4 years and renewable by mutual consent, at the end of lease period. The future minimum rental payments in respect of the non-cancellable leases are as follows:

Particulars	March 31, 2018	March 31, 2017
Not later than one year	1,180	905
Later than one year and not later than five years	1,388	1,084
Later than five years	-	-

33 Earnings per share [EPS]

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

Particulars	March 31, 2018	March 31, 2017
Profit after tax (Amount in INR Lacs)	(1,308)	424
Weighted number of shares considered for EPS :		
Basic EPS	36,772,762	36,252,783
Dilutive EPS	Note A	131,172,634
Basic (Amount in INR) [Nominal value per share Rs.2 (Previous year : Rs 2)]	(3.56)	1.17
Diluted (Amount in INR) [Nominal Value per share Rs. 2 (Previous Year : Rs. 2)]	Note A	0.32

Note A : Potential equity shares are anti-dilutive in nature for FY 17-18

34 Taxes on Income

As at March 31, 2018, the Company has a net deferred tax asset mainly relating carry forward business losses which have not been recognized in these accounts in the absence of virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

During the year the Company has accrued current tax provision of NIL (March 31, 2017 : Rs. 317 lakhs)

35 Software Technology Parks of India Scheme

i) The Company has obtained the approval of the Software Technology Park of India (STPI), Ministry of Information Technology, Government of India for setting up a Export Oriented Unit under the STP Scheme vide LOP no. EIG/HAPPIEST/GEN/26994 dated October 17, 2011 renewed via letter STPI-B/EXIM/HAPPIEST-MTPL/RLOP/26512 dated October 26, 2016.

Accordingly, the Company has been approved to import capital goods amounting to INR 5,637 lacs (CIF value) free of customs duty against export commitment. The Company has made actual import of capital goods as at the year end amounting to Rs.1,379 lacs (Previous year: Rs.1,311 lacs) (CIF Value).



Happiest Minds Technologies Private Limited

Notes to standalone financial statements for the year ended March 31, 2018

- ii) In accordance with the STPI guidelines, the Company is required to achieve a positive Net Foreign Exchange earnings cumulatively over a period of 5 years.

(All amounts in Indian Rupees Lacs)

Particulars	March 31, 2018	March 31, 2017
Earnings in Foreign Currency	38,963	38,001
Expenditure in Foreign Currency	12,214	10,403

36 Service Tax Refund Receivable and Goods & Service Tax (GST) Credit

The Company has recognised Service tax refund receivable aggregating to Rs.35 lacs (2017: Rs.157 lacs). During previous years, the Company had filed refund claims aggregating to Rs.157 lacs with the revenue authorities and received Rs.122 lacs during the current year. The Company has received favourable order from the Commissioner of Central Tax (A) against the aforementioned receivables and the management is confident that the balance refund claim will be received. Therefore, the Service tax refund receivable as at the balance sheet date is considered good and recoverable.

Further, as at 31st March 2018 the Company has GST credit receivable amounting to Rs.495 lacs, out of which refund amounting to Rs.225 lacs has been claimed with the department on 25th April 2018. The management is confident that the refund claim will be received or alternatively GST credit may be utilized against the GST output liability of the Company and hence GST credit receivable as at the balance sheet date is considered good and recoverable.

37 Subsequent Event

The Board of directors in their meeting held on October 25, 2017 approved the offer of 188 Series A 14% non-cumulative compulsory convertible preference shares of Rs.652/- each for cash at a premium of Rs. 10,758/- per share aggregating to a total consideration of Rs. 22 lacs. Aforementioned offer was approved by shareholders at the extra ordinary general meeting held on February 7, 2018. The Company had communicated the offer via letter dated Feb 20, 2018 and was accepted by proposed investor on February 26, 2018. Further the Company has received the share application money on April 20, 2018.

As per AS-4 "Contingencies and events occurring after balance sheet date", liability towards issue of shares crystallises only on acceptance of the offer and on receipt of share application money. Hence, no adjustment has been made in the financial statement.

- 38 Previous year numbers are regrouped / reclassified wherever necessary to conform to current year's classification.

For S.R. BATLIBOI & ASSOCIATES LLP

Firm Registration No (FRN): 101049W/E300004
CHARTERED ACCOUNTANTS

per Kaustav Ghose
Partner
Membership No. 057828



For and on behalf of the Board of Directors of
Happiest Minds Technologies Private Limited

Ashok Soota
Executive Chairman
DIN 00145962

Girish Paranjpe
Director
DIN 02172725



Venkatraman. N
Director & CFO
DIN 01856347

Praveen Darashankar
Company Secretary

Place : Bangalore

Date : June 04, 2018

Place : Bangalore

Date : June 04, 2018