Annual Report

For the Financial Year 2021-22

Comviva Technologies Limited

COMVIVA TECHNOLOGIES LIMITED

Board of Directors

Mr. Vivek Satish Agarwal – Director & Chairman
Mr. Manishkumar Murlimanohar Vyas - Director
Mr. Jagdish Mitra - Director
Mr. Rajat Mukherjee - Independent Director
Ms. Sunita Umesh - Independent Director

Committees of the Board

Audit Committee

Ms. Sunita Umesh, Chairperson
Mr. Jagdish Mitra
Mr. Rajat Mukherjee

Nomination and Remuneration Committee

Ms. Sunita Umesh, Chairperson
Mr. Vivek Satish Agarwal
Mr. Rajat Mukherjee

Corporate Social Responsibility Committee

Mr. Rajat Mukherjee, Chairman
Ms. Sunita Umesh
Mr. Jagdish Mitra

Auditors

M/s. BSR & CO. LLP, Chartered Accountants
Building No. 10, 12th Floor, Tower-C,
DLF Cyber City, Phase-II, Gurugram – 122 002, India

Bankers

IDBI Bank Limited
HDFC Bank Limited
ICICI Bank Limited
BNP Paribas Bank
Standard Chartered Bank
UCO Bank

Registered Office

5th, 7th & 8th Floor, Capital Cyberscape, Sector-59, Golf
Course Extension Road, Gurugram, Haryana-122102

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Twenty Third Annual Report with the audited financial statements of the Company for the financial year ended March 31, 2022.

1 (a) FINANCIAL SUMMARY/ HIGHLIGHTS: (STANDALONE) **Figures in Rs. Million**

FINANCIAL RESULTS	2021-22	2020-21
Total Income	7032	6,815
Profit before Depreciation & Taxation	1795	1,493
(-) Depreciation	255	269
Exceptional items:		
(+) Additional consideration on sale of subsidiary	-	730
Profit before Taxation	1540	1,954
(-) Provision for Income Tax	(1098)	(614)
(-) Deferred Tax Reversal /(charge)	(3)	93
Profit for the period	439	1,433
EPS Basic (Rs.)	20.08	65.51
EPS Diluted (Rs.)	20.08	65.51

(b) FINANCIAL SUMMARY/ HIGHLIGHTS: (CONSOLIDATED) **Figures in Rs. Million**

FINANCIAL RESULTS	2021-22	2020-21
Total Income	9014	8599
Profit before Depreciation & Taxation	2026	1668
(-) Depreciation	320	318
Exceptional items:		
(+) Additional consideration on sale of subsidiary	-	730
(+) Contractual obligation written back	-	188
Profit before Taxation	1707	2269
(-) Provision for Income Tax	(1128)	(658)
(-) Deferred Tax Reversal /(charge)	(7)	111
Profit for the period	572	1722
EPS Basic (Rs.)	26.17	78.72
EPS Diluted (Rs.)	26.17	78.72

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIRS

Total Income for the year 2021-22 is Rs. 7032 Mn as against Rs. 6,815 Mn in previous year.

In the concluded Financial Year, although there was some reduction in pandemic impact companies faced new challenges in the form of extremely high attrition and inflated salaries. Despite the two front impact the Company was able to achieve growth in revenue performance with growth in Digital Business Support Solution, Consumer Value Management and Converged Mobile Solutions business. Although there are some region-specific challenges faced in the order book compared to previous year especially in MENA region and key accounts like Airtel and Orange group. We expect the order book to bounce back next year with increased traction and orders from the customers in the Company's products and solutions businesses in the Consumer Value Management, Digital Financial Services and Digital Business Support Solution space and the Company expects that these will continue to exhibit high growth in the coming years.

Order book of our traditional products like MobiLytix Marketing Studio, Mobiquity Pay® and Digital BSS continues to be strong. We have seen significant traction in the market for our MobiLytix Marketing Studio portfolio with several new customers. The Company's strategy of focusing on key accounts for cross-sell / up-sell of new products continues to produce good results. The Company continues to invest in new products such as FactoReal, YABX and MCIP, which are expected to contribute to revenue growth in coming years.

For the next Financial Year, the Company is expected to grow significantly from current levels on account of higher demand for products, continued focus on the developing markets and in leveraging its existing customer relationships and continued innovation and diversification into non-telco markets such as BFSI & retail industry through extension of its existing product portfolio as well as new products and services which are yielding good results.

Along with the continued investment in its existing product portfolio, the Company is also looking to grow inorganically in the coming years through some strategic acquisitions. In FY 2022, Company has acquired IP of VSPP product from Media Kind which will lead to significant growth in FY 2023.

The Company has been regularly participating in international events to take its visibility outside India to greater heights and has been able to achieve significant recognition internationally and nationally.

The Company won 19 prestigious awards and recognitions over the last year. Won Emerging Payments Awards 2021 in three categories - "Leading Financial Services or Payments Start-Up" and "Best Direct Account to Account Solution" categories for MOVii digital wallet services in Colombia. The Company also won the "Best B2B/B2C Banking Initiative" award for Bankily services by Banque Populaire de Mauritanie (BPM); AITE Group Digital Wallet Innovation awards in the "Market Adoption" category for Movii digital wallet service in Colombia; BankingTech Awards in the "Best Contribution to Economic Mobility in Banking" category for MOVii digital wallet services in Colombia; GLOTEL Awards in the "Mobile Money Mastery" category for MOVii digital wallet services in Colombia; EastAfrica Com Awards in the "Fintech Innovation" category for Airtel Money; PayTech Awards in the "Best Mobile Payments Initiative" category for Airtel Money Uganda and "Best Prepaid Initiative" category for Airtel Money Uganda; Payments Awards in the "Best Alternative Payments Project" category for the Bankilyservices by Banque Populaire de Mauritanie (BPM). Other noteworthy awards include the 2021 World Communication Awards; Finovate Awards; CX Asia Awards; Inntech Awards and Unlocked Awards.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There is no change in the nature of the business of the Company during the Financial Year 2021-22.

DIVIDEND

The Board of Directors on October 21, 2021 declared an interim dividend of Rs. 20/- (Rupees Twenty) per share on each equity share of Rs. 10/- (Ten) fully paid up and the same was paid by the Company to the shareholders whose names were appearing in the Register of Members as on September 30, 2021 being record date for the payment of dividend.

Your Directors do not recommend Final Dividend on Equity Shares for the year ended March 31, 2022 and the Interim Dividend declared and paid to the shareholders as mentioned above would be treated as Final Dividend of the financial year 2021-22.

TRANSFER TO RESERVE

The entire amount of profits has been transferred to reserves.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAS OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENT RELATES AND THE DATE OF THE REPORT:

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the financial statement relate and the date of the report.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES-

As on March 31, 2022, your Company has 10 subsidiaries and 5 step-down subsidiaries which are all operational as per details given below:

List of Subsidiaries	List of Step-down Subsidiaries
Comviva Technologies Madagascar Sarlu	Comviva Technologies (Argentina) S.A.
Comviva Technologies Nigeria Limited	Comviva Technologies do Brasil Indústria, Comércio, Importação e Exportação Ltda
Comviva Technologies FZ LLC	Comviva Technologies Colombia S.A.S
Comviva Technologies B.V.	Comviva Technologies (Australia) Pty Ltd.
YABX Technologies (Netherlands) BV	Emagine International Pty Ltd**
Comviva Technologies Myanmar Limited	
Comviva Technologies USA Inc	
Comviva Technologies Cote D'ivoire	
Yabx India Private Limited	
Comviva Technologies Americas Inc*	

*Incorporated as a wholly-owned subsidiary in Delaware, USA on November 04, 2021.

During the financial year, Comviva Technologies Singapore Pte. Ltd. was disinvested with effect from November 12, 2021 to Tech Mahindra (Singapore) Pte. Limited which is subsidiary of Tech Mahindra Limited.

During the financial year the Company also closed its branch in Madagascar with effect from January 06, 2022.

**On March 28, 2022, the requisite final application with the appropriate authorities has been made for deregistration of Emagine International Pty Ltd.

There has been no material change in the nature of the business of the subsidiaries. As per Companies Act, 2013, the consolidated financial statements of your Company and all its subsidiaries are provided in this Annual Report. The consolidated financial statements have been prepared in accordance with IND AS. The performance and financial position of subsidiaries and step down subsidiaries are included in the consolidated financial statement is provided in accordance with the provisions of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014 as a separate statement annexed to the notes on accounts containing the salient features of the financial statement of Company's subsidiaries/joint ventures or associate companies in Form AOC – 1 as **Annexure-5**

DEPOSITS

Company has not accepted any deposits from the public and is therefore not required to furnish information in respect of outstanding deposits under Chapter V of the Companies Act, 2013.

STATUTORY AUDITORS

The members, in the 18th Annual General Meeting (AGM) held on June 29, 2017, appointed B S R & Co. LLP, Chartered Accountants with Registration no. 101248W/W- 100022 as the Statutory Auditors of the Company, to hold office for a term of five years from the conclusion of the 18th AGM of the Company held in the financial year 2017- 18 until the conclusion of the 23rd AGM of the Company for the financial year 2021-22, on such remuneration as may be determined by the Board of Directors.

Pursuant to Section 139 of the Companies Act, 2013 the statutory auditors B S R & Co. LLP, Chartered Accountants have confirmed eligibility and offered themselves to be re-appointed as Auditors of the Company for the period of next five years.

The Board of Directors recommend re-appointment of BSR & Co. LLP, Chartered Accountants as Statutory Auditors of the Company for a period of five years from the conclusion of the 23rd AGM of the Company until the conclusion of the 28th AGM of the Company.

AUDITOR'S REPORT

There are no qualifications, reservation or adverse remark or disclaimer made in the audit report for the Financial Year 2021-22 by M/s. BSR & Co, LLP.

There are no frauds reported by the auditors under sub-section (12) of section 143 of the Companies Act, 2013.

SECRETARIAL AUDITOR'S REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s RMG & Associates, Company Secretaries, New Delhi to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is available at "**Annexure I**" to this report.

The Secretarial Audit Report contains one qualification and clarification thereon by your Directors is as follows:

Observation by Secretarial Auditors: The CSR amount remaining unspent as on March 31, 2021 for the financial year 2020-21 was not transferred to the fund specified in Schedule VII of the Companies Act, 2013 ('Act') within prescribed period of 6 (six) months from the end of the financial year under Section 135(5) of the Act.

Clarification: Your Directors would like to inform that the Company could not spend 100% of its CSR obligation of FY 2020-21 and in accordance with Section 135(5) of the Act read with Rule 10 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company had deposited unspent amount of Rs. 5,50,122/- (Rupees Five Lakh Fifty Thousand One Hundred and Twenty-Two) to Prime Minister National Relief Fund on April 22, 2021 i.e. well within the stipulated period. However, it has now come to the knowledge of the Company that due to some technical error, the said amount bounced back into Company's bank account on the same day but remained unnoticed. This has resulted in an inadvertent non-compliance to Section 135(5) of the Act.

In order to make good the default good, the Company again deposited the aforesaid unspent CSR amount of Rs. 5,50,122/- (Rupees Five Lakh Fifty Thousand One Hundred and Twenty-Two) to Prime Minister National Relief Fund on March 30, 2022. The offence being compoundable u/s 441 of the Companies Act, 2013, the Company already initiated the process of approaching Hon'ble National Company Law Tribunal, Chandigarh, or the Hon'ble Regional Director, Northern Region, as may be required, for compounding of the abovementioned offence u/s 135(5) read with 135(7) of the Act.

SHARE CAPITAL

The Authorized share capital of the Company is Rs. 33,50,00,000/- (Rupees Thirty Three Crores and Fifty Lakhs) divided into 2,55,00,000 (Two Crore Fifty Five Lacs) Equity Shares of Rs.10/- (Rupees Ten) each and 80,00,000 (Eighty Lacs) Series A - 0.001% Fully Convertible and Non-Cumulative Preference Shares of Rs. 10/- each.

The issued and paid-up share capital is of the Company is Rs. 21,86,90,000/- (Rupees Twenty One Crores Eighty Six Lakhs and Ninety Thousand) divided into 2,18,69,000 Equity Shares of Rs. 10/- each.

During the financial year, there was no change in the authorized and paid-up share capital of the Company. While the Board approved buyback of its equity shares on October 21, 2021, later the same was rescind on January 27, 2022.

Further, the Board had approved the issuance of equity shares on rights basis on January 27, 2022.

EMPLOYEES STOCK OPTION PLANS

Company has no ESOP Schemes implemented for the employees as on the date of this Report.

ANNUAL RETURN

Pursuant to the provisions of Section 92(3) read with Section 134(3) (a) of the Companies Act, 2013, the Annual Return in Form MGT-7 is available at the weblink : www.comviva.com.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors met four (4) times on April 22, 2021, July 23, 2021, October 21, 2021 and January 27, 2022 during the Financial Year and the notices convening meeting of the Board were duly sent to all the Directors.

Further, four meetings each of Audit Committee and Nomination and Remuneration Committee were held and three meetings of Corporate Social Responsibility (CSR) Committee held on the following dates:

Meeting	Date(s) of Meeting
Audit Committee Meeting	April 22, 2021, July 23, 2021, October 21, 2021 and January 27, 2022
Nomination and Remuneration Committee	April 22, 2021, July 23, 2021, October 21, 2021 and January 27, 2022
CSR Committee	April 22, 2021, July 23, 2021 and October 21, 2021

Further, one (1) meeting of the Independent Directors was held on March 14, 2022 for the Financial Year 2021-22.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO UNDER SECTION 134(3)(m)

(A) CONSERVATION OF ENERGY

a) The Steps Taken or Impact on Conservation of Energy:

Conservation of energy is of utmost significance to the Company. Operations of the Company are not energy intensive. However, every effort is made to ensure optimum use of energy by using energy-efficient computers, processes and other office equipment. Constant efforts are made through regular / preventive maintenance and upkeep of existing electrical equipment to minimize breakdowns and loss of energy.

b) The Steps Taken by the Company to Utilize Alternate Sources of Energy:

As Company has taken all their premises on lease, alternate source of energy could not be installed.

c) The Capital Investment on Energy Conservation Equipment:

There is no capital investment on energy conservation equipment.

(B) TECHNOLOGY ABSORPTION

(i) The Efforts Made Towards Technology Absorption

The Company is continuously making efforts for induction of innovative technologies and techniques required for the business activities.

Details of Technology Absorption are given as follows:

- **Research and Development (R&D)**

(a) Specific Area in which R&D carried out by the Company

Company continues to do R&D in the areas of mobile commerce, content and data. As such Company continues to enrich its strong product portfolio in these domains through mobile banking, analytics, and rich engagement, communication, content and delivery platforms.

Company, after having surpassed its vision of touching billion lives through its offerings, has embarked on a vision of building 'Mobility solutions that transforms lives'. The three main pillars of its R&D efforts are around 'Commerce, Content, and Data' and adjunct focus areas are Customer Value Solutions and Managed Services.

R&D primarily consists of below activities in all the products and new innovative MVP's:
(1) New product development
(2) Creating new features and upgrades / version of existing product as per either internal product roadmap,

or customer requirement and
(3) Development work by the Core Engineering Team called as SET on the re-usable common components, engineering practices and innovative prototypes that are utilized as part / addition to products developed by the various domain specific product units.

R&D involves rapid prototyping of new products and features in existing products that address the needs of our customers in the market. Focus is around new features, designs, frameworks and methodologies that continue to be of importance to the Company. It not only allows enhancing quality of products and customer satisfaction but also enhances the revenues of customer satisfaction through robust and innovative products.

(b) The benefits derived like Product Improvement, Cost Reduction, Product Development or Import Substitution;

Continuous R&D is instrumental in building expertise and increasing revenues through enhancement in functionalities and introduction of new products. The organization is receiving significant client traction for new market capabilities including Factoreal, Yabx, MobiLytix, Mobiquity, CMS (Content) and Data Platforms.

Continuous R&D is helping us and our customers in following ways:

- New features to attract additional customers.
- Introduction of new products.
- Better system / product stability
- System / resource optimization-more transaction using same hardware infrastructure
- Reduction in cost of ownership
- Simplicity and user convenience for managing his mobile related services

(C) In Case of Imported Technology (Imported during last three years reckoned from the beginning of the Financial Year)

(i) Company has not imported technology during the last three years
(ii) Expenditure incurred on R&D.

Figures in Rs. Mn

S. No.	Particulars	Current year	Previous year
1	Capital	28	44
2	Recurring	510	510
3	Total	538	554
4	Total R&D expenditure as a percentage of total turnover	6.1%	8.1%

C. FOREIGN EXCHANGE EARNINGS & OUTFLOWS

Company is making continuous efforts to increase its sales in overseas markets and to explore new export markets. During the year under review, the Company has ventured into new markets such as Latin America and South East Asia along with several wins in these markets.

(Amount in Rs.)

Details of Foreign Exchange Earnings & Outflows	Financial Year ended 31st March, 2022	Financial Year ended 31st March, 2021
Foreign Exchange Earnings	6,039,521,124	5,566,280,598
Foreign Exchange Outflows	16,69,294,672	1,803,613,572

DIRECTORS

A. Changes in Directors and Key Managerial Personnel (KMP)

In accordance with the provisions of Section 152(6)(c) of the Companies Act, 2013, Mr. Vivek Satish Agarwal (DIN: 05218475), Director, is liable to retire by rotation and being eligible offered for re-appointment. The Board recommends his re-appointment in the ensuing Annual General Meeting.

Further Mr. Manishkumar Murlimanohar Vyas (DIN: 09042978), appointed as an Additional Director of the Company on January 25, 2021 was regularized and appointed as Director of the Company, liable to retire by rotation, at the Twenty Second Annual General Meeting held on July 20, 2021.

As on date, the Board composition is as follows:

Mr. Manishkumar Murlimanohar Vyas (DIN: 09042978), Mr. Jagdish Mitra (DIN: 06445179) and Mr. Vivek Satish Agarwal (DIN: 05218475) are Non-Executive Non-Independent directors of the Company.

Mr. Rajat Mukherjee (DIN: 03431635) and Ms. Sunita Umesh (DIN: 06921083) are Independent Directors of the Company.

Number of Board and Committee Meetings Attended				
Directors	**Board Meeting**	**Audit Committee**	**CSR Committee**	**NRC Committee**
Jagdish Mitra	3	3	2	NA
Manishkumar Murlimanohar Vyas	3	NA	NA	NA
Rajat Mukherjee	4	4	4	4
Sunita Umesh	4	4	4	4
Vivek Satish Agarwal	4	NA	NA	4

B. Declaration by an Independent Director(s)

During the year under review, all Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013. The Independent Directors have also given declaration of compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to their name appearing in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

C. Commission paid to Managing Director or Directors of the Company

During the year under review, there were no executive/managing directors on the Board of Company. Also Independent Directors are not entitled to any Commission.

D. Formal Annual Evaluation

Pursuant to the provisions of Section 178 the Companies Act, 2013, the Board has devised a policy on evaluation of performance of Board as a whole, evaluation of the committees and peer evaluation. Accordingly, the evaluation templates were circulated and the Chairman of the Board and Nomination and Remuneration Committee obtained duly filled-in evaluation templates. The Directors had positive feedback on the overall functioning of the Committees and the Board.

E. Policy for selection and appointment of Directors, KMP and their remuneration

The Company has in place a Nomination and Remuneration Policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence and other matters provided under section 178(3) of the Companies Act, 2013. The highlights of this policy forms part of this report as **Annexure-2,** however complete policy is available at the company's website at https://www.comviva.com

The Nomination and Remuneration Committee identifies and ascertains the integrity, qualification, expertise and experience of the person for appointment as Director or KMP. The appointment of Directors, KMP and Senior Management as recommended by the Nomination and Remuneration Committee requires approval of the Board.

The remuneration to the Directors and KMP is proposed by the Nomination and Remuneration Committee in compliance with requirements of the Companies Act and recommended to the Board for their approval. Approval of Shareholders is obtained, if required.

PARTICULARS OF EMPLOYEES u/s 197 OF THE COMPANIES ACT, 2013 r/w COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

As per the provisions of this section the same is not applicable to the Company.

BOARD COMMITTEES

Audit Committee

The Audit Committee consists of the following Directors:

(i) Mr. Jagdish Mitra
(ii) Mr. Rajat Mukherjee
(iii) Ms. Sunita Umesh

Ms. Sunita Umesh is Chairperson of the said Committee. Mr. Parminder Singh Bakshi, Company Secretary of the Company acts as Secretary of the Audit Committee.

Nomination and Remuneration Committee

The Nomination and Remuneration committee consist of the following Directors:

(i) Mr. Rajat Mukherjee
(ii) Ms. Sunita Umesh
(iii) Mr. Vivek Satish Agarwal

Ms. Sunita Umesh is Chairperson of the said Committee.

CSR (Corporate Social Responsibility) Committee

A. The CSR Committee consists of the following Directors:

(i) Mr. Jagdish Mitra
(ii) Mr. Rajat Mukherjee
(iii) Ms. Sunita Umesh

Mr. Rajat Mukherjee is Chairman of the said Committee.

B. Contents of the CSR Policy and initiatives taken as detailed in the Annual Report are in **Annexure 3** to this report. Complete CSR Policy of the Company is available at the Company's website at https://www.comviva.com**.**

C. The Company has spent its entire CSR obligation of Rs. 3,34,77,662/- for the Financial Year 2021-22 before March 31, 2022.

POLICY TO PREVENT AND DEAL WITH SEXUAL HARASSMENT

Your Company laid down Prevention of Sexual Harassment (POSH) policy which is available on its website. The Company has zero tolerance on Sexual Harassment at workplace. During the year under review there was one case of sexual harassment which was reported to Internal Compliant Committee and the same was closed before March 31, 2022.

The Company has complied with provisions of Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 relating to the constitution of Internal Complaints Committee.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Company has adopted the Whistle Blower Policy which is available on the Company website at https://www.comviva.com under the 'Who Are We" tab. It has been publicized to employees.

RISK MANAGEMENT POLICY

Company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Company's management system, organizational, structure, processes, standards, code of conduct and behaviors together form the risk management matrix that govern how the Company conducts the business and manages associated risks.

Company has introduced several improvements to integrated Enterprise Risk Management, Internal Controls Management and Assurance Framework and Processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities. This integration is enabled by fully aligned across Companywide risk management, internal control and internal audit methodologies and process.

Company risk management policy was reviewed and approved by the Audit committee.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 AS ON MARCH 31, 2022

Name of Body Corporate	Nature of transaction (whether Loan/Guarantee /Security /Acquisition)	Amount of Loan/Security/Acquisition /Guarantee (in Rs.)	Purpose of Loan/Acquisition /Guarantee/Security
Comviva Technologies FZ-LLC	Equity Investment	767,800	Investment in Subsidiaries
Comviva Technologies Nigeria Limited	Equity Investment	151,156,703	Investment in Subsidiaries
Comviva Technologies B.V.	Equity Investment	1,67,66,00,500	Investment in Subsidiaries
Comviva Technologies (Argentina) S.A.	Equity Investment	13,511,974	Investment in Subsidiaries
Comviva Technologies Do Brasil Indústria, Comércio, Importação E Exportação LTDA	Equity Investment	2,099,844	Investment in Subsidiaries

Name of Body Corporate	Nature of transaction (whether Loan/Guarantee /Security /Acquisition)	Amount of Loan/Security/Acquisition /Guarantee (in Rs.)	Purpose of Loan/Acquisition /Guarantee/Security
Comviva Technologies Madagascar Sarlu	Equity Investment	1,349,802	Investment in Subsidiaries
Comviva Technologies USA Inc	Equity Investment	29,998,000	Investment in Subsidiaries
Comviva Technologies Myanmar Limited	Equity Investment	14,999,000	Investment in Subsidiaries
YABX India Private Limited	Equity Investment	70,000,000	Investment in Subsidiaries
YABX India Private Limited	Cash Loan	15,000,000	Loan to Subsidiary
	Total (Rs.)	**1,97,54,83,623**	

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 has been annexed in **AOC-2** as **Annexure 4.**

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There is no significant and material order passed by the regulators or courts or tribunals impacting going concern status and Company's operations.

PROCEEDINGS UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

There are no proceedings pending under the Insolvency and Bankruptcy Code, 2016.

VALUATION OF ASSETS

The provisions of Section 134(3)(q) read with Rule 8(5)(xii) of the Companies (Accounts) Rules, 2014 are not applicable on the Company as it has not taken any valuation of assets for the given purpose.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIALS CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has internal financial controls which are adequate and were operating effectively. The controls are adequate for ensuring the orderly & efficient conduct of the business, including adherence to the Company's policies, the safeguarding of assets, the prevention & detection of frauds & errors, the accuracy & completeness of accounting records and timely preparation of reliable financial information.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(3)(c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is confirmed:

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

(b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit and loss of the Company for that period;

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

(d) The Directors had prepared the annual accounts on a going concern basis; and

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

STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

During the period under review, the Company has not appointed any Independent Director therefore, the requirement to provide a statement in this regard is not required.

COST RECORDS

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148 (1) of the Companies Act, 2013 are not applicable for the business activities of the Company.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards

ACKNOWLEDGEMENT

Your Directors on behalf of the Company and management express their gratitude for the co-operation and support received from Customers, Vendors, Shareholders, Bankers, various agencies and Government departments Both State and Central Governments.

The Directors also place on record their appreciation for the true team spirit, valued contributions and efforts put in by the employees at all levels.

For and on behalf of
Comviva Technologies Limited

Manish Vyas	**Jagdish Mitra**
Director	**Director**
DIN: 09042978	**DIN: 06445179**
Place: Texas, USA	**Place: Noida**

Date: May 03, 2022

RMG & ASSOCIATES

Company Secretaries

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT
FOR THE PERIOD ENDED ON MARCH 31, 2022

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

To,
The Members
Comviva Technologies Limited
(CIN: U72200HR1999PLC041214)
5th, 7th & 8th Floor, Capital Cyberscape,
Sector-59, Golf Course Extension Road,
Gurugram, Haryana-122102

We have conducted the Secretarial Audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Comviva Technologies Limited** (hereinafter referred to as "**The Company**"), having its Registered Office situated at **5th, 7th & 8th Floor, Capital Cyberscape, Sector-59, Golf Course Extension Road, Gurugram, Haryana-122102**. Secretarial Audit was conducted in a manner that provided us a reasonable foundation for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification, of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information/explanation provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on **March 31, 2022**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2022** according to the provisions of:

I. The Companies Act, 2013 ('the Act') and the rules made thereunder;

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder [**Not Applicable as the Company has not listed any of its securities on any Stock Exchange]**;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment;

V. The Company being an unlisted Company was not required to comply with any of the regulations and/or guidelines as prescribed by the Securities and Exchange Board of India in this regard under the Securities and Exchange Board of India Act, 1992, except the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client to the extent of Dematerialisation of Securities by the Company;

For the compliances of Labour Laws & other General Laws, our examination and reporting is based on the documents, records and files as produced and shown to us and the information and explanations as provided to us, by the officers and management of the Company and to the best of our judgment and understanding of the applicability of the different enactments upon the Company, in our opinion there are adequate systems and processes exist in the Company to monitor and ensure compliance with applicable Labour Laws & other General Laws.

The compliances by the Company of applicable Financial Laws, like Direct and Indirect Tax Laws, has not been reviewed in this audit since the same have been subject to review by the statutory financial auditor and other designated professionals.

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

1. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

2. General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 respectively, issued by the Ministry of Corporate Affairs ("MCA") for conduct of Extra-Ordinary General Meetings/ Annual General Meetings through Video Conferencing ("VC") or other Audio-Visual Means ("OAVM").

   The Company convened its Annual General Meeting on July 20, 2021 through webex audio visual conference facility pursuant to MCA circulars and for passing the resolutions, stated in the notice for convening aforesaid meeting, with requisite majority voting was done through the registered e-mail ids of the shareholders of the Company.

3. Notification No. G.S.R 186 (E) dated March 19, 2020, G.S.R 395 (E) dated June 23, 2020, G.S.R 590 (E) dated September 28, 2020 and G.S.R 806 (E)

dated December 30, 2020, issued by the Ministry of Corporate Affairs to conduct the Meetings of the Board or its Committees through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

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

We further report that

- The Board of Directors of the Company is constituted with proper balance of Non-Executive Directors, Independent Directors and Women Director during the period under review. The changes (Regularization) in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- Adequate notice(s) were given to all the directors to schedule the Board/Committee Meetings, agenda and detailed notes on agenda and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

- As per the records, the Company generally filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities.

- **For the FY 2020-21, the Company had deposited unspent CSR obligation as on March 31, 2021 amounting to Rs. 5,50,122/- (Rupees Five Lakh Fifty Thousand One Hundred and Twenty-Two Only), in the Prime Minister National Relief Fund on April, 22, 2021, prior to the last date of September 30, 2021 as prescribed under section 135(5) read with applicable Rules. However, the said amount bounced back into the Company's bank account on the same day to which CSR compliance team does not have access. To make the default good, the Company has now deposited the said unspent amount in the Prime Minister National Relief Fund on March 30, 2022. The Company has initiated the application process for compounding of such offence/non-compliance before the appropriate authority.**

We further report that there are systems and processes in the Company to commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines which are generally being followed by the Company.

We further report that during the audit period, the Company has following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above: -

1) The Board of Directors in their meeting held on July 23, 2021 approved to invest funds of the Company in its wholly owned subsidiary Comviva Technologies Cote D'Ivore.

2) The Company has acquired through its wholly owned subsidiary Comviva Technologies USA Inc, an asset known as VSPP (Video Storage Processing Platform) from MK Systems USA Inc amounting to Rs. USD 20 Million.

3) The Board of Directors in their meeting held on October 21, 2021 approved to invest in its wholly owned subsidiaries, YABX Technologies (Netherland) B.V. and Comviva Technologies USA Inc.

4) The company has sold its 100% equity stakes in Comviva Technologies Singapore Pte. Ltd to its group company.

5) The Board of Directors in their meeting held on October 21, 2021 approved the buyback of its equity shares. However, in the Board meeting held on January 27, 2022 rescind the same.

6) Mr. Manishkumar Murlimanohar Vyas (DIN: 09042978) has been appointed as Additional Director in the Board Meeting held on January 25, 2021 and the same has been regularized in the Annual General Meeting held on July 20, 2021.

7) The Board of Directors in their meeting held on January 27, 2022 approved to raise of equity funds through right issue.

8) The Board of Directors in their meeting held on January 27, 2022 approved for providing Performance Guarantee on obligations of Comviva Technologies Americas Inc ("Subsidiary").

For RMG & Associates
Company Secretaries
Firm Registration No. P2001DE016100
Peer Review No.: 734/2020

Place: New Delhi
Date : 03.05.2022
UDIN: F005123D000260829

CS Manish Gupta
Partner
FCS: 5123; C.P. No.: 4095

Note: This report is to be read with 'Annexure' attached herewith and forms an integral part of this report.

Annexure

To,
The Members
Comviva Technologies Limited
(CIN: U72200HR1999PLC041214)
5th, 7th & 8th Floor, Capital Cyberscape,
Sector-59, Golf Course Extension Road,
Gurugram, Haryana-122102

Our Secretarial Audit Report of even date, for the financial year ended March 31, 2022 is to be read along with this letter:

1. It is the responsibility of management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances as produce before us.

3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

5. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.

6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

7. We have conducted verification & examination of records, as facilitated by the Company, for the purpose of issuing this Report.

For RMG & Associates
Company Secretaries
Firm Registration No. P2001DE016100
Peer Review No.: 734/2020

Place: New Delhi
Date : 03.05.2022
UDIN: F005123D000260829

CS Manish Gupta
Partner
FCS: 5123; C.P. No.: 4095

Policy on Nomination and Remuneration Committee

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1. Objective

As a measure of good Corporate Governance and in compliance with the provisions of Section 178 of Companies Act 2013, following policies are formulated:

1.1. Policy on appointment and removal of Key Managerial Personnel and Senior Management;
1.2. Policy on Remuneration to the Key Managerial Personnel, Senior Management and other Employees
1.3. Policy on Directors Training
1.4. Policy on Evaluation of performance of the Board of Directors, Committees and individual Directors,
1.5. Policy on Board Diversity;

2. Definitions

The definitions of some of the key terms used in this Policy are given below.

"Board" means Board of Directors of the Company.
"Company" means the Comviva Technologies Limited.
"Committee(s)" means Committees of the Board for the time being in force as per the provisions of the Companies Act 2013.
"Employee" means employee of the Company whether employed in India or outside India including any whole time directors, KMPs & Senior Management who serve the company on a full-time basis and are not employed in any other entity except those which are the subsidiaries of the company or subsidiaries of its majority shareholder.
"HR' means the Human Resource department of the Company.
"Key Managerial Personnel" and Senior Management (KMP) refers to:

(i) Chairman (CM);
(ii) Managing Director (MD), or Chief Executive Officer (CEO);
(iii) Chief Financial Officer (CFO); and
(iv) Company Secretary (CS)

"Nomination and Remuneration Committee" or "NRC" means Nomination and Remuneration Committee of Board of Directors of the Company for the time being in force.
"Senior Management" means an employee of the Company who is a member of its Core Management team, which includes CEO, CFO, Company Secretary, Product Unit Heads (for Business units higher than USD 20 million), Global Head of Sales, EVP- New Product Initiatives, Global Head of HR.

3. Constitution of the Nomination and Remuneration Committee

The board has constituted the Nomination and Remuneration Committee on <DDMMYYYY>, in accordance with Companies Act 2013.
The board will have rights to reconstitute this committee from time to time.

4. Policy for appointment of the Board, KMPs & Senior Management

The committee shall look into the following matters:
- Make recommendations to the board on its composition and size to help ensure its effective working. It will do the following under each category of personnel:

4.1. Board Members

a) Identify and recommend to appointment or removal of such candidates who can be considered for the position of a director.
b) The NRC would decide this based on its discussions around qualifications, positive attributes and independence of the candidate being considered for directorship. The decision may also be based on conditions as best suitable for the business in accordance with statutory conditions as may be applicable from time to time.

4.2. KMPs

a) The authority to identify right candidates for the appointment of CFO and CS is vested with the CEO along with HR, who will facilitate in identifying the candidates internally or externally. NRC will consider the candidates proposed by the CEO and recommend to the Board for its consideration and appointment in accordance with the applicable provisions of the Act and Rules.
b) In case of CM / MD / CEO's appointment, NRC will initiate the process of identifying the new candidate, which can be an internal or external candidate, for the respective position. After identification and screening of the candidate, NRC will propose the candidature to the Board for its consideration and for appointment subject to the approval of the Shareholders and Regulatory Authority, if any.
c) The selection and removal would be based on the evaluations done during the selection /search process and would cover such parameters like: qualifications, positive attributes, experiences, etc. The decision may also be based on conditions as best suitable for the business in accordance with statutory conditions as may be applicable from time to time.
d) If a KMP is attracted with any disqualification as mentioned in any of the applicable Act, rules and regulations there-under or due to non-adherence to the applicable policies of the Company, the NRC may recommend to the Board with reasons recorded in writing, removal of a KMP subject to the compliance of the applicable statutory provisions.

4.3. Senior Management personnel

a) The Senior Management personnel are appointed and removed/relieved with the authority of CEO and HR. The selection and removal would be based on the evaluations done during the selection /search process and would cover such parameters like: qualifications, positive attributes, experiences, etc as per the recruitment policy prevailing at the time of selection. The decision may also be based on conditions as best suitable for the business in accordance with statutory conditions as may be applicable from time to time.
b) The details of the appointment made and the personnel removed/relieved during a quarter shall be presented to the Board as part of update on Corporate Governance.

To maintain effective performance and continuity, all attempts will be made to retain and maintain the right balance of expertise and experience at the senior management level through various measures of identification, hiring, training, grooming, performance feedback, compensation & benefits, promotions, etc and . The NRC may seek and review such efforts for any specific position/s as they may deem fit.

Subject to that there is no conflict of interest, Comviva CEO and HR Head will be authorized to approve employee requests for accepting –

1. any honorary positions in the Board of a Company (for no remuneration or a nominal remuneration); and/or
2. any non-significant minority stake capped up to 30%

In case the request is from the Comviva CEO, Comviva CFO or the Company Secretary, the same will be cleared by the NRC

5. Remuneration to KMPs, Senior Management personnel and Other Employees

The Company follows an extensive performance management system to review the performance of the employees /Senior Management and provide rewards on the basis of meritocracy.

The overall remuneration (Total compensation) to the employees (including Whole Time Director (CEO) CFO, CS and senior management) includes a fixed component (Guaranteed Pay) and a variable component (Performance Linked pay). The percentage of the variable component increases at hierarchy levels, as the Company believes employees at higher positions have a far greater impact and influence on the overall business result. Variable Pay program is covered by respective variable pay programs (like performance linked incentive programs as applicable for respective roles). Compensation offered is decided based on what is competitive and suitable to attract top talent peer group for such a role, while looking at company's ability to pay vis-à-vis its budget.

The initial remuneration for CEO or any whole time director will be proposed by the CM/MD to the NRC consistent with the strategy of the Company and their Qualifications, Experience, Roles and Responsibilities. Pursuant to the provisions of section 203 of the Companies Act 2013 the Board shall approve the remuneration at the time of their appointment.

The initial remuneration for KMPs – CFO and CS will be proposed by the CEO & HR to the NRC consistent with the strategy of the Company and their Qualifications, Experience, Roles and Responsibilities. Pursuant to the provisions of section 203 of the Companies Act 2013 the Board shall approve the remuneration at the time of their appointment.

The initial remuneration for the Senior Management personnel shall be proposed by HR and approved by CEO. Remuneration for the new employees other than KMPs and Senior Management Personnel will be decided by the HR and business /line managers at the time of hiring, depending upon the relevant job experience, last compensation, position details and role maturity fitment; philosophy of which has been captured in the compensation handbook of the company.

The Total compensation is reviewed at least once every year based on company's performance and compensation philosophy and program. Compensation Revision is based on the performance, potential and market positioning of the role as determined through hiring& /attrition related data, surveys and benchmarks.

The annual review of remuneration for CEO or any whole time director will be proposed by the CM/MD to the NRC. Pursuant to the provisions of section 203 of the Companies Act 2013 the Board shall approve the remuneration at the time of their appointment.

The annual remuneration for KMPs – CFO and CS will be proposed by the CEO & HR Head to the NRC consistent with the strategy of the Company and their Qualifications, Experience, Roles and Responsibilities. Pursuant to the provisions of section 203 of the Companies Act 2013 the Board shall approve the remuneration at the time of their appointment.

Annual Review of Remuneration (TCTC) for all employees (others than KMPs, but including senior management) will be decided by the HR, in consultation with CEO for all senior management position and along with concerned business unit head/managers as per performance management process & compensation philosophy and approved personnel cost budget. Performance Management Handbook applies to all employees including senior management, CFO and CS. CEO performance is evaluated by the CM/MD based on business goals as determined annually.

CEO and the HR Head may approve incentive programs as may be required for managing routine business requirements like joining or retention. Any plan covering shares or Stock Option grants to the employees shall be approved by the NRC based on the recommendation of CEO and Head of HR.

All remunerations to directors or CEO will be in accordance to Companies Act 2013 or changes to the same as applicable from time to time, including restatement of accounts due to fraud or non-compliance.

Sitting fee for Independent directors: Sitting fees will be paid to the independent directors for the committee and board meetings, as approved by the board from time to time. This will be subject to the maximum limits, if any, prescribed by the Companies Act 2013.

Refundability of excess remuneration: Any excess remuneration paid will have to be refunded back by the director in case of restatements and no such waivers will be permitted.

Commission or remuneration from holding or subsidiary company: The total commission paid for the services to this Company will include any remuneration paid from either the holding company or the subsidiary company.

6. Policy on Awareness Training to the Independent Directors

The Independent directors at the time of their co-option shall be provided with an orientation by at least one of the senior leaders. They will also be provided with the material/literature regarding the Company's business and its operations, governing documents, information on key personnel and financial information to familiarize them with the Company. The Board will brief them on their roles and responsibilities in the various Committees. The Quarterly Board Meetings will contain an agenda item on 'Business Updates' which provides development in the business strategy of the Company among others. The CM depending on the business need may also nominate Independent Directors for relevant external training programs. Independent Directors may request for any additional information as deemed fit for the successful discharge of their role.

7. Process for Performance Evaluation of the Board as a whole

The process will be initiated each year by the Chairman of the NRC or any other person as authorized by the NRC.

- ❖ The Board will carry out annual evaluation of its own performance through its adopted self-evaluation criteria. Board evaluation process will be initiated each year by the chairman of NRC and will be coordinated by the Chairman of NRC or any other person authorized by the NRC. Each Board member will get an evaluation form as given in **Annexure – I** in the first week of April of each year.

- ❖ Board members have the option to disclose his/her name on the evaluation form.

- ❖ Board members shall complete the form and return it to the authorized person within two weeks of receipt of the form.

- ❖ Only Chairman of the board and the authorized person appointed by the NRC to coordinate this activity will have access to individual evaluation form.

- ❖ Chairman of the Board, will arrange to tabulate the results and present summary report to the Board during the first Board Meeting of the financial year. The summary report will include score against each of the evaluation criteria & verbatim comments without any names. Sample template has been included in **Annexure II**. Report for each individual member will also be shared without names of those who gave the feedback.

- ❖ The Board will initiate discussion based on individual feedback, broad & common areas that are working well and those that need attention. The Board will then decide if changes in its governance practices and policies need to be made going forward.

7.1.Process for Performance Evaluation of the Committees:

The Board has adopted the evaluation criteria for Committees as mentioned in **Annexure -III**. Each Committee member will get an evaluation form as given in **Annexure – III** for the Committee(s) he/she is part of in the first week of April of each year.

- ❖ Committee Members have the option to disclose his/her name on the evaluation form.
- ❖ Committee Members shall complete the forms and return them to the authorized person within two weeks of receipt of the forms.
- ❖ Only Chairman of the board and the authorized person appointed by the NRC to coordinate this activity will have access to individual evaluation form
- ❖ The Chairman NRC, with the assistance of any person, will tabulate the results and share the summary report with the respective Committee in their first meeting of the financial year. The summary report will include score against each of the evaluation criteria & verbatim comments without any names. Sample summary report template has been included in **Annexure – IV**.
- ❖ Each Committee will initiate discussion basis individual feedback, broad & common areas that are working well and those that need attention.
- ❖ The Chairman of the respective Committee will also present the summary report to the Board during its first Board Meeting of each financial year.

7.2. Process for Performance Evaluation of individual directors including Independent Directors

- The NRC will carry out performance evaluation of individual directors through peer evaluation of each Board member.

- The Key areas of evaluation are Knowledge of business, Diligence and preparedness, Effective interaction with others, Constructive contribution to discussion and strategy, Concern for stakeholders, attentive to the internal controls mechanism, and ethical conduct issues as the evaluation criteria.

- In the first week of April of each year, each Board member will get evaluation form as given in **Annexure – V** for each of their colleagues on the Board. Each Board member will complete evaluation of each of their colleagues. Board member does not have to disclose his/her name on the evaluation form.
- During the first Board meeting of the financial year, separate envelopes indicating name of each Board Member will be circulated in which each Board member will place the completed evaluation sheet of the assessed member in their respective envelope. For example, there will be separate envelopes for Director A, Director B & so on and these envelopes will be circulated to all the Directors to place the evaluation form of the specific Director in the envelope indicating his/her name.

- Once all the evaluation forms are placed in designated envelopes, each Board member will be handed over their respective envelope and will have the opportunity to go through their own peer evaluation scores during the meeting itself.

- After going through their respective evaluation scores by their peers, the Board members will hand over their envelope to the Board chairperson during that meeting.

- Subsequently, the Board chairperson, will go through the contents of the envelope, and if necessary, will meet with each Director individually as part of the evaluation process to identify and discuss the outcome. The separate envelopes containing peer evaluation forms for each individual Director will remain with the Board chairperson and will be kept confidential.

- The NRC on the basis of evaluation scores of the concerned member shall recommend to the Board to extend or continue the term of appointment of the Board member. In case of the upcoming reappointment of any of the NRC member, the concerned member will not participate and others on the committee will be given access to all the available forms of the concerned member as detailed above to continue with the recommendation process.

8. Board's Diversity

A truly diverse Board will make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. The Board appointments should be based on merit that complements and expands the skills, experience, expertise of the Board as a whole, taking into account knowledge, professional experience, qualifications,

gender, age, cultural, educational background, statutory / regulatory requirement and any other factors that might be relevant and applicable from time to time for it to function effectively.
NRC considers the functional diversities in determining the optimum composition of the Board.

9. Amendment

The Policies may be changed at any time by the Board on the recommendation of NRC. However, the NRC shall have the authority to change the Evaluation Form at any time during the year with the objective of seeking more inputs from the Individual Directors
In the event of any statement in the policy contradicting with law, the law will supersede as applicable from time to time.

Rajat Mukherjee
DIN: 03431635
Chairman

Annexure I

Performance Evaluation of the Board as a whole - Self Evaluation Form

Each Board Member is to rate the following statements in relation to overall performance of the Board during the last financial year. Please place ✓ in the appropriate box next to each statement using the indicated scale. Please use the space at the bottom to provide any specific comments you may have.

Your Name (Optional) ____

Evaluate the following statements in relation to overall performance of the Board		Rating Scale				
		1	2	3	4	5
1	The Board is collegial and polite and meetings are conducted in a manner that ensures open communication, meaningful participation, and sound resolution of issues.					
2	The Board has achieved what it set out to accomplish in the year under review.					
3	The Board engages in long-range strategic thinking and planning.					
4	The Board stays abreast of issues and trends affecting the plan, using this information to assess and guide the organization over the long term.					
5	The Board meetings are of reasonable length & agendas are well-balanced, allowing appropriate time for the most critical issues and there is a balance between presentations and discussions.					
6	The Board receives timely, accurate, and useful information upon which to make decisions.					
7	The Board anticipates issues and does not often find itself reacting to “crisis” situations.					
8	The Board speaks in “one voice” when directing or delegating to management and brings discussions to a conclusion with clear direction to management.					
9	The quality of Directors participation in meeting is satisfactory.					
10	The Board is well diversified in terms of skills, regional and industry experience, background, race and gender					

Rating Scale

5 = strongly agree; 4 = Agree; 3 = neither agree nor disagree; 2 = Disagree; 1 = Strongly Disagree

Please provide below any additional comments or suggestions about the work and effectiveness of the board as a whole.

……………………………………………………………………………………………..
……………………………………………………………………………………………..
……………………………………………………………………………………………..

<u>**Annexure II**</u>

<u>Summary Report: Performance Evaluation of the Board as a whole</u>

Statements in relation to overall performance of the Board		Director A	Director B	Director C	Director D	Director E	Director F	Director G	Avg. Score
		Scores of each Director will be mentioned on No name basis							
1	The Board is collegial and polite and meetings are conducted in a manner that ensures open communication, meaningful participation, and sound resolution of issues.								
2	The Board has achieved what it set out to accomplish the past year.								
3	The Board engages in long-range strategic thinking and planning.								
4	The Board stays abreast of issues and trends affecting the plan, using this information to assess and guide the organization over the long term.								
5	The Board meetings are of reasonable length & agendas are well-balanced, allowing appropriate time for the most critical issues and there is a balance between presentations and discussions.								
6	The Board receives timely, accurate, and useful information upon which to make decisions.								
7	The Board anticipates issues and does not often find itself reacting to “crisis” situations.								

Rating Scale

5 = Strongly agree 4 = Agree 3 = Neither agree nor disagree 2 = Disagree 1 = Strongly Disagree

Comment 1: ………………………………….

8	The Board speaks in "one voice" when directing or delegating to management and brings discussions to a conclusion with clear direction to management.								
9	The quality of Directors participation in meeting is satisfactory.								
10	The Board is well diversified in terms of skills, regional and industry experience, background, race and gender								

Comment 2: ……………………………….

These comments will be taken verbatim without mentioning name of the Board Member)

Annexure III

Performance Evaluation of the Committees - Self Evaluation Form

(This Form is to be filled out separately for each committee of the Board in which you are member)

Each Committee member is to rate the following statements in relation to overall performance of the Committees during the last financial year. Please place √ in the appropriate box next to each statement using the indicated scale. Please use the space at the bottom to provide any specific comments you may have.

Your Name (Optional): ________________________________

Name of the Committee to be assessed: ____

Evaluate the following statements in relation to overall performance of the Committee		**Rating Scale**				
		1	**2**	**3**	**4**	**5**
1	The Committee is collegial and polite and meetings are conducted in a manner that ensures open communication, meaningful participation, and sound resolution of issues.					
2	The Committee is comprised of optimum number of members.					
3	The Committee is comprised of competent members					
4	The Committee gets into details, focuses on pertinent topics and allocates reasonable time and there is a balance between presentations and discussions.					
5	The Committee reports back to the Board as it should on all the relevant issues.					
6.	The Committee is effective in carrying out its mandate and make collective judgments about important matters.					

Rating Scale
5 = Strongly agree 4 = Agree 3 = Neither agree nor disagree 2 = Disagree 1 = Strongly Disagree

Please provide below any additional comments or suggestions about the work and effectiveness of the committee as a whole.

……………………………………………………………………………………………..
……………………………………………………………………………………………..
……………………………………………………………………………………………..

Annexure IV

Summary Report: Performance Evaluation of the Committee

(This result template will be shared with the respective Committee & presented in the Board Meeting)

Name of the Committee: ……………………………………………………………

Statements in relation to overall performance of the Committee		Committee Member A	Committee Member B	Committee Member C	Committee Member D	Average Score
		Scores of each Committee Member will be mentioned on No name basis				
1	The Committee is collegial and polite and meetings are conducted in a manner that ensures open communication, meaningful participation, and sound resolution of issues.					
2	The Committee is comprised of optimum number of members.					
3	The Committee is comprised of relevant members.					
4	The Committee gets into details, focuses on pertinent topics and allocates reasonable time and there is a balance between presentations and discussions.					
5	The Committee reports back to the Board as it should on all the relevant issues.					
6.	The Committee is effective in carrying out its mandate and make collective judgments about important matters.					

Rating Scale
5 = Strongly agree   4 = Agree   3 = Neither agree nor disagree   2 = Disagree   1 = Strongly Disagree

Comment 1: ………………………………….

Comment 2: ………………………………….

(These comments will be taken verbatim without mentioning name of the Committee Member)

Annexure V

Performance Evaluation of Board Member - Peer Evaluation Form

Each Board Member is to rate the following statements in relation to his/her assessment of their colleague as a Board member during the last financial year. Please place ✓ in the appropriate box next to each statement using the indicated scale. Please use the space at the bottom to provide any specific comments you may have. Please note, you do not mention your name on the form to keep the process confidential.

Name of Board Member to be assessed ___________________________________

Evaluate the following statements in relation to your assessment of your colleague as a Board Member of the Company		**Rating Scale**				
		1	**2**	**3**	**4**	**5**
1	Knowledge of key areas					
2	Diligence and preparedness					
3	Effective interaction with others					
4	Constructive contribution to discussion and strategy					
5	Concern for stakeholders					
6	Concern for working of internal controls					

5 = Outstanding, exceptional contribution
4 = Above expectation
3 = Satisfactory
2 = Some improvement required
1 = Unsatisfactory contribution to the Board

Please provide below any additional comments or suggestions which you believe would help improve the Board's function.

……………………………………………………………………………………………..
……………………………………………………………………………………………..
……………………………………………………………………………………………..

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ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIALYEAR 2021-22

1. Brief outline on CSR Policy of the Company:

   Our CSR vision is to make concerted efforts towards promotion of education amongst the underprivileged while also promoting initiatives for employability and entrepreneurship. Employability & Entrepreneurship readiness covers all or relevant aspects of education, skills and capabilities development which is to be imparted to children, youth and adults of any age groups to attain these objectives.

   The policy aims to:
   a. Demonstrate commitment towards the common good
   b. Engender a sense of empathy & responsibility amongst employees to motivate them to give back to the society
   c. Partner with group companies to promote quality education for the under privileged sections of the society

   The Company may also support causes related to sustainable development of green environment or topical events adversely impacting a large section of the society; provided they are covered as per the statutory requirements.

   The Corporate Social Responsibility (CSR) policy can be viewed at: https://www.comviva.com/wp-content/uploads/2021/09/CSR-Policy_22nd-April-2021.pdf

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee heldduring the year	Number of meetings of CSR Committee attended during the year
1.	Jagdish Mitra	Non-Executive Director	3	2
2	Rajat Mukherjee	Independent Director	3	3
3.	Sunita Umesh	Independent Director	3	3

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

   For CSR Committee & CSR Projects: https://www.comviva.com/wp-content/uploads/2021/07/Annual-Report.pdf

   For CSR Policy: https://www.comviva.com/corporate/policies/

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

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

Sl. No.	Financial Year	Amount available for set-offfrom preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
Not Applicable as no amount is available/ required to be set-off			

6. Average net profit of the Company as per section 135(5): **Rs. 1,67,38,83,113**

7. (a) Two percent of average net profit of the company as per section 135(5): **Rs. 3,34,77,662**
   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.: **NIL**
   (c) Amount required to be set off for the financial year, if any: **NIL**
   (d) Total CSR obligation for the financial year (7a+7b-7c): **Rs. 3,34,77,662/-**

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

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).*		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount.	Date of transfer
3,34,77,662	NA	NA	NA	NA	NA

*the unspent amount was transferred before the expiry of 30 days.

(b) Details of CSR amount spent against **ongoing projects** for the financial year: **Not Applicable**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No).	Location of the project		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation- Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration No.
Not Applicable												

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	**Name of the Project**	**Item from the list of activities in schedule VII to the Act.**	**Local area (Yes/ No).**	**Location of the project.**		**Amount spent for the project (in Rs.).**	**Mode of implementation - Direct (Yes/No).**	**Mode of implementation – Through implementing agency.**	
				State.	**District.**			**Name.**	**CSR registration number.**
1.	Mahindra Educational Institutions	Education	Yes	Hyderabad	Michel	5,400,000	Yes	Mahindra Educational Institutions	CSR00001815
2.	Prime Minister National Relief Fund	Crisis Fund	Yes	Delhi	Delhi	57,76,565	Yes	No	NA
3	1.Bal Vikas Dharna, 2.Maxvision Social Welfare Society 3.Basic Foundation 4. BAL VIKAS DHARA. 5. Grey Sim Learnings Foundation. 6.Pratigya Educational Initiative Society 7.Sai Swayam Society For The Hearing Impaired	Vocational Center	Yes	Haryana	GGN	1,67,38,831	No	Tech Mahindra Foundation	CSR00001814
4	1.Bridge education 2 Transition Support 3 Coaching for X & XII 4 Employability & Entrepreneurship for Women 5.Green belt	Education vocational ,Food &Green Belt	Yes	Haryana/Bangalore	GGN	55,62,266	No	Sanshil Foundation	CSR00000840
	TOTAL					**3,34,77,662**			

(d) Amount spent in Administrative Overheads: **Rs. 2,98,000**

(e) Amount spent on Impact Assessment, if applicable : **Not Applicable**

(f) Total amount spent for the Financial Year(8b+8c+8d+8e): **Rs. 3,34,77,662**

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	3,34,77,662
(ii)	Total amount spent for the Financial Year	3,34,77,662
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years[(iii)-(iv)]	NA

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

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSRAccount under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year(in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
1.	2020-21	NA	5,50,122	Prime Minister National Relief Fund	5,50,122	March 30, 2022	NIL
	TOTAL	**NA**	**5,50,122**	-	**5,50,122**	-	-

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	**ProjectID.**	**Name of the Project.**	**Financial Year in which the project was commenced.**	**Project duration.**	**Total amount allocated for the project (in Rs.).**	**Amount spent on theproject in the reporting Financial Year (in Rs).**	**Cumulative amount spentat the end of reporting Financial Year. (in Rs.)**	**Status of the project - Completed /Ongoing.**
1.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	TOTAL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: **Not applicable**

(Asset-wise details).

(a) Date of creation or acquisition of the capital asset(s). **Not Applicable**
(b) Amount of CSR spent for creation or acquisition of capital asset. **Not Applicable**
(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. **Not Applicable**
(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). **Not Applicable**

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).: **Not Applicable**

Manish Vyas
Director
DIN: 09042978
Place: Texas, USA

Rajat Mukherjee
Director & Chairman, CSR Committee
DIN: 03431635
Place: New Delhi

Date: May 03, 2022

Contents of Corporate Social Responsibility Policy

Our CSR vision is to make concerted efforts towards promotion of education amongst the underprivileged while also promotinginitiatives for employability and entrepreneurship.

Employability & Entrepreneurship readiness covers all or relevant aspetcs of education, skills and capabilties development which is to be imparted to children, youth and adults of any age groups to attain these objectives.

The policy aims to:
1. Demonstrate commitment towards the common good
2. Engender a sense of empathy & responsibility amongst employees to motivate them to give back to the society
3. Partner with group companies to promote quality education for the under privileged sections of the society

The Company may also support causes related to sustainable development of green environment or topical events adversely impacting a large section of the society; provided they are covered as per the statutory requirements.

Topical CSR support may be one time or time bound investment made under other possible areas. These spends would be pre-approaved by the CSR Committee; if the expected outlay is more than 20% of the approved annual CSR budget. If the fund is spent from the approved annual CSR budget and within 20% limit, the same may be shared in the quarterly CSR review meetings as a pre or post information report.

Scope and Applicability

This Policy is applicable to Comviva Technologies Limited India (hereby referred to as Company) and will apply to all the CSR projects/programmes undertaken by the Company.

Guidelines

1. The CSR program will be overseen under the aegis of the CSR Committee

2. The CSR Committee is formulated with reference to the Section 135 of the Companies Act 2013 (referred to as Act) on CSR and in accordance with the CSR rules (hereby referred to as Rules)

3. CSR Committee
   a. It will formulate & recommend to Board a CSR Policy which shall provide an indicative list of broad activities aligned to the CSR Policy which shall be undertaken. The CSR Policy will also include the recommendation for the budget/expenditure as may be needed for the full fiscal

b. The CSR Committee will monitor the CSR policy of the Company from time to time and recommend modifications to the CSR Policy, as and when required

4. Board of Directors
   a. They will review recommendations made by the CSR Committee, approve the CSR Policy of the Company and ensure that every financial year, the funds committed by the Company for CSR activities are utilized effectively by regularly monitoring the implementation.

   b. They would disclose the content of the policy in Company's report & website as per the prescribed format. Should that be the case, they would disclose the reasons for underspending of the allocated CSR budget in the Board's report.

5. They would ensure annual reporting of CSR policy to the Ministry of Corporate Affairs, Government of India as per the prescribed format

Identification of CSR Actitives and Projects

1. CSR SPOCs (as appointed by the Head of HR) will work closely with internal management members or employees to implement specific CSR programs and activities

2. Management would evaluate various NGO's and projects from time to time which can be taken up as part of the CSR activity by the larger organization, looking at the following broad parameters:
   a. The project should be in line with the CSR Vision of the Company
   b. The NGO (if involved) should have established processes on governance like Audits, Annual Reports etc
   c. The NGO should have been a registered NGO and should have been undertaking similar programs or projects for at least 3 years
   d. Support or donations aligned with Company's CSR vision or as covered by the CSR guidelines under the statute would be also be considered as an exception, though they may not be covered under the sections a to b above

3. The program will ensure that there is involvement and contribution in the CSR initiatives driven by Group Companies

Reporting

To ensure funds spent on CSR programmes are creating the desired impact on the ground, a monitoring and reporting framework will be used. Status of the programs and their perceived impact would be shared on a periodic basis as per the roles defined.

Deviations

Any deviation to this Policy requires an approval from the Head of Human Resources. Management reserves the right to modify this policy without prior notice.

ANNEXURE - 4

S.No.	Name(s) of the related party and nature of relationship		Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board	Amount paid as advances /Loan, if any
1	Comviva Technologies FZ-LLC	100 % Subsidiary	Revenue	01-Apr-2021 to 31-Mar-2022	5,59,32,106	NA	
2	Comviva Technologies BV	100 % Subsidiary	Revenue	01-Apr-2021 to 31-Mar-2022	19,73,56,316	NA	
3	Comviva Technologies Nigeria Limited	100 % Subsidiary	Revenue	01-Apr-2021 to 31-Mar-2022	9,25,64,678	NA	
4	COMVIVA TECHNOLOGIES (ARGENTINA) S.A.	100 % Subsidiary	Revenue	01-Apr-2021 to 31-Mar-2022	84,27,914	NA	
5	Comviva Technologies Colombia S.A.S	100 % Subsidiary	Revenue	01-Apr-2021 to 31-Mar-2022	2,48,45,446	NA	
6	Tech Mahindra Limited	Holding company	Revenue	01-Apr-2021 to 31-Mar-2022	10,95,10,260	NA	
7	PT Tech Mahindra Indonesia	Fellow subsidiary	Revenue	01-Apr-2021 to 31-Mar-2022	4,75,73,729	NA	
8	COMVIVA TECHNOLOGIES (ARGENTINA) S.A.	100 % Subsidiary	Support Services (Received)	01-Apr-2021 to 31-Mar-2022	56,13,950	NA	
9	Comviva Technologies Colombia S.A.S	100 % Subsidiary	Support Services (Received)	01-Apr-2021 to 31-Mar-2022	2,47,52,779	NA	
10	Tech Mahindra Limited	Holding company	Facility Charges (Received)	01-Apr-2021 to 31-Mar-2022	44,23,200	NA	
11	Tech Mahindra Limited	Holding company	Facility Charges (Provided)	01-Apr-2021 to 31-Mar-2022	1,28,17,560	NA	
12	Tech Mahindra Foundation	Fellow subsidiary	Corporate Social Responsibility	01-Apr-2021 to 31-Mar-2022	1,67,38,832	NA	
13	Mahindra Educational Institutions	Fellow subsidiary	Corporate Social Responsibility	01-Apr-2021 to 31-Mar-2022	54,00,000	NA	
14	YABX India Private Limited	100 % Subsidiary	Loan from Holding Company	01-Apr-2021 to 31-Mar-2022	3,75,00,000	NA	
15	YABX India Private Limited	100 % Subsidiary	Loan repaid to Holding Company	01-Apr-2021 to 31-Mar-2022	2,25,00,000	NA	
16	YABX India Private Limited	100 % Subsidiary	Interest on Loan repaid to Holding Company	01-Apr-2021 to 31-Mar-2022	13,281	NA	
17	YABX India Private Limited	100 % Subsidiary	Payments from Holding Company	01-Apr-2021 to 31-Mar-2022	48,78,330	NA	
18	Mr. Manoranjan Mahopatra*	Key Management Personnel	Managerial Remuneration	01-Apr-2021 to 31-Mar-2022	2,86,66,150	NA	
19	Mr. Neeraj Jain*	Key Management Personnel	Managerial Remuneration	01-Apr-2021 to 31-Mar-2022	1,10,00,000	NA	
20	Mr. Parminder Singh Bakshi*	Key Management Personnel	Managerial Remuneration	01-Apr-2021 to 31-Mar-2022	21,32,400	NA	

*Does not include ESOP and any other benefits extended above CTC

for Comviva Technologies Limited

Jagdish Mitra
(Director)
DIN: 06445179

Comviva Technologies Limited

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries

Annexure- 5
(FY 2021-2022)
(Amount in Rs. Million)

Sr. No	Name of the subsidiary	The date since when subsidiary was acquired**	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share capital	Reserves & surplus	Total assets	Total liabilities	Investments*#	Turnover*	Profit/ (loss) before taxation*	Provision for taxation#	Profit/ (loss) after taxation*	Proposed dividend	% of shareholding
1	Comviva Technologies Nigeria Limited	March 23, 2011	-	NGN/0.182522576760987	125	(110)	289	274	-	268	53	22	31	-	100%
2	Comviva Technologies Singapore Pte. Ltd.^^	September 8, 2011	-	SGD/55.915	-	-	-	-	-	-	30	(1)	31	-	100%
3	Comviva Technologies FZ-LLC	February 19, 2012	-	AED/20.614	1	(71)	750	820	-	652	(115)	-	(115)	-	100%
4	Comviva Technologies B.V.	April 30, 2015	-	EUR/84.033	1,601	(197)	2,126	722	660	1,166	440	39	401	-	100%
5	Comviva Technologies (Argentina) S.A. (formerly, ATS Advanced Technology Solutions S.A.)	January 31, 2016	June 30	ARS/0.682893	103	(24)	236	157	-	308	(7)	(6)	(1)	-	100%
6	ATS Advanced Technology solutions do Brasil Industria,Comercio, importacao E exportacao LTDA	January 31, 2016	December 31	BRL/15.8827535624476	178	(180)	200	202	-	228	(29)	-	(29)	-	100%
7	Comviva Technologies Colombia S.A.S	June 17, 2016	December 31	COP/0.0202193132222851	8	32	114	74	-	137	4	7	(3)	-	100%
8	Comviva Technologies Madagascar Sarlu.	December 12, 2016	-	MGA/0.019072093608455	1	1	6	4	-	3	(4)	(0)	(4)	-	100%
9	Comviva Technologies (Australia) Pty. Ltd	August 31, 2017	-	AUD/56.658	1	(107)	522	628	553	167	15	6	9	-	100%
10	Comviva Technologies Mexico, S. de R.L. de C.V.^^^	February 09, 2018	-	NA	-	-	-	-	-	-	-	-	-	-	100%
11	Emagine International Pty. Ltd. ^	September 01,2017	-	AUD/56.658	108	198	307	1	-	45	(6)	4	(10)	-	100%
12	Comviva Technologies USA INC.	November 5, 2019	-	USD/75.7925	30	(61)	32	63	-	21	(70)	(18)	(52)	-	100%
13	Comviva Technologies Myanmar Limited.	December 6, 2019	September 30	MMK/0.0424	12	(26)	174	188	-	45	(37)	(1)	(36)	-	100%
14	YABX Technologies (Netherlands) BV	June 04,2018	-	USD/75.7925	-	(81)	64	145	-	22	(88)	(21)	(67)	-	100%
15	Comviva Technologies Cote D'Ivoire	February 18, 2020	December 31	NA	-	-	-	-	-	-	-	-	-	-	100%
16	YABX India Private Limited	July 15,2020	-	INR/1	70	2	111	39	-	97	13	(1)	14	-	100%
17	Comviva Technologies Americas Inc^^^^	November 4, 2021	-	USD/75.7925	-	1	1,638	1,637	-	124	1	0	1	-	100%

*Converted at the average exchange rate.

** It includes the date of incorporation in case of subsidiary which is incorporated.

The amount also includes impact of deferred taxes.

*# The amount does not includes impact of impairment.

^ The Company is in process of deregistration of this entity. The final de-registration application was filed with local authorities on 28th March 2022.

^^ Effective November 12, 2021 entire stake in Comviva Technologies Singapore Pte. Ltd. has been divested.

^^^ Liquidated with effect from March 03, 2021

^^^^On November 04 2021, Comviva Technologies Americas Inc was incorporated as wholly owned subsidiary.

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Independent Auditor's Report

To the Members of Comviva Technologies Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Comviva Technologies Limited (the " Company"), which comprise the standalone balance sheet as at 31 March 2022, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("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 31 March 2022, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Director's report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. 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 design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Director are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. (A) As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows 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 Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   a) The Company has disclosed the impact of pending litigations as at 31 March 2022 on its financial position in its standalone financial statements - Refer Note 28 to the standalone financial statements.

   b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.

e) The dividend declared or paid during the year by the Company is in compliance with Section 123 of the Act.

(C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Ashish Gupta
Partner
Membership No. 215165
UDIN: 22215165AIIPKI8261

Place: Pune
Date: 3 May 2022

Annexure A to the Independent Auditor's Report on Standalone Financial Statements

(Referred to in our report of even date)

(i) (a) (A) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(i) (a) (B) According to the information and explanations given to us, the Company has maintained proper records showing full particulars of intangible assets.

(i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified once in a period of two years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(i) (c) The Company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.

(i) (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(i) (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not hold any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory, except stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investments and granted unsecured loans to companies, in respect of which the requisite information is as below. The Company has not provided any guarantee or security to companies, firms, limited liability partnerships or any other parties during the year.

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has provided unsecured loans to any other entity as below:

Particulars	**Loans (Rs. Million)**
Aggregate amount during the year - Subsidiaries (As per the Companies Act, 2013)	37.50
Balance outstanding as at balance sheet date - Subsidiaries (As per the Companies Act, 2013)	15.00

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made, guarantees provided, security given during the year and the terms and conditions of the grant of loans and advances in the nature of loans and guarantees provided during the year are, prima facie, not prejudicial to the interest of the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made and loans, guarantees and security given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 (“the Act”) have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the products manufactured by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax (‘GST’), Provident fund, Income-Tax, Duty of Customs, Cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax (‘GST’), Provident fund, Income-Tax, Duty of Customs, Cess and other statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount (Rs. million)	Period to which the amount relates	Forum where dispute is pending	Amount paid under protest (Rs. Million)
Income Tax Act, 1961	Income Tax	148	FY 2012-13 & FY 2013-14	Commissioner of Income Tax (Appeals)	-
Income Tax Act, 1961	Income Tax	1,524	FY 2014-15 to FY 2019-20	Commissioner of Income Tax (Appeals)	-
Burkina Faso authorities	Corporate tax, employer and apprenticeship tax, patent Tax, single tax on wages and salaries, VAT	4	Calendar year 2012 to 2020	Assessing Officer	-
Chad Tax Administration	Payroll and Corporate Tax/ VAT matters	216	Calendar year 2014 to 2019	Assessing Officer	31
Republique du Congo Authorities	VAT, Payroll & Income tax	46	Calendar year 2012 to 2014	Direction Départementale des Vérifications, Fiscale De Pointe- Noire	-
Malawi tax authorities	Corporate Tax	6	FY 2018-19 & FY 2019-20	Income Tax Officer	-
Niger Tax Authorities	Payroll & WHT matters	112	Calendar year 2016 & 2018	Assessing Officer	-
Tanzania Tax Authorities	Corporate tax, VAT, SDL, & Payroll matters	38	Calendar year 2012,2013,2016,2019 & 2020	Tax authority	-
Uganda Tax Authorities	Income Tax and VAT	80	FY 2016-17 & FY 2017-18	Tax authority	
Finance Act, 1994	Service Tax	392	FY 2004-2005 to FY 2007-2008	Custom Excise & Service Tax Appellate Tribunal	Net of Rs. 15 million being eligible Cenvat Credit set aside under protest

Name of the statute	Nature of the dues	Amount (Rs. million)	Period to which the amount relates	Forum where dispute is pending	Amount paid under protest (Rs. Million)
Gabon Tax Authorities	Indirect Tax	3	FY 2013-2014 to FY 2017-2018	General Secretariat, Provincial Department Of Estate Taxes , Ministry Of Sustainable Development, Economy, Investment Promotion And Planning	
Kenya Revenue Authority	VAT	1	Calendar year 2018 & 2019	Domestic Taxes Department Medium Tax Payers Office	

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings during the year and accordingly, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long- term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, as defined under the Act.

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) (a) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(b) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(c) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations provided to us, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) has more than one CIC as part of the Group. The Group has six CICs as part of the Group.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Ashish Gupta
Partner
Membership No. 215165
UDIN: 22215165AIIPKI8261

Place: Pune
Date: 3 May 2022

Annexure B to the Independent Auditor's report on the standalone financial statements of Comviva Technologies Limited for the year ended 31 March 2022

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2 (A) (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to standalone financial statements of Comviva Technologies Limited ("the Company") as of 31 March 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to standalone financial statements 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 (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. 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 with reference to standalone financial statements were established and maintained and whether 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal financial controls, 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 standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial controls with Reference to Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 standalone financial statements.

Inherent Limitations of Internal Financial controls with Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to 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 with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.101248W/W-100022

Ashish Gupta
Partner
Membership No. 215165
UDIN: 22215165AIIPKI8261

Place: Pune
Date: 3 May 2022

COMVIVA TECHNOLOGIES LIMITED
Standalone Balance Sheet as at March 31, 2022

Rs. in million

Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3A	193	210
(b) Capital work-in-progress	3D	37	3
(c) Right of use assets	3B	205	288
(d) Intangible assets	3C	53	85
(e) Financial assets			
(i) Investments	4(i)	1,972	527
(ii) Trade receivables			
-Unbilled	9(i)	40	46
(iii) Loans	5	15	17
(iv) Other financial assets	12(i)	50	48
(f) Income tax assets (net)		603	916
(g) Deferred tax assets (net)	6	442	434
(h) Other non-current assets	7(i)	190	302
Total non-current assets		3,800	2,876
Current assets			
(a) Inventories	8	12	22
(b) Financial assets			
(i) Investments	4(ii)	954	1,502
(ii) Trade receivables	9(ii)		
-Billed		3,301	3,911
-Unbilled		1,057	550
(iii) Cash and cash equivalents	10	674	722
(iv) Other balances with bank	11	7	39
(v) Other financial assets	12(ii)	180	874
(c) Other current assets	7(ii)	931	607
Total current assets		7,116	8,227
TOTAL ASSETS		**10,916**	**11,103**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	13	219	219
(b) Other equity	14	8,223	8,253
		8,442	8,472
Liabilities			
Non current liabilities			
(a) Financial liabilities			
(i) Lease Liabilities		143	215
(ii) Other financial liabilities	18(i)	-	10
(b) Provisions	15(i)	247	180
(c) Other non-current liabilities	16(i)	0	-
Total non-current liabilities		390	405
Current Liabilities			
(a) Financial liabilities			
(i) Lease Liabilities		79	69
(ii) Trade payables	17		
-Dues of micro and small enterprises		20	14
-Dues of creditors other than micro and small enterprises		1,084	1,077
(iii) Other financial liabilities	18(ii)	388	531
(b) Other current liabilities	16(ii)	236	204
(c) Provisions	15(ii)	85	63
(d) Income tax liabilities (net)		192	268
Total current liabilities		2,084	2,226
TOTAL EQUITY AND LIABILITIES		**10,916**	**11,103**
See accompanying notes forming part of standalone financial statements	1-46		

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No : 101248W/W-100022

For and on behalf of the Board of Directors of
Comviva Technologies Limited

Ashish Gupta
Partner
Membership No.: 215165
Pune

Manish Vyas
Director
Texas, USA

Jagdish Mitra
Director
Noida

Manoranjan Mohapatra
Chief Executive Officer
Gurugram

Neeraj Jain
Chief Financial Officer
Gurugram

Parminder Singh Bakshi
Company Secretary
Gurugram

Date: May 03, 2022

Date: May 03, 2022

COMVIVA TECHNOLOGIES LIMITED
Standalone Statement of Profit and Loss for the year ended March 31, 2022

Rs. in million

	Particulars	Note No.	For the year ended March 31, 2022	For the year ended March 31, 2021
I.	Revenue from operations	19	6,717	6,570
II.	Other income	20	315	245
III.	**Total Income (I+II)**		**7,032**	**6,815**
IV.	**Expenses**			
	(a) Employee benefits expense	21	2,720	2,598
	(b) Subcontracting cost		588	525
	(c) Finance costs	22	18	27
	(d) Depreciation and amortization expense	3	255	269
	(e) Other expenses	23	1,911	2,172
	Total expenses		**5,492**	**5,591**
V.	**Profit before exceptional items and tax**		**1,540**	**1,224**
VI.	**Exceptional Items:-**			
	Exceptional item	24	-	730
VII.	**Profit before tax**		**1,540**	**1,954**
VIII.	**Tax expenses:**	38		
	(a) Current tax		1,098	614
	(b) Deferred tax		3	(93)
			1,101	521
IX.	**Profit after tax**		**439**	**1,433**
X.	**Other comprehensive (loss)/income**			
A)	(I) Items that will not be reclassified to profit or loss			
	(a) Re-measurement (loss)/gain on defined benefit plans		(40)	10
	(II) Income tax income/(expenses) relating to items that will not be reclassified to profit or loss		10	(3)
B)	(I) Items that will be reclassified to profit or loss			
	(a) Net movement of effective portion on cash flow hedge		(3)	20
	(II) Income tax income/(expenses)relating to items that will be reclassified to profit or loss		1	(5)
XI.	**Other comprehensive (loss)/income for the year**		(32)	22
XII.	**Total comprehensive income for the year**		**407**	**1,455**
XIII.	**Earnings per Equity share**			
	(Face value of Rs. 10/- each)	32		
	(a) Basic (in Rs.)		20.08	65.51
	(b) Diluted (in Rs.)		20.08	65.51
	See acCompanying notes forming part of standalone financial statements	1-46		

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No : 101248W/W-100022

For and on behalf of the Board of Directors of
Comviva Technologies Limited

Ashish Gupta
Partner
Membership No.: 215165
Pune

Manish Vyas
Director
Texas, USA

Jagdish Mitra
Director
Noida

Manoranjan Mohapatra
Chief Executive Officer
Gurugram

Neeraj Jain
Chief Financial Officer
Gurugram

Parminder Singh Bakshi
Company Secretary
Gurugram

Date: May 03, 2022

Date: May 03, 2022

COMVIVA TECHNOLOGIES LIMITED
Standalone Statement of Changes in Equity for the year ended March 31, 2022

a. Equity share capital

Particulars	Number of Shares	Equity Share Capital (Rs. in Million)
Balance As at April 1, 2020	21,869,000	219
Balance as at March 31, 2021	**21,869,000**	219
Balance as at April 1, 2021	21,869,000	219
Balance as at March 31, 2022	**21,869,000**	219

b. Other Equity

Rs. in Million

Particulars	Reserves & Surplus			Items of OCI	Total
	Securities Premium	Capital Reserve	Retained Earnings	Effective portion of Cash flow Hedge	
Balance As at April 1, 2020	566	53	6,187	(8)	6,798
Profit for the year	-	-	1,433	-	1,433
Other comprehensive Income	-	-	7	15	22
Total comprehensive income	**-**	**-**	**1,440**	**15**	**1,455**
Balance as at March 31, 2021	**566**	**53**	**7,627**	**7**	**8,253**
Balance as at April 1, 2021	566	53	7,627	7	8,253
Profit for the year	-	-	439	-	439
Other comprehensive income	-	-	(30)	(2)	(32)
Total comprehensive income	**-**	**-**	**409**	**(2)**	**407**
Dividend (Refer note 14)	-	-	(437)	-	(437)
Balance as at March 31, 2022	**566**	**53**	**7,599**	**5**	**8,223**

Securities Premium
Securities premium reserve is used to record the premium on issue of shares

Capital Reserve
The Company recognises profit and loss on purchase, sale, issue or cancellation of the Company's own equity instruments to capital reserve.

Retained Earnings:
Retained earnings represents the undistributed profits of the Company accumulated as on Balance Sheet date.

Cash Flow Hedging Reserve :
The cash flow hedging reservere presents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cashflow hedges. Such gains or losses will be reclassified to statement of profit and loss in the period in which the hedged transaction occurs.

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No : 101248W/W-100022

Ashish Gupta
Partner
Membership No.: 215165
Pune

Date: May 03, 2022

For and on behalf of the Board of Directors of
Comviva Technologies Limited

Manish Vyas
Director
Texas, USA

Jagdish Mitra
Director
Noida

Manoranjan Mohapatra
Chief Executive Officer
Gurugram

Neeraj Jain
Chief Financial Officer
Gurugram

Parminder Singh Bakshi
Company Secretary
Gurugram

Date: May 03, 2022

COMVIVA TECHNOLOGIES LIMITED
Standalone Statement of Cash Flows for the year ended March 31, 2022

Rs. in million

Particulars	For the year ended March 31, 2022		For the year ended March 31, 2021	
	Rs. in million	Rs. in million	Rs. in million	Rs. in million
A] Cash flows from operating activities				
Profit before tax		1,540		1,954
Adjustments for:				
Depreciation and amortization	255		269	
Profit on sale of property, plant and equipment (net)	(1)		(1)	
Loss/(gain) due to fair valuation changes on financial assets	4		(9)	
Profit on sale of investment	(46)		(4)	
Interest expense	18		27	
Interest income	(13)		(25)	
Dividend received from subsidiary	(65)		-	
Profit on sale of investment in subsidiary	(2)		-	
Additonal business consideration	-		(730)	
Reversal of impairment provision on intercompany loan	(13)		-	
Unrealised foreign exchange (net)	(34)		211	
Provision for doubtful debts (net)	327		324	
Reversal of provision no longer required	(37)		(30)	
		393		32
Operating Profit before working capital changes		1,933		1,986
Net change in:				
Trade payables	43		(140)	
Other liabilities and provisions	(93)		46	
Trade receivables	(229)		110	
Other assets, loans and advances	(182)		(50)	
		(461)		(34)
Cash generated from operations		1,472		1,952
Direct taxes (net of refund)		(861)		(545)
Net cash flows from operating activities (A)		611		1,407
B] Cash flows from investing activities				
Purchase of property, plant and equipment & intangible assets	(128)		(143)	
Interest received	14		16	
Purchase of mutual funds	(4,080)		(2,180)	
Proceeds from sale/ redemption of mutual funds	4,670		1,182	
Proceed from sale of subsidiary	2		-	
Investment in subsidiary	(1,433)		(287)	
Proceeds from additional business consideration	725		-	
Loan given to subsidiary	(38)			
Proceeds from repayment of loan to subsidiary	53		-	
Sale of property, plant and equipment	6		3	
Dividend received from subsidiary	65		-	
Net Cash flows (used) in investing activities (B)		(144)		(1,409)
C] Cash flows from financing activities				
Proceeds/repayment from short term borrowings (net)	-		(1)	
Payment of dividend	(437)		-	
Repayment of lease liabilities	(67)		(73)	
Interest Paid	(18)		(27)	
Net cash flows (used) in financing activities (C)		(522)		(101)
D] Exchange differences on translation of foreign currency cash and cash equivalents (D)		7		(7)
Net decrease in cash and cash equivalents (A + B+ C + D)		(48)		(110)
Cash & cash equivalents at the end of the year		674		722
Cash & cash equivalents at the beginning of the year		722		832
Net decrease in cash and cash equivalents		(48)		(110)

COMVIVA TECHNOLOGIES LIMITED
Standalone Statement of Cash Flows for the year ended March 31, 2022

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
Note 1:		
Cash and cash equivalents include:		
Cash on hand	-	0
Remittances in transit	215	66
Balance with banks		
- In current accounts	242	479
- In deposit accounts	217	177
Total Cash and cash equivalents - refer note 10	**674**	**722**

Note 2:
Figures in brackets represent outflow of cash and cash equivalents.

Note 3:
The above cash flow statement has been prepared under the indirect method as set out in Ind AS 7 on Cash Flow Statements.

Note 4:
Previous period's figures have been rearranged/regrouped wherever necessary.

Note 5:
During the current and previous year, there were no non-cash changes in financial liabilities resulting from financing activities. Accordingly, the reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing acivities including both changes arising from cash flow and non-cash flow changes as required based on paragraph 44 of Ind AS 7 on "Statement of Cash Flows" has not been given.

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No : 101248W/W-100022

Ashish Gupta
Partner
Membership No.: 215165
Pune

Date: May 03, 2022

For and on behalf of the Board of Directors of
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Company Secretary
Gurugram

Date: May 03, 2022

1. Company Overview

Comviva Technologies Limited ("the Company") is provider of mobility solutions and a part of Mahindra Group. The company's offerings are broadly divided into three categories: Financial Solutions, Digital Systems and Growth Marketing. Its extensive portfolio of solutions spans digital financial services, customer value management, messaging and broadband solution and digital lifestyle services. The company strives to enable service providers to enhance customer experience, resolve real, on-ground challenges and leverage technology to transform the lives of customers. Comviva's solutions are deployed at various service providers and financial institutions and enrich the lives of people to deliver a better future.

The Company is a subsidiary of Tech Mahindra Limited.

The standalone financial statements ('financial statement') for the year ended March 31, 2022 were approved by the Board of Directors and authorised for issue on May 03, 2022.

2. Significant Accounting Policies

2.1 Statement of Compliance

The standalone financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.

2.2 Basis for preparation of financial statements

These standalone financial statements are presented in Indian rupees ("INR") which is also the Company's functional currency. All amounts have been reported in Indian Rupees Million, except for share and earnings per share data, unless otherwise stated. These standalone financial statements have been prepared on the historical cost basis and on accrual basis, except for certain financial instruments which are measured at fair values at the end of each reporting period as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

In estimating the fair value of an asset or liability, the Company takes into account the characteristics of the asset or liability that market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purpose in these standalone financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 116 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 *Inventories* or value in use in Ind AS 36 *Impairment of Assets*.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.
The financials statements of Comviva ESOP trust has also been consolidated with Comviva Technologies Ltd. (India) financials.

2.3 Use of Estimates:

The preparation of financial statements requires the management of the company to make estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of income and expenses during the reported period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

Critical accounting estimates

i) Revenue Recognition

The Company applies the proportionate method for measurement of performance obligation in accounting for its fixed price development contracts. Use of the proportionate method requires the Company to estimate the efforts to date as a proportion of the total budgeted efforts. Efforts have been used to measure progress towards completion as there is a direct relationship between input and productivity.

ii) Income taxes

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. The policy for the same has been explained under Note 2.12.

iii) Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed at the end of each reporting period. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The policy for the same has been explained under Note 2.4.

iv) Impairment of Investments

The Company reviews its carrying value of investments in subsidiaries and other entities at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

v) Provisions

Provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. The policy for the same has been explained under Note 2.14.

2.4 Property, Plant & Equipment and Other Intangible assets

Property, Plant & Equipment and Other Intangible assets are stated at actual cost less accumulated depreciation and net of impairment. The actual cost capitalized includes material cost, freight, installation cost, duties and taxes, eligible borrowing costs and other incidental expenses incurred during the construction / installation stage.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on Property, Plant & Equipment including assets taken on lease, other than freehold land is charged based on straight line method on an estimated useful life as prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, where the life of the assets has been assessed based on technical advice, considering the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Type of Asset	Estimated useful life
Plant and Equipment (including Computers)	3 year
Plant and Equipment (Electrical Equipment)	5 year
Office Equipment	5 year
Furniture and Fixtures	5 year

The estimated useful lives and residual values of the Property, Plant & Equipment and Other Intangible assets are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of Property, Plant & Equipment and intangible assets is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant & Equipment and intangible assets is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the profit or loss.

Improvements to leased premises are amortized over their estimated useful life or period of the lease, whichever is shorter.

Assets costing up to Rs. 5,000 are fully depreciated in the year of purchase except when they are part of a larger capital investment programme.

Computer Software and hardware acquired for specific projects are amortized over the initial contract life of the project.

The cost of Software purchased for internal use is capitalized and depreciated in full in the month in which it is put to use.

Intellectual Property Right (IPR) is amortized over a period of 4 years.

2.5 Leases

At inception of the contract, the Company determines whether the contract is a lease or contains a lease arrangement. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee
The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the

shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the standalone statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.
The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in standalone statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight- line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue from Customer Contracts to allocate the consideration in the contract.

2.6 Impairment of Assets

i) Financial assets

Company assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

Impairment loss on financial assets carried at amortized cost is measured at the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. In a subsequent period, if the amount of impairment loss decreases and the decrease can be related objectively to an event, the previously recognized impairment is reversed through Statement of profit and loss.

ii) Non-financial assets

Property, Plant & Equipment and Other Intangible assets

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

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

2.7 Inventories

Inventories are stated at lower of cost or net realizable value. In determining the cost of materials, the weighted average cost method is used.

2.8 Revenue recognition

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. Revenue from time and material and job contracts is recognised on output basis measured by units delivered, efforts expended, number of transactions processed, etc.

Revenue related to fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognised based on time elapsed mode and revenue is straight lined over the period of performance.

Revenue from the sale of distinct internally developed software and manufactured systems and third party software is recognised upfront at the point in time when the system / software is delivered to the customer. In cases where implementation and / or customisation services rendered, revenue against these services recognised over the period of time using proportionate method for measuring performance obligation.

Revenue on fixed price development contracts is recognised using the 'percentage of completion' method of accounting, unless work completed cannot be reasonably estimated. Percentage of completion is determined based on actual hours incurred to date as a percentage of total budgeted hours required to complete the project. The cost expended (or input) method has been used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognised only to the extent of contract cost incurred for which recoverability is probable.

Revenue from the sale of distinct third party hardware is recognised at the point in time when risk and rewards is transferred to the customer.

The solutions offered by the Company may include supply of third-party equipment or software. In such cases, revenue for supply of such third party products are recorded at gross or net basis depending on whether the Company is acting as the principal or as an agent of the customer. The Company recognises revenue in the gross amount of consideration when it is acting as a principal and at net amount of consideration when it is acting as an agent. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues.

Use of significant judgments in revenue recognition.

The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative stand-alone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost plus margin approach to allocate the transaction price to each distinct performance obligation.

Contract fulfilment costs are generally expensed as incurred except for certain software licence costs which meet the criteria for capitalisation. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered

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

2.9 Foreign currency transactions

The functional currency of the company is Indian Rupees (INR).
Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the dates of Balance Sheet. Gains and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are included in the Statement of profit and loss.

2.10 Financial Instruments:

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognized in Statement of profit and loss.

i) Non-derivative financial instruments:

Cash and cash equivalents

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

Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value

Financial asset not measured at amortized cost is carried at fair value through profit and loss (FVTPL) on initial recognition, unless the company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investment in equity instruments which are not held for trading.
The Company, on initial application of IND AS 109 *Financial Instruments*, has made an irrevocable election to present in other comprehensive income subsequent changes in fair value of equity instruments not held for trading.

Financial asset at FVTPL are measured at fair values at the end of each reporting period, with any gains or losses arising on re-measurement recognized in Statement of profit and loss.

Investment in subsidiaries

Investment in subsidiaries is carried at cost less impairment as per Ind AS 27 Consolidated and Separate Financial Statements.

Financial liabilities

Financial liabilities maturing after one year are subsequently carried at amortized cost using the effective interest method.

For trade payables and other financial liabilities maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

ii) Derivative financial instruments and hedge accounting

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain forecasted transactions. The Company designates some of these as cash flow hedges applying the recognition and measurement principles set out in the Ind AS 109.

The use of foreign currency forward contracts is governed by the Company's policies approved by the Board of Directors, which provide written principles on the use of such financial derivatives consistent with the Company's risk management strategy. The counter party to the Company's foreign currency forward contracts is generally a bank. The Company does not use derivative financial instruments for speculative purposes.

Foreign currency forward contract derivative instruments are initially measured at fair value and are re-measured at subsequent reporting dates. Changes in the fair value of these derivatives that are designated and effective as hedges of future cash flows are recognized in other comprehensive income and accumulated under hedging reserve and the ineffective portion is recognized immediately in the Statement of Profit and Loss.

Amounts previously recognized in other comprehensive income and accumulated in hedging reserve are reclassified to profit or loss in the same period in which gains/losses on the item hedged are recognized in the Statement of Profit or Loss. However when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously recognized in other comprehensive income and accumulated in hedging reserve are transferred from hedging reserve and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Any Profit or Loss arising on cancellation or renewal of such a forward exchange contract is recognized as income or as expense in the period in which such cancellation or renewal occurs. Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognized in the Statement of Profit and Loss as they arise.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. Cumulative gain or loss on the hedging instrument classified in hedging reserve is retained there and is classified to Statement of Profit and Loss when the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognized in hedging reserve is transferred to the Statement of Profit and Loss for the period.

iii) Derecognition of financial instruments

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

2.11 Employee benefits

i) Gratuity:

The Company accounts for its gratuity liability, a defined retirement benefit plan covering eligible employees. The gratuity plan provides for a lump sum payment to employees at retirement, death, incapacitation or termination of the employment based on the respective employee's salary and the tenure of the employment. Liabilities with regard to a Gratuity plan are determined based on the actuarial valuation carried out by an independent actuary as at the Balance Sheet date using the Projected Unit Credit method for India location. Certain overseas branches of the company also provide for retirement benefit plans in accordance with local laws.

Actuarial gains and losses are recognized in full in other comprehensive income and accumulated in equity in the period in which they occur. Past service cost is recognized in profit or loss in the period of a plan amendment.

ii) Provident fund:

The eligible employees of the Company are entitled to receive the benefits of Provident fund in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently at 12% of the basic salary) which are charged to the Statement of Profit and Loss on accrual basis. Contribution is made to recognised provident fund with effect from September 1, 2020. Till August 31, 2020 a portion of the contribution was made to the approved provident fund trust managed by the Company while the remainder of the contribution is made to the government administered pension fund. The contributions to the trust managed by the Company is accounted for as a defined benefit plan as the Company is liable for any shortfall in the fund assets based on the government specified minimum rates of return.

iii) Compensated absences:

The Company provides for the compensated absences subject to Company's certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment or availment. The liability is provided based on the number of days of unavailed leave at each Balance Sheet date on the basis of an independent actuarial valuation using the Projected Unit Credit method for India location and some branches of Company, whereas provision for encashment of unavailed leave on retirement is made on actual basis for other branches of Company.

Actuarial gains and losses are recognized in full in the Statement of Profit and Loss in the period in which they occur. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

iv) Other short term employee benefits:

Other short-term employee benefits such as overseas social security contributions and performance incentives expected to be paid in exchange for the services rendered by employees, are recognized during the period when the employee renders the service.

2.12 Taxation:

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to / recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with the local tax laws existing in the respective countries.

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the income taxes or deferred taxes are recognized in other comprehensive income or directly in equity, respectively.

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

Deferred income taxes

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount.

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

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

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

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is probable evidence that the Company will pay normal income tax in future.
Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

2.13 Earnings per share

Basic earnings/(loss) per share are calculated by dividing the net profit/(loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the year and also after the Balance Sheet date but before the date the financial statements are approved by the Board of Directors.
For the purpose of calculating diluted earnings/(loss) per share, the net profit/(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.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

2.14 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities and Contingent assets are not recognized in the financial statements.

2.15 Provision for Warranty

The Company has an obligation by way of warranty to maintain the software during the period of warranty, which may vary from contract to contract. Costs associated with such sale are accrued at the time when related revenues are recorded and included in cost of service delivery. The Company estimates such cost based on historical experience and the estimates are reviewed periodically for material changes in the assumptions.

2.17 Research and Development

Research costs are recognized in the statement of profit and loss in the period it is incurred. Development costs are recognized in the statement of profit and loss in the period it is incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use the asset and the costs can be measured reliably.

2.18 Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of cost of that asset. All other borrowing costs are charged to the statement of profit and loss.

2.19 Recent accounting pronouncement

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below.

Ind AS 16 – Property Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets – The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material.

Note 3A - Property, Plant and Equipment

Rs. in million

Particulars	Gross Block				Accumulated Depreciation / Amortization				Net Block	
	As at April 1, 2021	Additions during the year	Disposals during the year	As at March 31, 2022	As at April 1, 2021	During the year	On disposal during the year	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Plant and equipments	900	114	32	982	746	102	31	817	165	154
(Previous year)	(813)	(105)	(18)	(900)	(677)	(86)	(17)	(746)	(154)	(136)
Furniture and fixtures	25	3	6	22	19	5	5	19	3	6
(Previous year)	(33)	(1)	(9)	(25)	(26)	(2)	(9)	(19)	(6)	(7)
Office equipments	94	3	3	94	64	11	3	72	22	30
(Previous year)	(98)	(2)	(6)	(94)	(57)	(12)	(5)	(64)	(30)	(41)
Improvement to leased premises	108	-	54	54	88	14	51	51	3	20
(Previous year)	(109)	-	(1)	(108)	(72)	(17)	(1)	(88)	(20)	(37)
Total	1,127	120	95	1,152	917	132	90	959	193	210
Previous year	(1,053)	(108)	(34)	(1,127)	(832)	(117)	(32)	(917)	(210)	(221)

Note 3B - Right of use asset

Rs. in million

Particulars	Gross Block				Accumulated Depreciation / Amortization				Net Block	
	As at April 1, 2021	Additions during the year	Disposals during the year	As at March 31, 2022	As at April 1, 2021	During the year	On disposal during the year	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Right to use of office premises	462	5	-	467	174	88	0	262	205	288
(Previous year)	(514)	(2)	(54)	(462)	(96)	(96)	(18)	(174)	(288)	(418)
Total	462	5	-	467	174	88	0	262	205	288
Previous Year	(514)	(2)	(54)	(462)	(96)	(96)	(18)	(174)	(288)	(418)

Note 3C - Intangible Assets (Other than internally generated)

Rs. in million

Particulars	Gross Block				Accumulated Depreciation / Amortization				Net Block	
	As at April 1, 2021	Additions during the year	Disposals during the year	As at March 31, 2022	As at April 1, 2021	During the year	On disposal during the year	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Computer software	587	3	(0)	590	587	3	(0)	590	0	0
(Previous year)	(564)	(23)	(0)	(587)	(564)	(23)	(0)	(587)	(0)	(0)
Intellectual property rights	163	-	-	163	78	32	(0)	110	53	85
(Previous year)	(163)	-	(0)	(163)	(45)	(33)	(0)	(78)	(85)	(118)
Total	750	3	(0)	753	665	35	(0)	700	53	85
Previous Year	(727)	(23)	(0)	(750)	(609)	(56)	(0)	(665)	(85)	(118)

Note 3D - Capital work-in-progress

Capital work-in-progress ageing schedule as on March 31, 2022

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	37	-	-	-	37

Capital work-in-progress ageing schedule as on March 31, 2021

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	3	0	-	-	3

The Company does not have any CWIP (including intangible assets under development) which is overdue or as exceeded its cost compared to its original plan and hence CWIP (including intangible assets under development) completion schedule is not applicable.

Note 4 (i)- Non-current investments :

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
a) In subsidiaries		
Comviva Technologies Nigeria Limited 683,916,187 (March 31, 2021: 683,916,187) common Stock of Naira 1 each, fully paid up	151	151
Comviva Technologies FZ-LLC 55 (March 31, 2021: 55) Common Stock of AED 1,000 each, fully paid up	1	1
Comviva Technologies Singapore PTE Limited Nil (March 31, 2021 : 561,000) Common Stock of SGD 1 each, fully paid up	-	28
Less: provision for impairment	-	(28)
Comviva Technologies B.V. 1,9055,090 (March 31, 2021: 3,479,180) Common Stock of EUR 1 each, fully paid up	1,677	293
Comviva Technologies (Argentina) S.A. 790 (March 31, 2021: 790) common stock ARL 1 Each, fully paid)	13	14
Comviva Technologies Do Brasil Indústria, Comércio, Importação E Exportação LTDA (Formerly known as ATS Advanced Technology Solutions Do Brasil Industria, Comercio, Importacao E Exportacao LTDA)	2	2
5,000 (March 31, 2021: 5,000) common stock BRL 1 Each, fully paid		
Comviva Technologies Madagascar Sarlu 3,200 shares (March 31, 2021: 3,200) for MGA 20,000 Each, fully paid	1	1
Comviva Technologies USA Inc 400,000 shares (March 30, 2021: 400,000) for USD 1 per share	30	30
Comviva Technologies Myanmar Limited 200,000 shares (March 31, 2021: 200,000) for USD 1 Each, fully paid	15	15
YABX India Private Limited 7,000,000 shares (March 31, 2021: 2,000,000) for INR 10 Each, fully paid	70	20
Subtotal (a)	**1,960**	**527**
b) Investment in bonds-quoted (Carried at fair value through P&L)		
Corporate bonds	12	-
Subtotal (b)	**12**	**-**
Total (a)+(b)	**1,972**	**527**

Note 4 (ii) - Current investments :

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
a) Investment in mutual funds-unquoted (Carried at fair value through P&L)		
UTI Liquid Cash Plan - Direct Growth Plan: 164,031.66 units (Previous year: 445,749.31 units) @ NAV Rs. 3,488.04 (Previous year: NAV Rs. 3,370.48)	572	1,502
Mahindra Manulife Liquid Fund Direct Growth: 275,760.45 units (Previous year: Nil units) @ NAV Rs. 1384.18 (Previous year: NAV Rs. Nil)	382	-
Total	**954**	**1,502**

Note 5 - Loans : Non Current

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
Loans to subsidiary:		
- Considered good – Unsecured	15	30
Provision for impairment	-	(13)
	15	17
Total	**15**	**17**

Loans and advances to Directors/ KMP/ Related parties as at March 31, 2022

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	-	0%
Directors	-	0%
KMPs	-	0%
Related Parties	15	100%

Loans and advances to Directors/ KMP/ Related parties as at March 31, 2021

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	-	0%
Directors	-	0%
KMPs	-	0%
Related Parties	17	100%

Note 6 - Deferred tax assets (refer Note 39):

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
Break up of deferred tax assets		
Provision for Employee benefits	159	171
Provision for doubtful Trade receivables and Inventory	227	212
Others	60	84
Break up of deferred tax liability		
Property, Plant & Equipment and Intangible assets	(1)	(31)
Changes in fair value of derivatives designated as hedges	(2)	(2)
Total	**443**	**434**

Note 7 - Other Assets :

(i) Other non current assets — **Rs. in million**

Particulars	As at March 31, 2022	As at March 31, 2021
- Balance with Government authorities	180	295
- Prepaid expenses	8	5
- Capital advances	2	2
Total	**190**	**302**

(ii) Other current assets — **Rs. in million**

Particulars	As at March 31, 2022	As at March 31, 2021
- Advance to suppliers		
-Considered good	22	14
-Considered doubtful	1	1
	23	15
Provision for doubtful advances	1	1
	22	14
-Other loan and advances		
-Considered good	15	8
-Considered doubtful	8	8
	23	16
-Provision for doubtful advances	8	8
	15	8
- Balance with Government authorities	203	146
- Prepaid expenses	143	94
- Contract Asset	548	345
Total	**931**	**607**

Note 8 - Inventories :

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
(Valued at lower of cost and net realizable value)		
- Others - Stock of IT equipments and purchased software (consumed in IT projects)	12	22
Total	**12**	**22**

Note 9 - Trade receivables :

(i) Non current Trade receivables :

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
Trade Receivables - Unbilled	40	46
Total	**40**	**46**

(ii) Current Trade receivables :

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
Trade Receivables - Billed		
- Considered good – Unsecured	4,092	4,507
Less: Allowance for doubtful trade receivables	791	596
	3,301	3,911
- Credit impaired – Unsecured	112	245
Less: Allowance for doubtful trade receivables	112	245
	-	-
Trade Receivables - Billed (A)	**3,301**	**3,911**
Trade Receivables - Unbilled (B)	**1,057**	**550**
Total (A+B)	**4,358**	**4,461**

Trade Receivables ageing schedule as at March 31, 2022

Rs. in million

Particulars	Outstanding for following periods from due date of payments: Not Due	Less than 6 months	6 months - 1 year	1-2 yrs	2-3 yrs	More than 3 years	Total
Trade Receivables - Billed							
Undisputed trade receivables- considered good	606	1,671	529	650	358	278	4,092
Undisputed trade receivables- credit impaired	-	-	-	-	-	112	112
Disputed trade receivables- considered good	-	-	-	-	-	-	-
Disputed trade receivables- credit impaired	-	-	-	-	-	-	-
	606	**1,671**	**529**	**650**	**358**	**391**	**4,204**
Less: Allowance for doubtful trade receivables							903
							3,301
Trade receivable - Unbilled (Non current and current)							**1,097**
Total Trade Receivables							**4,398**

Trade Receivables ageing schedule as at March 31, 2021

Rs. in million

Particulars	Outstanding for following periods from due date of payments: Not Due	Less than 6 months	6 months - 1 year	1-2 yrs	2-3 yrs	More than 3 years	Total
Trade Receivables - Billed							
Undisputed trade receivables- considered good	1,179	1,331	765	722	182	328	4,507
Undisputed trade receivables- credit impaired	-	-	-	32	35	178	245
Disputed trade receivables- considered good	-	-	-	-	-	-	-
Disputed trade receivables- credit impaired	-	-	-	-	-	-	-
	1,179	**1,331**	**765**	**754**	**217**	**506**	**4,752**
Less: Allowance for doubtful trade receivables							841
							3,911
Trade receivable - Unbilled (Non current and current)							**596**
Total Trade Receivables							**4,507**

Note 10 - Cash and cash equivalents :

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
Cash on hand	-	0
Remittances in transit	215	66
Balances with banks:		
- In current accounts	242	479
- In deposit accounts	217	177
Total	**674**	**722**

Note 11 - Other balances with bank :

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
Earmarked balances with bank		
- Balance held under margin money account	7	9
Balances held as margin money/security towards obtaining bank guarantees	-	30
Total	**7**	**39**

Note 12 - Other financial assets :

(i) - Other Financial assets : Non Current

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
Security deposits		
- Considered good	50	48
- Considered doubtful	-	-
	50	48
- Provision for doubtful advances	-	-
	50	48
Total	**50**	**48**

(ii) - Other Financial assets : Current

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
Dues from subsidiary companies		
- Considered good	159	102
- Considered doubtful	89	86
	248	188
- Provision for doubtful advances	89	86
	159	102
Derivative financial assets	7	40
Interest accrued	12	17
Security deposits		
- Considered good	2	9
- Considered doubtful	4	4
	6	13
- Provision for doubtful advances	4	4
	2	9
Additional business consideration receivable	-	706
Total	**180**	**874**

Note 13 - Share capital :

Particulars	As at			
	March 31, 2022		March 31, 2021	
	Number	Rs. in million	Number	Rs. in million
(a) Authorized :				
Equity shares of Rs. 10 each	25,500,000	255	25,500,000	255
Series A 0.001% fully convertible non-cumulative preference shares of Rs. 10 each	8,000,000	80	8,000,000	80
(b) Issued, subscribed and fully paid up :				
Equity shares of Rs. 10 each fully paid up	21,869,000	219	21,869,000	219
Total	**21,869,000**	**219**	**21,869,000**	**219**

Notes:

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	As at			
	March 31, 2022		March 31, 2021	
	Number	Rs. in million	Number	Rs. in million
Equity Shares				
Opening Balance	21,869,000	219	21,869,000	219
Add: Shares issued during the year	-	-	-	-
Closing Balance	21,869,000	219	21,869,000	219

(ii) Terms, rights and restrictions attached to:

Equity Shares:
The Company has equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the equity shares held by the shareholders.

Series A 0.001% fully convertible non-cumulative preference shares:
The Company has class of fully convertible non-cumulative redeemable preference shares having a par value of Rs. 10 per share.

(iii) Details of shares held by the holding Company

Particulars	Number of Shares	
	As at March 31, 2022	As at March 31, 2021
Tech Mahindra Limited	21,866,913*	21,866,913*

* It includes 7 shares which are jointly held by Tech Mahindra Limited and Individual shareholders in Tech Mahindra Limited's kitty.

(iv) Details of equity shares held by shareholder holding more than 5%:

Name of shareholder	As at March 31, 2022		As at March 31, 2021	
	No of Shares	% of Holding#	No of Shares	% of Holding#
Tech Mahindra Limited*	21,866,913	99.99%	21,866,913	99.99%

This percentage of holding is presented with reference to Issued, Subscribed and Paid up.
*It is the sole promoter of the Company.

Note 14 - Other Equity :

Rs. in million

Particulars	As at			
	March 31, 2022		March 31, 2021	
Securities premium account		566		566
Capital Reserves		53		53
Hedging reserve (refer note 29)				
Opening balance	7		(8)	
(Less)/Add: Other Comprehensive (loss)/income	(2)		15	
Closing balance		5		7
Surplus in the statement of profit and loss				
Opening balance	7,627		6,187	
Add : Profit for the year	439		1,433	
(Less)/Add: Other Comprehensive (loss)/income	(30)		7	
(Less): Dividend *	(437)		-	
Closing balance		7,599		7,627
Total		**8,223**		**8,253**

* Interim dividend of Rs. 20 per equity share was paid during the year ended 31st March, 2022.

Note 15 - Provisions :

(i) Long-term provisions

Rs. in million

Particulars	As at	
	March 31, 2022	March 31, 2021
Provision for employee benefits		
-Gratuity	178	142
-Compensated absences	42	38
-Other employee benefit obligation	27	-
Total	**247**	**180**

(ii) Short-term provisions

Rs. in million

Particulars	As at	
	March 31, 2022	March 31, 2021
Provision for employee benefits		
-Gratuity	37	35
-Compensated absences	24	20
-Other employee benefit obligation	16	-
	77	55
Provision for warranties	8	8
Total	**85**	**63**

Note 16 - Other liabilities :

(i) Non-current liabilities

Rs. in million

Particulars	As at	
	March 31, 2022	March 31, 2021
Unearned revenue	0	-
Total	**0**	**-**

(ii) Current liabilities

Rs. in million

Particulars	As at	
	March 31, 2022	March 31, 2021
Unearned revenue	19	21
Statutory remittances	112	93
Advance from customers	105	90
Total	**236**	**204**

Note 17 - Trade payables :

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
Creditors for supplies / services	1,084	1,077
Creditors for supplies / services under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)	20	14
Total	**1,104**	**1,091**

* Refer note 36 for Disclosures under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

Trade Payables ageing schedule as on March 31, 2022

Rs. in million

Particulars	Outstanding for following periods from due date of payments					
	Not Due	**Less than 1 year**	**1-2 yrs.**	**2-3 yrs.**	**More than 3 years**	**Total**
Undisputed MSME	4	16	-	-	-	**20**
Undisputed Others	81	59	-	3	1	**144**
Disputed dues- MSME	-	-	-	-	-	**-**
Disputed dues- Others	-	-	-	-	-	**-**
	85	**75**	**-**	**3**	**1**	**164**
Add: Accrued expenses						940
Total Trade payables						**1,104**

Trade Payables ageing schedule as on March 31, 2021

Rs. in million

Particulars	Outstanding for following periods from due date of payments					
	Not Due	**Less than 1 year**	**1-2 yrs.**	**2-3 yrs.**	**More than 3 years**	**Total**
Undisputed MSME	4	10	-	-	-	**14**
Undisputed Others	39	22	12	15	100	**188**
Disputed dues- MSME	-	-	-	-	-	**-**
Disputed dues- Others	-	-	-	-	-	**-**
	43	**32**	**12**	**15**	**100**	**202**
Add: Accrued expenses						889
Total Trade payables						**1,091**

Note 18 - Other Financial liabilities:

(i) Other Financial liabilities: Non Current

Rs. in million

Particulars	As at	
	March 31, 2022	March 31, 2021
Liability for sub-lease refundable security	-	10
Total	**-**	**10**

(ii) Other Financial liabilities : Current

Rs. in million

Particulars	As at	
	March 31, 2022	March 31, 2021
Accrued salary and benefits	307	482
Payables on purchase of Property, plant and equipment	57	28
Contractual obligation	10	10
Due to subsidiary	14	11
Total	**388**	**531**

Note 19 - Revenue from operations :

Rs. in million

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Licence Fee with Implementation and other services	4,500	3,639
Revenue sharing arrangements	466	540
Annual maintenance contract services	1,500	1,618
	6,466	5,797
Income from sale of equipments and software (third party)	251	773
Total	**6,717**	**6,570**

Note 20 - Other income :

Rs. in million

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest income	13	25
Profit on sale of current investments	47	4
Dividend received from subsidiaries	65	-
(Loss) / gain due to fair valuation changes on financial assets	(4)	9
Profit on sale of subsidiary	2	-
Profit on sale of property, plant and equipment (net)	1	1
Foreign Exchange gain (net)	80	-
Sundry Balances written back	37	30
Miscellaneous Income	8	35
Income from sub-lease	12	37
Reimbursement of expenses	54	104
Total	**315**	**245**

Note 21 - Employee benefits expense :

Rs. in million

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries, wages and bonus	2,508	2,354
Defined Contribution/benefit plan cost	169	195
Staff welfare expenses	43	49
Total	**2,720**	**2,598**

Note 22 - Finance costs :

Rs. in million

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest expense on lease liability	18	27
Total	**18**	**27**

Note 23 - Other expenses :

Rs. in million

Particulars	**For the year ended March 31, 2022**		**For the year ended March 31, 2021**	
Cost of hardware equipments,softwares and other items		851		1,118
Royalty and software charges		19		19
Travelling and conveyance		52		14
Freight and forwarding charges		8		33
Recruitment Expenses		20		6
Power and fuel		23		20
Rent		16		20
Rates and taxes		59		14
Insurance		49		41
Repairs and maintenance		224		213
Advertising and sales promotion		78		54
Communication costs		22		39
Foreign exchange losses (net)		-		106
Corporate Social Responsibility		34		28
Legal and professional fees		108		82
Conference expenses		9		14
General office expenses		11		14
Provision for doubtful debts (net)				
- Bad debts	281		5	
- Provision for debts	33		319	
		314		324
Miscellaneous expenses		14		13
Total		**1,911**		**2,172**

Note 24 - Exceptional items :

Rs. in million

Particulars	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
Additional consideration on sale of subsidiary*	-	730
Total	**-**	**730**

*The Company has accrued additional consideration pertaining to sale of TerraPay group (subsidiary) amounting to Nil (March 31, 2021: 730 million), which has been transferred w.e.f March 02, 2020. The Company has recognised this additional consideration on the completion of requisite milestone as mentioned in the Share purchase agreement entered into with the acquirer. This consideration has been realised on April 15, 2021.

25. Details of employee benefits as required by the IND AS-19 – Employee Benefits are as under:

a) Defined Contribution Plan

The Company makes contributions to Provident Fund which is defined contribution plan for qualifying employees. Under this Scheme, the Company contributes a specified percentage of the payroll costs to the fund. Amounts recognised as an expense in the Statement of Profit and Loss is Rs.128 million (year ended March 31, 2021 : Rs. 162 million) for provident fund contributions.

b) Defined Benefit Plan - Gratuity

In accordance with the Payment of Gratuity Act, 1972, applicable for Indian companies, the Company operates a scheme of gratuity which is a defined benefit plan. The gratuity plan is partially funded.

I] Changes in Defined Benefit Obligation ('DBO') and Trust Fund plan assets recognized in the Balance Sheet are as under:

Rs. in million

Particulars	**As at March 31, 2022**	**As at March 31, 2021**
Defined Benefit Obligation as at the beginning of the year	177	188
Current Service Cost	32	23
Interest cost	9	10
Benefits Paid	(41)	(30)
Acquisition (gain)/loss	-	(2)
Actuarial (gain)/loss - experience	35	(0)
Actuarial (gain)/loss - demographic assumptions	-	-
Actuarial (gain)/loss - financial assumptions	5	(12)
Defined Benefit Obligation as at the end of the year	**217**	**177**

II] Change in the fair value of plan assets representing reconciliation of opening and closing balances thereof are as follows :

Rs. in million

Particulars	**As at March 31, 2022**	**As at March 31, 2021**
Fair value of plan assets at the beginning of the year	2	2
Interest income on plan assets	0	1
Contributions by employer	-	1
Benefits Paid	-	-
Remeasurement- Return on plan assets excluding amount included in interest income	0	(2)
Fair value of plan assets at end of the year	**2**	**2**

Net defined benefit Asset/(Liability)

Rs. in million

Particulars	**As at March 31, 2022**	**As at March 31, 2021**
Defined benefit obligation	217	177
Fair value of plan assets	(2)	(2)
Net defined benefit obligation disclosed as:	215	175
- Current provisions	37	35
- Non current provisions	178	140

As at March 31, 2022 and March 31, 2021 plan assets were primarily invested in insurer managed funds

IV] Components of employer expenses recognised in the Statement of Profit and Loss:

Rs. in million

Particulars	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
Current Service Cost	32	23
Interest cost on Defined Benefit Obligation	9	10
Expected return on plan assets	(0)	(0)
Total expense recognised in the Statement of Profit & Loss (Refer note 21)	**41**	**33**

V] Actuarial (Gain)/Loss recognized in Other Comprehensive Income

Rs. in million

Particulars	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
Actuarial (gain)/loss due to defined benefit obligation experience	(35)	0
Actuarial (gain)/loss - demographic assumptions	-	-
Actuarial (gain)/loss due to defined benefit obligation assumption changes	(5)	12
Remeasurement- Return on plan assets excluding amount included in interest income	0	(2)
Net (gain)/loss recognised in Other Comprehensive Income	**(40)**	**10**

VI] Assumptions

Particulars	As at March 31, 2022	As at March 31, 2021
Discount Rate	6.30%	5.90%
Salary Escalation Rate	7.00%	6.00%
Mortality Rate	Indian Assured Lives Mortality (2006-08) Ult.	Indian Assured Lives Mortality (2006-08) Ult.
Employee Separation Rate	17.00%	17.00%

a) Discount rate : It is based upon the market yields available on Government Bonds at the accounting date with a term that matches that of the liabilities.
b) Salary Escalation Rate: The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

c) Employee separation Rate: The assumption of Employee separation rate represents the Company's expected experience of employee turnover.

VII] Sensitivity analysis
A quantitative sensitivity analysis for significant assumption as at March 31, 2022 and March 31, 2021 is as shown below:

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
A: Discount rate		
1. Effect on DBO due to 0.5% increase in discount rate	(5)	(4)
2. Effect on DBO due to 0.5% decrease in discount rate	5	4
B: Salary Escalation Rate		
1. Effect on DBO due to 0.5% increase in Salary escalation rate	4	4
2. Effect on DBO due to 0.5% decrease in Salary escalation rate	(4)	(3)
C: Withdrawal Rate		
1. Effect on DBO due to 5% increase in withdrawal rate	(3)	(1)
2. Effect on DBO due to 5% decrease in withdrawal rate	3	2

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Method used for sensitivity analysis: The sensitivity results above determine their individual impact on the Plan's end of year Defined Benefit Obligation. In reality, the Plan is subject to multiple external experience items which may move the Defined Benefit Obligation in similar or opposite directions, while the Plan's sensitivity to such changes can vary over time.

VIII] Disclosure related to indication of effect of the defined benefit plan on the entity’s future cash flows: (Rs. in million)

Payout in the next	As at March 31, 2022	As at March 31, 2021
1 year	40	38
1-2 years	32	27
2-3 years	34	27
3-4 years	33	29
4-5 years	35	29
5 years and beyond	165	127

XIII] Plan asset information:

Particulars	As at March 31, 2022	As at March 31, 2021
Schemes of insurance - conventional products	100%	100%

XIV] Description of Plan characteristics and associated risks:

The Gratuity scheme is a final salary Defined Benefit Plan that provides for a lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The Plan design means the risks commonly affecting the liabilities and the financial results are expected to be:

1. Interest rate risk
2. Salary Inflation risk
3. Demographic risk

XV] Description of Funding arrangements and policies:
The gratuity scheme of the Company is funded by way of a separate irrevocable Trust and the Company is expected to make regular contributions to the Trust. The fund is managed by an insurane Company and the assets are invested in their conventional group gratuity product.

26. Disclosure as per IND AS 116-Leases

Amounts recognised in statements of cash flows:

Rs. in million

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Cash outflow for leases	85	100
Total	**85**	**100**

27. Related Party Disclosure

a) Name of the related party and nature of relationship:-

Name of the Related Party	Extent of holding / Relationship
Mahindra and Mahindra Limited	Entity having significant influence
Tech Mahindra Limited	Holding Company
Where control exists:	
Comviva Technologies Nigeria Limited	100 % Subsidiary
Comviva Technologies Singapore PTE. Ltd.*	100 % Subsidiary
Comviva Technologies FZ-LLC	100 % Subsidiary
Comviva Technologies USA INC.	100 % Subsidiary
Comviva Technologies Myanmar Limited	100 % Subsidiary
Comviva Technologies Cote D'Ivoire **	100 % Subsidiary
Comviva Technologies Madagascar Sarlu.	100 % Subsidiary
YABX Technologies (Netherlands) BV	100 % Subsidiary
YABX India Private Limited***	100 % Subsidiary
Comviva Technologies B.V. and its subsidiaries	100 % Subsidiary
Comviva Technologies (Argentina) S.A.	99.96% subsidiary of Comviva Technologies B.V.
Comviva Technologies Do Brasil Indústria, Comércio, Importação E Exportação LTDA	99.96% subsidiary of Comviva Technologies B.V.
Comviva Technologies Colombia S.A.S.	100% subsidiary of Comviva Technologies B.V.
Comviva Technologies (Australia) Pty. Ltd	100% subsidiary of Comviva Technologies B.V.
Emagine International Pty. Ltd.#	100% subsidiary of Comviva Technologies (Australia) Pty. Ltd
Comviva Technologies Mexico, S. de R.L. de C.V.##	99.96% subsidiary of Comviva Technologies B.V.
Comviva Technologies Americas Inc.###	100% Subsidiary
Other related parties with whom transactions during the year/previous year:	
PT Tech Mahindra Indonesia	Fellow subsidiary
Tech Mahindra Foundation	Fellow subsidiary
Mahindra Educational Institutions	Fellow subsidiary
Tech Mahindra Healthcare LLC	Fellow subsidiary
Tech Mahindra Nigeria Limited	Fellow subsidiary
Tech Mahindra Guatemala, S.A.	Fellow subsidiary
The CJS Solutions Group, LLC (The HCI Group)	Fellow subsidiary
Key Management Personnel:	
Manoranjan Mohapatra	Chief Executive Officer
Neeraj Jain	Chief Financial Officer
Parminder Singh Bakshi	Company Secretary

* Effective November 12, 2021 entire stake in Comviva Technologies Singapore Pte. Ltd. has been divested.
** Incorporated on 18 February 2020, yet to commence operations
*** Incorporated on 15 July 2020.
#The Company is in process of deregistration of this entity. The final de-registration application was filed with local authorities on 28th March 2022.

Dissolved and liquidated with effect from March 03, 2021. However, the process of cancellation of registration before Mexican tax authorities is pending as on date of this Report.
Incorporated on 4 November 2021.

b) Transactions with Related Parties:

Rs. in million

Particulars	Transactions For the year ended March 31, 2022 Revenue / (Expense)									Balance as at March 31, 2022 Assets / (Liabilities)											
	Sales	Interest Income	Dividend received/ (paid)	Cost of Goods/ Service (received)/ provided	Reimbursement of (Expenses)/ income	Donation Given	Investment made in subsidiaries ##	Loan given to subsidiaries	Managerial Remuneration	Trade Receivable	Unbilled Revenue	Contract Asset	Other Current Assets	Trade Payables#	Loans & other financial assets / liabilities	Contractual obligation	Interest Accrued	Deferred Revenue	Advance from Customers	Accrued benefit payable
Subsidiary Companies																				
Comviva Technologies Nigeria Limited	90	-	-	-	-	-	-	-	-	131	-	-	-	-	89	-	-	-	-	-
Comviva Technologies Singapore PTE. Ltd.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Comviva Technologies FZ-LLC	22	-	49	(111)	-	-	-	-	-	151	18	27	-	(35)	(0)	-	-	(0)	(1)	-
Comviva Technologies B.V.	362	-	-	(210)	-	-	1,383	-	-	114	206	20	-	(155)	(12)	(10)	-	(0)	(0)	-
Comviva Technologies (Argentina) S.A.	8	-	-	(28)	-	-	-	-	-	8	-	-	-	-	-	-	-	-	-	-
Comviva Technologies Madagascar Sarlu	-	-	16	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Comviva Technologies Myanmar Limited	-	-	-	-	54	-	-	-	-	-	-	-	-	-	152	-	-	-	-	-
YABX India Private Limited	-	0	-	-	2	-	-	38	-	-	2	-	-	-	13	-	0	-	-	-
YABX Technologies (Netherlands) BV	-	-	-	(9)	-	-	50	-	-	-	-	-	-	(9)	7	-	-	-	-	-
Comviva Technologies Colombia S.A.S.	32	-	-	(83)	-	-	-	-	-	8	-	9	-	(59)	-	-	-	-	(0)	-
Holding Company																				
Tech Mahindra Limited	125	-	(437)	-	(23)	-	-	-	-	104	11	15	3	(50)	-	-	-	(9)	(3)	-
Fellow Subsidiaries																				
PT Tech Mahindra Indonesia	54	-	-	-	-	-	-	-	-	11	2	-	-	-	-	-	-	(3)	(2)	-
Tech Mahindra Foundation	-	-	-	-	-	(17)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mahindra Educational Institutions	-	-	-	-	-	(5)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Tech Mahindra Nigeria Limited	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-
Tech Mahindra Guatemala, S.A.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
The CJS Solutions Group, LLC (The HCI Group)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Key Management Personnel*																				
Manoranjan Mohapatra	-	-	-	-	-	-	-	-	(36)	-	-	-	-	-	-	-	-	-	-	(25)
Neeraj Jain	-	-	-	-	-	-	-	-	(11)	-	-	-	-	-	-	-	-	-	-	(3)
Parminder Singh Bakshi	-	-	-	-	-	-	-	-	(2)	-	-	-	-	-	-	-	-	-	-	(0)

Note:
No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Rs. in million

Particulars	Transactions For the year ended March 31, 2021 Revenue / (Expense)									Balance as at March 31, 2021 Assets / (Liabilities)											
	Sales	Interest Income	Dividend Received	Cost of Goods/ Service (received)/ provided	Reimbursement of Expenses	Donation Given	Investment made in subsidiaries ##	Loan given to subsidiaries	Managerial Remuneration	Trade Receivable	Unbilled Revenue	Contract Asset	Other Current Assets	Trade Payables#	Loans & other financial assets / liabilities	Contractual obligation	Interest Accrued	Deferred Revenue	Advance from Customers	Accrued benefit payable
Subsidiary Companies																				
Comviva Technologies Nigeria Limited	-	-	-	-	-	-	-	-	-	38	-	-	-	-	86	-	-	-	-	-
Comviva Technologies Singapore PTE. Ltd.	-	0	-	-	-	-	-	-	-	-	-	-	-	(20)	30	-	11	-	(3)	-
Comviva Technologies FZ-LLC	198	-	-	-	-	-	-	-	-	231	44	19	-	(69)	(3)	-	-	(1)	(2)	-
Comviva Technologies B.V.	190	-	-	-	-	-	221	-	-	350	39	18	-	-	(6)	(10)	-	-	-	-
Comviva Technologies (Argentina) S.A.	-	-	-	(50)	-	-	-	-	-	-	-	-	-	(17)	-	-	-	-	-	-
Comviva Technologies Do Brasil Indústria, Comércio, Importação E Exportação LTDA (Formerly known as ATS Advanced Technology Solutions Do Brasil Industria, Comercio, Importacao E Exportacao LTDA)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Comviva Technologies Madagascar Sarlu	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Comviva Technologies USA Inc	-	-	-	-	-	-	30	-	-	-	-	-	-	-	-	-	-	-	-	-
Comviva Technologies Myanmar Limited	-	-	-	-	98	-	15	-	-	-	-	-	-	-	96	-	-	-	-	-
YABX India Private Limited	-	-	-	-	-	-	20	-	-	-	-	-	-	-	(2)	-	-	-	-	-
YABX Technologies (Netherlands) BV	-	-	-	-	6	-	-	-	-	-	-	-	-	-	7	-	-	-	-	-
Comviva Technologies Colombia S.A.S.	16	-	-	(80)	-	-	-	-	-	-	1	-	-	(24)	-	-	-	-	-	-
Holding Company																				
Tech Mahindra Limited	220	-	-	(34)	(36)	-	-	-	-	210	29	17	-	(38)	-	-	-	-	(4)	-
Fellow Subsidiaries																				
PT Tech Mahindra Indonesia	51	-	-	-	-	-	-	-	-	8	4	4	-	-	-	-	-	-	(8)	-
Tech Mahindra Foundation	-	-	-	-	-	(14)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Tech Mahindra Nigeria Limited	-	-	-	-	-	-	-	-	-	31	0	-	-	-	-	-	-	-	-	-
Tech Mahindra Guatemala, S.A.	-	-	-	-	-	-	-	-	-	31	-	-	-	-	-	-	-	-	-	-
The CJS Solutions Group, LLC (The HCI Group)	-	-	-	-	(29)	-	-	-	-	-	-	-	-	(29)	-	-	-	-	-	-
Key Management Personnel*																				
Manoranjan Mohapatra	-	-	-	-	-	-	-	-	(30)	-	-	-	-	-	-	-	-	-	-	(17)
Neeraj Jain	-	-	-	-	-	-	-	-	(11)	-	-	-	-	-	-	-	-	-	-	(3)
Parminder Singh Bakshi	-	-	-	-	-	-	-	-	(2)	-	-	-	-	-	-	-	-	-	-	(0)

*The breakup of compensation of Key management personnel is as follows:

Rs. in million

Key Management Personnel	Short-term employee benefits	Post-employment benefits***	Other long-term benefits***	Termination benefits	Total
Manoranjan Mohapatra	36 [30]	- [-]	- [-]	- [-]	36 [30]
Neeraj Jain	11 [11]	- [-]	- [-]	- [-]	11 [11]
Parminder Singh Bakshi	2 [2]	- -	- -	- -	2 [2]

*** Employment benefits comprising gratuity, and compensated absences are not disclosed as these are determined for the Company as a whole.
Figures in brackets "[ ]" are for the year ended March 31, 2021
Trade payables includes creditors for capital goods.

28 Contingent Liabilities and Commitments:

(i) Contingent Liabilities:

Rs. in million

Sr. No.	Particulars	As at March 31, 2022	As at March 31, 2021
1	Corporate Guarantee (refer note I)	-	2,011
2	Income tax matters (refer note II)	1,592	907
3	Indirect tax matters (refer note III)	408	427
4	Other claims against the Company not acknowledged as debts (refer note IV)	48	48

Note:

I Corporate Guarantee

The Company had given a letter of comfort to bank for credit facilities availed by its subsidiary amounting to Nil and INR 2011 million as at March 31, 2022 and March 31, 2021. The Company had provided guarantees to third parties on behalf of its subsidiaries. The Company does not expect any outflow of resources in respect of the above.

II Income Tax Matter:

The Company has ongoing disputes with income tax authorities relating to tax treatment of certain items. The disputes relate to tax treatment of certain expenses claimed as deductions, computation and eligibility of tax incentives or allowances. The Company has contingent liability in respect of demands from direct tax authorities in India and other jurisdictions, which are being contested by the Company on appeal amounting 1,592 million and 907 million as at March 31, 2022 and March 31, 2021 respectively. The Company periodically receives notices and inquiries from income tax authorities related to the Company's operations in the jurisdictions it operates in. The Company has evaluated these notices and inquiries and has concluded that any consequent income tax claims or demands by the income tax authorities will not succeed on ultimate resolution. The number of years that are subject to tax assessments varies depending on tax jurisdiction. The major tax jurisdictions of Comviva Technologies Limited include India and African countries. In India, tax filings from fiscal 2017 are generally subject to examination by the tax authorities. In African counties, the statute of limitation vary by state.

III Indirect Tax Matter:

The Company has ongoing disputes with tax authorities mainly relating to availment of input tax credit and indirect tax matters. The Company has demands amounting to 408 million and 427 million as at March 31, 2022 and March 31, 2021, respectively from various indirect tax authorities which are being contested by the Company based on the management evaluation and on the advice of tax consultants.

IV Other Claims:

Other claims aggregating INR 48 million and INR 48 million as at March 31, 2022 and March 31, 2021, respectively, against the Company have not been acknowledged as debt. The amounts assessed as contingent liability do not include interest that could be claimed by counter parties.

(ii) Commitments :

Rs. in million

Sr. No.	Particulars	As at March 31, 2022	As at March 31, 2021
1	Estimated amount of contracts remaining to be executed on capital account and not provided for	151	62

29. Financial Instruments

The Company's Board of Directors have an overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions.

I] Financial instruments by category
The carrying value and fair value of financial instruments by categories as at March 31, 2022 were as follows:

Rs. in million

Particulars	Amortised cost*	Financial assets/ liabilities at fair value through profit or loss	Derivative instruments in hedging relationship	Total carrying value	Total fair value*
Assets:					
Investment in bonds-quoted (Refer note 4 (i) (b))	-	12	-	12	12
Investment in mutual fund (Refer note 4 (ii))	-	954	-	954	954
Cash and cash equivalents (refer note 10)	674	-	-	674	674
Other balances with banks (refer note 11)	7	-	-	7	7
Trade receivables (refer note 9)	4,398	-	-	4,398	4,398
Loans (refer note 5)	15	-	-	15	15
Other financial assets (refer note 12(i) & 12(ii))	222	1	7	230	230
Total	**5,317**	**967**	**7**	**6,290**	**6,290**
Liabilities:					
Trade payables (refer note 18)	1,104	-	-	1,104	1,104
Lease Liability	222	-	-	222	222
Other financial liabilities (refer note 19(i) & 19(ii))	388	-	-	388	388
Total	**1,714**	-	-	**1,714**	**1,714**

*Fair value of amortised assets is same as carrying value

The carrying value and fair value of financial instruments by categories as at March 31, 2021 were as follows:

Rs. in million

Particulars	Amortised cost	Financial assets/ liabilities at fair value through profit or loss	Derivative instruments in hedging relationship	Total carrying value	Total fair value*
Assets:					
Investment in bonds-quoted (Refer note 4 (i) (b))	-	-	-	-	-
Investment in mutual fund (Refer note 4 (ii))	-	1,502	-	1,502	1,502
Cash and cash equivalents (refer note 10)	722	-	-	722	722
Other balances with banks (refer note 11)	39	-	-	39	39
Trade receivables (refer note 9)	3,911	-	-	3,911	3,911
Loans (refer note 5)	17	-	-	17	17
Other financial assets (refer note 12(i) & 12(ii))	1,478	31	9	1,518	1,518
Total	**6,167**	**1,533**	9	**7,709**	**7,709**
Liabilities:					
Trade payables (refer note 18)	1,091	-	-	1,091	1,091
Lease liability	284	-	-	284	284
Other financial liabilities (refer note 19(i) & 19(ii))	541	-	-	541	541
Total	**1,916**	-	-	**1,916**	**1,916**

*The fair value of cash and cash equivalents, other balances with bank, trade receivables, trade payables and certain other financial assets and liabilities approximate their carrying amount largely due to the short term nature of these instruments.

II] Fair Value Hierarchy
The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosure are required):

Rs. in million

Particulars	As at March 31, 2022	Fair value measurement as at end of the reporting period using		
		Level 1	Level 2	Level 3
Assets				
Investment in bonds-quoted	12	12	-	-
Investments in mutual fund	954	954	-	-
Derivative financial instruments - foreign currency forward contracts	7	-	7	-
Liabilities				
Derivative financial instruments - foreign currency forward contracts	-	-	-	-

Rs. in million

Particulars	As at March 31, 2021	Fair value measurement as at end of the reporting period using		
		Level 1	Level 2	Level 3
Assets				
Investment in bonds-quoted	-	-		
Investments in mutual fund	1,502	1,502	-	-
Derivative financial instruments - foreign currency forward contracts	40	-	40	-
Liabilities				
Derivative financial instruments - foreign currency forward contracts	-	-	-	-

III] Financial Risk Management

Financial Risk Factors

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is foreign exchange risk. The Company uses derivative financial instruments to mitigate foreign exchange related risk exposures. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers.

(i) Market risk

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

(a) Foreign currency exchange rate risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the respective entities. Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in US Dollar, Euro against the respective functional currency of the Company. The Company, as per its risk management policy, uses derivative instruments primarily to hedge foreign exchange currency risk.

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments in line with its risk management policies.

The foreign exchange rate sensitivity is calculated by aggregation of the net foreign exchange rate exposure and a simultaneous parallel foreign exchange rates shift of all the currencies by 10% against the respective functional currency of the Company. Further the exposure as indicated below is mitigated by some of the derivative contracts entered into by the Company as disclosed in note below.

The carrying amounts of the Company’s foreign currency denominated monetary assets and monetary liabilities at the end of the year are as follows:

Rs. in million

Particulars	**Currency**	**As at March 31, 2022**	**As at March 31, 2021**
Financial assets	EUR	946	1,021
	USD	2,297	2,293
	Others	875	219
Financial liabilities	EUR	49	64
	USD	526	593
	Others	221	53

Forex sensitivity analysis:

A reasonably possible strengthening by 10% of EUR, USD and XAF against the Indian Rupee as at March 31, 2022 and March 31, 2021 will affect the statement of profit and loss by the amounts shown below:

Rs. in million

Currency	**As at March 31, 2022**	**As at March 31, 2021**
EUR	90	96
USD	177	170

(b) Foreign Exchange Contracts
The Company is exposed primarily to fluctuations in foreign currency exchange rates, credit risk and liquidity risk which may impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential effects on the financial performance of the Company.

The Company enters into foreign Exchange Forward Contracts to offset the foreign currency risk arising from the amounts denominated in currencies other than the Indian Rupee. The counter party to the Company’s foreign currency Forward Contracts is generally a bank. These contracts are entered into to hedge the foreign currency risks of certain forecasted transactions. These contracts are for a period lies between 1 day to 1 year.

The following are the principal amounts of outstanding foreign currency exchange forward entered into by the Company which have been designated as Cash Flow Hedges:

Currency	**Amount outstanding as at March 31, 2022 in foreign currency**	**Fair value Gain/ (loss) in Rs.**
In USD	20.50 million (March 31, 2021: 17.72 mn)	6 million (March 31, 2021: 36 mn)
In Euro	1.45 million (March 31, 2021: 1.24 mn)	2 million (March 31, 2021: 4 mn)

The movement in hedging reserve for derivatives designated as Cash Flow Hedges is as follows:

Particulars	**As at March 31, 2022**	**As at March 31, 2021**
(a) Balance at the beginning of the year	9	11
(b) Changes in the fair value of effective portion of derivatives - (loss)/gain	(32)	61
(c) Net loss/(gain) reclassified to statement of profit and loss on occurance of hedged forcasted transactions	30	(63)
(d) (Loss)/gain on cash flow hedging derivatives, net (b+c)	(3)	(2)
(e) Balance at the end of the year	7	9
(f) Tax impact on effective portion of outstanding derivatives	(2)	(2)
(g) Balance at the end of the year, net of deferred tax (e+f)	5	7

(ii) Credit risk
Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, unbilled revenue, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units, quoted bonds issued by government and quasi government organizations with high credit ratings.

Credit Risk Exposure

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was Rs. 4,629 million and Rs. 5,428 million as at March 31, 2022 and March 31, 2021 respectively, being the total of the carrying amount of trade receivables, unbilled revenue (excluding contract assets) and other various financial assets.

Trade receivable

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

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The Company's exposure to customers is diversified and no single customer contributes to more than 10% of outstanding accounts receivable and unbilled revenue as of March 31, 2022 and March 31, 2021. The concentration of credit risk is limited due to the fact that the customer base is large.

The expected credit loss allowance is based on the ageing of receivables and the rates in the provision matrix. Movement in the expected credit loss allowance is as follows:

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
Balance at the beginning of the year	**841**	**613**
Provided during the year	489	458
Reversed/utilised during the year	(432)	(229)
Reinstatement impact	5	(1)
Balance at the end of the year	**903**	**841**

(iii) Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligation. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2022

Rs. in million

Particulars	Less Than 1 Year	More Than 1 Year	Total
Borrowings	-	-	-
Lease Liabilities	79	143	222
Trade Payables	1,104	-	1,104
Other financial liabilities	388	-	388

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2021

Rs. in million

Particulars	Less Than 1 Year	More Than 1 Year	Total
Borrowings	-	-	-
Lease Liabilities	69	215	284
Trade Payables	1,091	-	1,091
Other financial liabilities	531	10	541

30 Auditor Remuneration(net of indirect taxes)

Rs. in million

Particulars	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
Statutory Audit	5	4
Tax Audit	0	1
For other services (certifications, etc.)	1	2
For reimbursement of expenses	0	0
Total	**6**	**7**

31 Corporate Social Responsibilty

a) Gross Amount required to be spent by the Company during the year is Rs. 34 million (previous year Rs. 28 Million) (calculated at 2% of the average net profits of the Company during the three immediately preceding financial years)

b) Amount spent during the year on:

Rs. in million

Particulars	**In cash**	**Yet to be paid in cash**	**Total**
Construction/acquisition of any asset*	5 [-]	- [-]	5 [-]
On purposes other than construction/acquisition of any asset*	29 [28]	- [-]	29 [28]

* Numbers in brackets "[ ]" pertains to previous year March 31, 2021.

Particulars	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
Amount required to be spent by the Company during the year	34	28
Amount of expenditure incurred on:		
(i) Construction/acquisition of any asset	5	-
(ii) On purposes other than (i) above	29	28
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-
Reason for shortfall	NA	NA
Nature of CSR activities	Education and vocational activities, women empowerment and food supply	Education and vocational activities, women empowerment and food supply
Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard		
(i) Tech Mahindra Foundation	17	14
(ii) Mahindra Educational Institutions	5	-

32 Basic and Diluted Earning per share

Rs. in million except earning per share

Particulars	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
Nominal value per equity share	10	10
Profit for the year	439	1,433
Profit attributable to equity shareholders	439	1,433
	No. of Shares	**No. of Shares**
Weighted average number of equity shares	21,869,000	21,869,000
Weighted average number of diluted equity shares	21,869,000	21,869,000
Earning Per Share- Basic	**20.08**	**65.51**
Earning Per Share- Diluted	**20.08**	**65.51**

33 Provision for warranty:

The movement in the said provision is summarized below:

Rs. in million

Particulars	**As at March 31, 2022**	**As at March 31, 2021**
Opening Balance	8	10
Add: Additional provision made during the year	-	-
Less: Provision reversed during the year	(0)	(2)
Closing balance	**8**	**8**
Note: Provision for warranty is estimated and made based on technical estimates of the management and is expected to be settled over the period of next year.		

34 Segment Information has been presented in the Consolidated Financial Statements in accordance with Indian Accounting Standard Ind AS 108, Operating Segments as notified under the Companies (Indian Accounting Standard) Rules, 2015.

35 The Company has accounted as an expense of Rs. 10 million (year ended March 31, 2021: Rs. 16 million) pertaining to amortised cost of stock options granted to certain employees of the Company granted by Tech Mahindra Limited, its holding Company. This cost is being accounted as an employee benefits expense.

36 Based on the information available with the Company, following creditors have been identified as "Supplier" within the meaning of Micro, Small and Medium Enterprises Development (MSMED) Act, 2006.

Disclosures under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

Dues to micro and small suppliers	**As at March 31, 2022**	**As at March 31, 2021**
The amounts remaining unpaid to micro and small suppliers as at the end of the year:		
Principal	20	16
Interest	-	-
The amounts of the payments made to micro, small and medium suppliers beyond the appointed day during each accounting year.	-	-
The amount of interest paid under the act beyond the appointed day during the year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	2
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 the MSMED	-	-

The management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2022 and March 31, 2021 has been made in the financial statements based on information received and available with the Company.

37 Disclosures for revenue from contracts with customers

a) Disaggregation of revenue

Revenue disaggregation by nature of services is as follows:

Rs in million

Nature of Services	For the year ended March 31, 2022	For the year ended March 31, 2021
Licence fee with implementation and other services	4,500	3,639
Revenue sharing arrangements	466	540
Annual maintenance contract services	1,500	1,618
Income from sale of equipments and software (third party)	251	772
Total	**6,717**	**6,570**

Revenue disaggregation by geography is as follows:

Rs in million

Geography	For the year ended March 31, 2022	For the year ended March 31, 2021
India	673	1,042
Rest of world	6,044	5,528
Total	**6,717**	**6,570**

b) Significant changes in the contract assets balances is as follows:

Rs in million

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Opening balance	346	364
Add: Revenue recognised during the period	435	215
Less: Invoiced during the period	(215)	(182)
Add/less: Others	(18)	(51)
Closing balance	**548**	**346**

c) Remaining performance obligations

The remaining performance obligations disclosure provides the aggregate amount of the transaction price yet to be recognised as of the end of the reporting period and an explanation as to when the Company expects to recognise these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation for contracts where the performance obligation is a part of a contract that has an original expected duration of one year or less or the entity has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the entity’s performance completed to date, typically those contracts where invoicing is on time and material basis. Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in scope of contracts, periodic revalidations, adjustments for revenue that has not materialized and adjustments for currency.

d) Significant changes in the contract liabilities balances is as follows:

Rs in million

Unearned Revenue	For the year ended March 31, 2022	For the year ended March 31, 2021
Opening balance	21	50
Less: Revenue recognised during the period that was included in the unearned revenue at the beginning of the year	(21)	(38)
Add: Invoiced during the period (excluding revenue recognized during the year)	19	9
Closing balance	**19**	**21**

e) The following table provides information in respect of amount of revenue recognised in the statement of profit and loss with the contracted price showing separately each of the adjustments made to the contract price:

Rs in million

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Contracted transaction for the year	6,733	6,570
Less: Adjustment for penalties / liquidated damages	(16)	-
Revenue recognized in the statement of profit and loss for the year	**6,717**	**6,570**

3 customers represents 10% or more of the Company’s total revenue during the years ended.

38 Income Tax Expense

Tax expense in the statement of profit and loss comprises:

Rs in million

Particulars	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
Current tax:		
-Tax expense related to current year	1,098	614
-Tax expense related to earlier year	-	-
Total Current tax	**1,098**	**614**

The tax expense for the period can be reconciled to the accounting profit as follows:

Rs in million

Particulars	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
Profit before Tax	1,539	1,954
Enacted/effective tax rate	25.17%	25.17%
Income tax expense calculated at enacted/effective tax rate	**387**	**492**
Effect of expenses/income that are not admissible in determining taxable profit^	131	101
Effect of income taxes related to prior years^	519	-
Effect of tax on income at different rates	33	12
Others	28	9
Income tax expense recognised in profit or loss	**1,098**	**614**

^ Includes ineligible foreign tax credits

Note:

The tax rate used for the above reconciliations are the rates as applicable for the respective periods payable by corporate entities in India on taxable profits under the India tax laws.

39 Deferred Tax:

The following is the analysis of deferred tax assets presented in the balance sheet:

Rs in million

Particulars	**As at March 31, 2022**	**As at March 31, 2021**
Deferred tax assets	446	467
Deferred tax liabilities	(3)	(33)
Deferred tax assets (net)	**443**	**434**

The tax effect of significant timing differences that has resulted in deferred tax assets are given below:

Rs in million

Particulars	**For the year ended March 31,2022**			
	Opening balance	**Recognized in Profit and loss**	**Recognized in OCI**	**Closing balance**
Provision for Employee benefits	171	(22)	10	159
Provision for doubtful Trade receivables and Inventory	212	15	-	227
Property, Plant & Equipment and Intangibles assets	(31)	30	-	(1)
Changes in fair value of derivatives designated as hedges	(2)	(1)	1	(2)
Others	84	(24)	-	60
Net Deferred Tax Assets	**434**	**(2)**	**11**	**443**

Rs in million

Particulars	**For the year ended March 31, 2021**			
	Opening balance	**Recognized in Profit and loss**	**Recognized in OCI**	**Closing balance**
Provision for Employee benefits	137	37	(3)	171
Provision for doubtful Trade receivables and Inventory	155	57	-	212
Property, Plant & Equipment and Intangibles assets	(67)	36	-	(31)
Changes in fair value of derivatives designated as hedges	3	-	(5)	(2)
Others	122	(38)	-	84
Net Deferred Tax Assets	**350**	**92**	**(8)**	**434**

40 Foreign Exchange Management Act, 1999 disclosure :

The Company is required to collect outstanding dues from customers outside India within 9 months of supply of goods or service made. (March 31, 2021: 15 months) . If any Company is unable to collect the due amount within the stipulated timeline, it has to apply to RBI for extension. The Company has trade receivable amounting to Rs. 1,635 mn (March 31, 2021: 1,537 mn) outside India which has not been collected within the stipulated deadline. For these trade receivables, the Company has filed an extension request (ETX filing) with RBI through its authorised dealers.

Further, a Company is also required to pay the outstanding dues to vendors outside India within 9 months of receipt of goods or service. The trade payables outside India outstanding for more than 9 months are Rs. Nil (March 31, 2021: 126 mn).

41 Sale of investment in subsidiary

The Board of Directors of Company in its meeting held on 21 October 2021, concluded and accordingly divested its investment in Comviva Technologies Singapore PTE. Ltd. for a consideration of INR 1.92 million. The Company signed definite SPA with shareholders and subsequently the shareholding was divested on 12 November, 2021. Accordingly, Company has recognised net gain of INR 1.92 million pertaining to sale of such subsidiary.

42 Code of Social Security, 2020

The Code on Social Security, 2020 (‘Code’) relating to employee benefits received the Presidential assent in September 2020. The Ministry of Labour and Employment had released draft rules for the Code on November 13, 2020 and had invited suggestions from stakeholders which are under active consideration by the Ministry. However, the effective date from which the changes are applicable is yet to be notified. The Company will evaluate and will give appropriate impact in the financial statements in the period in which the Code becomes effective and the related rules are published.

43 Analytical ratios

Sr. No.	Particulars	As at March 31, 2022	As at March 31, 2021	Variance	Variance reasons
1	Current Ratio (in times)	3.42	3.70	-7.62%	
2	Debt-Equity Ratio (in times)	0.03	0.03	0.00%	
3	Debt Service Coverage Ratio (in times)	9.89	14.84	-33.35%	Variance due to decrease in Profit after Tax mainly of account of exceptional income in previous year
4	Return on Equity Ratio (in %)	0.05	0.19	-71.94%	Variance due to decrease in Profit after Tax mainly of account of exceptional income in previous year
5	Trade Receivables turnover ratio (in times)	1.86	1.61	15.99%	
6	Trade payables turnover ratio (in times)	1.96	2.00	-1.92%	
7	Net capital turnover ratio (in times)	1.33	1.07	25.01%	Variance due to increase in revenue and decrease in working capital
8	Net profit ratio (in %)	0.07	0.22	-70.03%	Variance due to decrease in Profit after Tax mainly of account of exceptional income in previous year
9	Return on Capital employed (in %)	0.18	0.23	-20.50%	
10	Return on investment (in %)	0.03	0.00	748.70%	Variance due to new investments in bonds and mutual funds

The basis of computation of above parameters is provided in the table below:

1	Current Ratio	Current assets / current liabilities
2	Debt-Equity Ratio	(Non-current borrowings (+) current borrowings) / Equity * including lease liabilities
3	Debt Service Coverage Ratio	Profit before depreciation, amortisation, finance costs, exceptional items and tax / (interest expenses (+) principal repayments of long-term debt (+) payment of lease liabilities)
4	Return on Equity Ratio	Net Profits after taxes / Average Shareholder's Equity
5	Trade Receivables turnover ratio	(Gross credit sales (-) sales return) / (Opening Trade receivables (+) Closing Trade receivables) / 2
6	Trade payables turnover ratio	(Gross credit purchases (-) purchase return) / (Opening Trade payables (+) Closing Trade payables) / 2
7	Net capital turnover ratio	(Total sales (-) sales returns) / (current assets (-) current liabilities.)
8	Net profit ratio	Net Profits after taxes / (Total sales (-) sales returns)
9	Return on Capital employed	Earning before interest and taxes / (Tangible Net Worth (+) Total Debt (+) Deferred Tax Liability)
10	Return on investment	Income generated from invested funds / Average invested funds in treasury investments

44 The Company does not hold any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

45 The Company does not have transactions with companies struck off under section 248 of the Companies Act 2013 or section 560 of Companies Act 1956.

46 Previous year's figures have been re-classified to conform to this year's classification.

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No : 101248W/W-100022

For and on behalf of the Board of Directors of
Comviva Technologies Limited

Ashish Gupta
Partner
Membership No.: 215165
Pune

Manish Vyas
Director
Texas, USA

Jagdish Mitra
Director
Noida

Manoranjan Mohapatra
Chief Executive Officer
Gurugram

Neeraj Jain
Chief Financial Officer
Gurugram

Parminder Singh Bakshi
Company Secretary
Gurugram

Date: May 03, 2022

Date: May 03, 2022

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Independent Auditor's Report

To the Members of Comviva Technologies Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Comviva Technologies Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2022, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and reports of other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2022, of its consolidated profit and other comprehensive loss, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Other Information

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

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements / financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements / financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

(a) We did not audit the financial statements/financial information of 3 subsidiaries, whose financial statements/financial information reflect total assets (before consolidation adjustments) of Rs. 3,096 million as at 31 March 2022, total revenues (before consolidation adjustments) of Rs. 2,186 million and net cash flows (before consolidation adjustments) amounting to Rs. 68 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Certain of these subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements/ financial information of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the reports of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

(b) The financial statements/financial information of 10 subsidiaries, whose financial statements/financial information reflect total assets (before consolidation adjustments) of Rs. 852 million as at 31 March 2022, total revenues (before consolidation adjustments) of Rs. 937 million and net cash flows (before consolidation adjustments) amounting to Rs. (29) million for the year ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditors. These unaudited financial statements/financial information have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements/financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and other auditors and the financial statements/financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 (A) As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the "Other Matters" paragraph:

a) The consolidated financial statements disclose the impact of pending litigations as at 31 March 2022 on the consolidated financial position of the Group. Refer Note 30 to the consolidated financial statements.

b) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2022.

c) There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended 31 March 2022.

d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies, incorporated in India to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiary companies incorporated in India or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies incorporated in India from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies incorporated in India shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material misstatement.

e) The dividend declared or paid during the year by the Holding Company and its subsidiary companies incorporated in India is in compliance with Section 123 of the Act.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid during the current year by the Holding Company and its subsidiary company, to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary company is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Ashish Gupta
Partner
Membership No. 215165
UDIN: 22215165AIIPQU8105

Place: Pune
Date: 3 May 2022

Annexure A to the Independent Auditor's report on the consolidated financial statements of Comviva Technologies Limited for the year ended 31 March 2022

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) In our opinion and according to the information and explanations given to us, there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order, 2020 reports of the companies incorporated in India and included in the consolidated financial statements.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Ashish Gupta
Partner
Membership No. 215165
UDIN: 22215165AIIPQU8105

Place: Pune
Date: 3 May 2022

Annexure B to the Independent Auditor's report on the consolidated financial statements of Comviva Technologies Limited for the year ended 31 March 2022

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2 (A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2022, we have audited the internal financial controls with reference to consolidated financial statements of Comviva Technologies Limited (hereinafter referred to as "the Holding Company") and such company incorporated in India under the Companies Act, 2013 which is its subsidiary company, as of that date.

In our opinion, the Holding Company and such company incorporated in India which is its subsidiary company, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. 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 with reference to consolidated financial statements were 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls 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 consolidated 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 with reference to consolidated financial statements.

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated 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 controls with reference to consolidated 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 with Reference to consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Ashish Gupta
Partner
Membership No. 215165
UDIN: 22215165AIIPQU8105

Place: Pune
Date: 3 May 2022

COMVIVA TECHNOLOGIES LIMITED
Consolidated Balance Sheet as at March 31, 2022

Rs. in million

Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
ASSETS			
Non current assets			
(a) Property, plant and equipment	3A	333	264
(b) Capital work-in-progress	3D	71	47
(c) Right of use assets	3B	231	319
(d) Other intangible assets	3C	979	62
(e) Goodwill	36	748	224
(f) Financial assets			
(i) Investments	7B	12	-
(ii) Trade receivables			
Unbilled	8(i)	49	46
(iii) Other financial assets	11(i)	52	52
(g) Income tax Asset (net)		811	1,058
(h) Deferred tax assets (net)	4A	538	539
(i) Other non-current assets	5(i)	191	303
Total non-current assets		4,015	2,914
Current assets			
(a) Inventories	6	17	33
(b) Financial assets			
(i) Investments	7A	954	1,502
(ii) Trade receivables			
Billed	8(ii)	3,834	4,117
Unbilled	8(ii)	1,306	769
(iii) Cash and cash equivalents	9	1,300	1,304
(iv) Other balances with bank	10	72	100
(v) Other financial assets	11(ii)	21	761
(vi) Loans	12	-	154
(c) Other current assets	5(ii)	1,015	653
Total current assets		8,519	9,393
TOTAL ASSETS		**12,534**	**12,307**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	13	219	219
(b) Other equity	14	7,205	7,120
Equity attributable to owners of the company		7,424	7,339
Non-controlling interest		0	-
Total Equity		7,424	7,339
Non current liabilities			
(a) Financial liabilities			
(i) Lease Liabilities		171	245
(ii) Other financial liabilities	19(i)	-	10
(b) Provisions	16(i)	300	214
(c) Other non-current liabilities	17(i)	0	0
(d) Deferred tax liabilities (net)	4B	-	4
Total non-current liabilities		471	473
Current liabilities			
(a) Financial liabilities			
(i) Lease Liabilities		94	82
(ii) Borrowings	15	1,528	1,425
(iii) Trade payables	18		
-Dues of micro and small enterprises		20	14
-Dues of creditors other than micro and small enterprises		1,762	1,623
(iv) Other financial liabilities	19(ii)	500	624
(b) Other current liabilities	17(ii)	343	291
(c) Provisions	16(ii)	139	109
(d) Income tax liabilities (net)		253	327
Total current liabilities		4,639	4,495
TOTAL EQUITY AND LIABILITIES		**12,534**	**12,307**
See accompanying notes forming part of the consolidated financial statements	1-47		

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of
Comviva Technologies Limited

Ashish Gupta
Partner
Membership No.: 215165
Pune

Manish Vyas
Director
Texas, USA

Jagdish Mitra
Director
Noida

Manoranjan Mohapatra
Chief Executive Officer
Gurugram

Neeraj Jain
Chief Financial Officer
Gurugram

Parminder Singh Bakshi
Company Secretary
Gurugram

Date: 03 May 2022

Date: 03 May 2022

COMVIVA TECHNOLOGIES LIMITED
Consolidated Statement of Profit and Loss for the year ended March 31, 2022

Rs. in million except earnings per share

Particulars	Note No.	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue from operations	20	8,761	8,451
Other income	21	253	148
Total income (I+II)		**9,014**	**8,599**
Expenses			
(a) Employee benefits expense	22	3,630	3,375
(b) Subcontracting cost		588	636
(c) Finance costs	23	30	59
(d) Depreciation and amortization expense	3	320	318
(e) Other expenses	24	2,739	2,860
Total expenses		**7,307**	**7,248**
Profit before tax and exceptional item		**1,707**	**1,351**
Exceptional Item			
Exceptional Item	25	-	918
Net Exceptional Item		**-**	**918**
Profit before tax		**1,707**	**2,269**
Tax expenses	38		
(a) Current tax		1,128	658
(b) Deferred tax		7	(111)
		1,135	547
Profit after tax		**572**	**1,722**
Other comprehensive income			
(I) Items that will not be reclassified to profit or loss			
(a) Re-measurement (loss) /gain on defined benefit plans		(40)	10
(II) Income tax relating to items that will not be reclassified to profit or loss		10	(3)
(I) Items that will be reclassified to profit or loss			
(a) Net movement of effective portion on cash flow hedge		(3)	20
(b) Exchange differences in translating the financial statements of foreign operations		(55)	(97)
(c) Hyperinflation adjustment in Opening retained Earning		28	2
(II) Income tax relating to items that will be reclassified to profit or loss		1	(5)
Other comprehensive loss for the year		**(59)**	**(73)**
Total comprehensive income for the year		**513**	**1,649**
Proft for the year attributable to:			
Owners of the Company		572	1,722
Non controlling interests		0	-
Other comprehensive loss for the year attributable to:			
Owners of the Company		(59)	(73)
Non controlling interests		0	-
Total comprehensive income for the year attributable to:			
Owners of the Company		513	1,649
Non controlling interests		0	-
Earnings per equity share (Face value of Rs. 10/- each)	32		
(a) Basic (in Rs.)		26.17	78.72
(b) Diluted (in Rs.)		26.17	78.72
See accompanying notes forming part of the consolidated financial statements	1-47		

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of
Comviva Technologies Limited

Ashish Gupta
Partner
Membership No.: 215165
Pune

Manish Vyas
Director
Texas, USA

Jagdish Mitra
Director
Noida

Manoranjan Mohapatra
Chief Executive Officer
Gurugram

Neeraj Jain
Chief Financial Officer
Gurugram

Parminder Singh Bakshi
Company Secretary
Gurugram

Date: 03 May 2022

Date: 03 May 2022

COMVIVA TECHNOLOGIES LIMITED
Consolidated Statement of changes in equity for the year ended March 31, 2022

a. Equity share capital

Particulars	Number of Shares	Equity Share Capital (Rs. in million)
Balance at April 1, 2020	21,869,000	219
Changes in equity share capital during the year	-	-
Balance as at March 31, 2021	**21,869,000**	**219**
Balance at April 1, 2021	21,869,000	219
Changes in equity share capital during the year	-	-
Balance as at March 31, 2022	**21,869,000**	**219**

b. Other equity

Rs. in million

Particulars	Reserves & Surplus				Items of OCI		Owners Equity	Non-Controlling interest	Total
	Securities Premium	Capital reserve	Retained Earnings	Share Option Outstanding Account	Foreign Currency Translation Reserve	Effective portion of cash flow hedge			
Balance at April 1, 2020	567	53	4,794	-	65	(8)	5,471	-	5,471
Profit during the year	-	-	1,722	-	-	-	1,722	-	1,722
Other comprehensive loss	-	-	9	-	(97)	15	(73)	-	(73)
Total comprehensive income	-	-	**1,731**	-	**(97)**	**15**	**1,649**	-	**1,649**
Balance as at March 31, 2021	**567**	**53**	**6,525**	-	**(32)**	**7**	**7,120**	-	**7,120**
Balance at April 1, 2021	567	53	6,525	-	(32)	7	7,120	-	7,120
Profit during the year	-	-	572	-	-	-	572	-	572
Other comprehensive loss	-	-	(2)	-	(55)	(2)	(59)	-	(59)
Total comprehensive income	-	-	570	-	(55)	(2)	513	-	513
Share based payments to employees	-	-	-	9	-	-	9	-	9
Shares issue to non-controlling interest on exercise of ESOP	-	-	-	-	-	-	-	0	0
Transfer from share option outstanding account on exercise of stock options	-	-	-	(0)	-	-	(0)	0	-
Dividend (refer note 14)	-	-	(437)	-	-	-	(437)	-	(437)
Balance as at March 31, 2022	**567**	**53**	**6,658**	**9**	**(87)**	**5**	**7,205**	**0**	**7,205**

Securities Premium:
The aggregate difference between the par value of shares and the subscription amount is recognised as share premium.

Capital Reserve :
The company recognises profit and loss on purchase, sale, issue or cancellation of the company's own equity instruments to capital reserve.

Retained Earnings:
Retained earnings represents the undistributed profits of the Company accumulated as on Balance Sheet date.

Foreign currency translation reserve :
The exchange differences arising from the translation of financial statements of foreign operations with functional currency other than Indian rupees is recognised in other comprehensive income and is presented within equity in the foreign currency translation reserve.

Cash Flow Hedging Reserve :
The cash flow hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. Such gains or losses will be reclassified to statement of profit and loss in the period in which the hedged transaction occurs.

Share Option Outstanding Account :
It represents the fair value of services received against employees stock options.

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of
Comviva Technologies Limited

Ashish Gupta
Partner
Membership No.: 215165
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Neeraj Jain
Chief Financial Officer
Gurugram

Parminder Singh Bakshi
Company Secretary
Gurugram

Date: 03 May 2022

Date: 03 May 2022

COMVIVA TECHNOLOGIES LIMITED
Consolidated Statement of Cash Flows for the year ended March 31, 2022

Rs. in million

Particulars	For the year ended March 31, 2022		For the year ended March 31, 2021	
	Rs. in million	Rs. in million	Rs. in million	Rs. in million
A] Cash flows from operating activities				
Profit before tax		1,707		2,269
Adjustments for:				
Depreciation and amortization	320		318	
Profit on sale of property, plant and equipment	(1)		(1)	
Profit on sale of investment	(47)		(4)	
Loss/(gain) due to fair valuation changes on financial assets	4		(9)	
Interest expense	30		59	
Interest income	(16)		(25)	
Share options expenses	9		-	
Profit on sale of subsidiary	(2)		-	
Unrealised foreign exchange difference (net)	(110)		96	
Additional business consideration	-		(730)	
Contractual obligation written back	-		(188)	
Reversal of provision no longer required	(39)		(31)	
Provision for doubtful debt	386		275	
		532		(240)
Operating gain before working capital changes		2,239		2,029
Net change in:				
Trade payables	157		(147)	
Other financial liabilities, other liabilities and provisions	6		20	
Trade receivables	(642)		284	
Other financial assets and other assets	(155)		40	
		(634)		197
Cash generated from operations		1,605		2,226
Direct taxes paid (net of refund)		(955)		(593)
Net cash flows generated from operating activities (A)		650		1,633
B] Cash flows from investing activities				
Purchase of property, plant and equipment	(202)		(208)	
Interest Received	5		15	
Proceeds from sale/ redemption of Mutual Funds	4,670		1,195	
Purchase of Mutual Funds	(4,080)		(2,180)	
Proceeds from sale of subsidiary	2		-	
Payment towards acquisition of business	(1,495)		-	
Sale of property, plant and equipment	6		3	
Proceeds from additional business consideration	724		-	
Proceeds from inter-corporate loan	154		-	
Net cash flows used in investing activities (B)		(216)		(1,175)
C] Cash flows from financing activities				
Repayment of lease liability	(82)		(89)	
Proceeds from short term borrowings	1,516		-	
Repayment of Short term borrowings	(1,406)		(217)	
Payment of dividend	(437)		-	
Finance Cost	(45)		(56)	
Net cash flows used in financing activities (C)		(454)		(362)
D] Exchange differences on translation of foreign currency cash and cash equivalents		16		(15)
Net (Decrease)/ increase in cash and cash equivalents (A + B+ C + D)		(4)		81
Cash & cash equivalents at the end of the year		1,300		1,304
Cash & cash equivalents at the beginning of the year		1,304		1,223
Net (Decrease)/ increase in cash and cash equivalents		(4)		81

COMVIVA TECHNOLOGIES LIMITED
Consolidated Statement of Cash Flows for the year ended March 31, 2022

Rs. in million

Particulars	As at March 31, 2022	As at Mar 31, 2021
	Rs.	Rs.
Note 1:		
Cash and cash equivalents include:		
Cash on hand	0	0
Remittances in transit	219	66
Balance with banks		
- In current accounts	675	1,060
- In deposit accounts	406	178
Total Cash and Cash equivalents - refer note - 9	**1,300**	**1,304**

Note 2:
Figures in brackets represent outflow of cash and cash equivalents.

Note 3:
The above cash flow statement has been prepared under the indirect method as set out in Ind AS 7 on Cash Flow Statements.

Note 4:
Previous period's figures have been rearranged/regrouped wherever necessary.

Note 5:
During the current and previous period, there were no non-cash changes in financial liabilities resulting from financing activities. Accordingly, the reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing acivities including both changes arising from cash flow and non-cash flow changes as required based on paragraph 44 of Ind AS 7 on "Statement of Cash Flows" has not been given.

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

Ashish Gupta
Partner
Membership No.: 215165
Pune

Date: 03 May 2022

For and on behalf of the Board of Directors of
Comviva Technologies Limited

Manish Vyas
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Chief Executive Officer
Gurugram

Neeraj Jain
Chief Financial Officer
Gurugram

Parminder Singh Bakshi
Company Secretary
Gurugram

Date: 03 May 2022

1. Company Overview

Comviva Technologies Limited ("the Company") is provider of mobility solutions and a part of Mahindra Group. The company's offerings are broadly divided into three categories: Financial Solutions, Digital Systems and Growth Marketing. Its extensive portfolio of solutions spans digital financial services, customer value management, messaging and broadband solution and digital lifestyle services. The company strives to enable service providers to enhance customer experience, resolve real, on-ground challenges and leverage technology to transform the lives of customers. Comviva's solutions are deployed at various service providers and financial institutions and enrich the lives of people to deliver a better future.

The Company is a subsidiary of Tech Mahindra Limited.

The consolidated financial statements for the period ended March 31, 2022 were approved by the Board of Directors and authorized for issue on May 03, 2022.

2. Significant Accounting Policies

2.1 Statement of Compliance

The consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.

2.2 Basis for preparation of consolidated financial statements

The functional currency of the Company and its Indian subsidiaries is the Indian Rupee ("INR"). Further, amounts which are less than half a million are reported as '0'. The functional currency of foreign subsidiaries is the currency of the primary economic environment in which the entity operates. These consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values or amortised cost at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Group's normal operating cycle.

In estimating the fair value of an asset or liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purpose in these consolidated financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 116 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 *Inventories* or value in use in Ind AS 36 *Impairment of Assets*.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

2.3 Basis of Consolidation:

The consolidated financial statements comprise the financial statements of Comviva Technologies Limited and its subsidiaries (the Company and its subsidiaries constitute "the Group").

The Company consolidates all entities which are controlled by it.

The Company establishes control when; it has power over the entity, is exposed or has rights to variable returns from its involvement with the entity and has ability to affect the entity's returns by using its power over the entity.

Subsidiaries are consolidated from the date control commences until the date control ceases.

The results of subsidiaries acquired, or sold, during the year are consolidated from the effective date of acquisition and up to the effective date of disposal, as appropriate.

All inter-company transactions, balances and income and expenses and cash flows are eliminated in full on consolidation.

Changes in the Company's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the company's interests and the non-controlling interests are adjusted to reflect changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to owners of the Company.

Particulars of Consolidation:

The consolidated financial statements present the consolidated accounts of the Group, which consists of accounts of the Company and its subsidiaries:

Investment in Subsidiaries:

Sr. No.	Name of the Subsidiary	Country of Incorporation	As at March 31, 2022	As at March 31, 2021
1	Comviva Technologies Nigeria Limited.	Nigeria	100%	100%
2	Comviva Technologies Singapore Pte. Ltd.	Singapore	-	100%
3	Comviva Technologies FZ-LLC	UAE, Dubai	100%	100%
4	Comviva Technologies B.V. and its subsidiaries:	Netherlands	100%	100%
	i. Comviva Technologies (Argentina) S.A. (0.04% held by Comviva Technologies limited)	Argentina	100%	100%
	ii. Comviva Technologies Do Brasil Indústria, Comércio, Importação E Exportação LTDA (Formerly known as ATS Advanced Technology Solutions Do Brasil Industria, Comercio, Importacao E Exportacao LTDA) (0.04% held by Comviva Technologies limited)	Brazil	100%	100%

	iii. Comviva Technologies Colombia S.A.S.	Colombia	100%	100%
	iv. Comviva Technologies Mexico, S. de R.L. de C.V.** (0.04% held by Comviva Technologies FZ LLC)	Mexico	100%	100%
	v. Comviva Technologies (Australia) Pty. Ltd. And its subsidiary	Australia	100%	100%
	a. Emagine International Pty. Ltd.^	Australia	100%	100%
5	Comviva Technologies Madagascar Sarlu	Madagascar	100%	100%
6	YABX Technologies (Netherlands) BV***	Netherlands	100%	100%
7	Comviva Technologies USA Inc.	USA	100%	100%
8	Comviva Technologies Myanmar Ltd.	Myanmar	100%	100%
9	Comviva Technologies Cote D'ivorie****	Ivory Coast	100%	100%
10	Yabx India Private Limited	India	100%	100%
11	Comviva Technologies Americas Inc*****	USA	100%	-

*, Effective November 12, 2021 entire stake in Comviva Technologies Singapore Pte. Ltd. has been divested.

**, In February 2018, Comviva Technologies Mexico, S. de R.L. de C.V. was incorporated through Company's subsidiary Comviva Technologies B.V. whereas 0.04% is held by Comviva Technologies FZ-LLC and has not infused capital till December 31, 2020 and the company has not yet commenced operations. Comviva Technologies Mexico, S de R.L. de C.V. has been dissolved and liquidated with effect from March 3, 2021. However, the process of cancellation of registration before Mexican tax authorities is pending as on date of this Report.

***, In June 2018, YABX Technologies (Netherlands) BV was incorporated as wholly owned subsidiary, however, capital has not been infused till March 31, 2022.

The Company also maintains an ESOP named "Comviva ESOP Trust" which is also consolidated in company financial statements.

****, The Company incorporated another wholly owned subsidiary named Comviva Technologies Cote D'ivorie in February 2020, however capital is not infused till March 31, 2022 and no business in same was started.

*****On November 04 2021, Comviva Technologies Americas Inc was incorporated as wholly owned subsidiary, however, capital has not been infused till March 31, 2022.

^ The Company is in process of deregistration of this entity. The final de-registration application was filed with local authorities on 28th March 2022.

2.4 Use of Estimates:

The preparation of consolidated financial statements requires the management of the Group to make estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of income and expenses during the reported period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Critical accounting estimates

i) Revenue Recognition

The Group applies the proportionate method for measurement of performance obligation in accounting for its fixed price contracts. Use of the proportionate method requires the Group to estimate the efforts to date as a proportion of the total budgeted efforts. Efforts have been used to measure progress towards completion as there is a direct relationship between input and productivity.

ii) Income taxes

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. The policy for the same has been explained under Note 2.16.

iii) Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined by management at the time the asset is acquired and reviewed at the end of each reporting period. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The policy for the same has been explained under Note 2.6.

iv) Provisions

Provision is recognized when the Group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. The policy for the same has been explained under Note 2.18.

v) Business combinations and intangible assets

Business combinations are accounted for using Ind AS 103. Ind AS 103 requires the identifiable net assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquire. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets and their estimated useful life. These valuations are generally conducted by independent valuation experts.

vi) Impairment of Goodwill

The Group estimates the value in use of the cash generating unit (CGU) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The discount rate used for the CGU's represent the weighted- average cost of capital based on the historical market returns of comparable companies.

2.5 Property, Plant & Equipment and Other Intangible assets

Property, Plant & Equipment and Other Intangible assets are stated at actual cost less accumulated depreciation and net of impairment. The actual cost capitalized includes material cost, freight, installation cost, duties and taxes, eligible borrowing costs and other incidental expenses incurred during the construction / installation stage.

Depreciation / amortization of Property, Plant & Equipment and Other Intangible assets:

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation / amortization on Property, Plant & Equipment including assets taken on lease, other than freehold land is charged based on straight line method on an estimated useful life except in respect of the following categories of assets, where the life of the assets has been assessed as under based on technical advice, considering the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Type of Asset	Estimated useful life
Plant and Equipment (including Computers)	3 year
Plant and Equipment (Electrical Equipment)	5 year
Office Equipment	5 year
Furniture and Fixtures	5 year

The estimated useful lives and residual values of the Property, Plant & Equipment and Other Intangible assets are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of Property, Plant & Equipment and intangible assets is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant & Equipment and intangible assets is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the profit or loss.

Improvements to leased premises are amortized over their estimated useful life or period of the lease, whichever is shorter.

Assets costing upto Rs. 5,000 are fully depreciated in the year of purchase except when they are part of a larger capital investment programme.

Computer Software and Hardware acquired for specific projects are amortized over the initial contract life of the project.

The cost of software purchased for internal use is capitalized and depreciated in full in the month in which it is put to use.

Intellectual Property Right (IPR) is amortized over a period of upto 6 years.

Customer relationships & contracts are amortized over a period of 3 years and commercial contracts are amortised over a period of 7 years.

Licenses are amortized over a period of 2 years.

2.6 Business Combination

Business combinations are accounted for using the purchase (acquisition) method. The cost of an acquisition is measured as the fair value of the assets transferred, liabilities incurred or assumed. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the date of acquisition. Transaction costs incurred in connection with a business acquisition are expenses as incurred.

2.7 Goodwill and intangible assets

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairment losses, if any. Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount. Intangible assets acquired separately are measured at cost of acquisition. Intangible assets acquired in a business combination are measured at fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and impairment losses, if any.

2.8 Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Group recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Group as a lessor

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognises lease payments received under operating leases as income on a straight- line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Group is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease. If an arrangement contains lease and non-lease components, the Group applies Ind AS 115 Revenue to allocate the consideration in the contract.

2.9 Impairment of Assets

i) Financial assets

Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a Group of financial assets is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

Impairment loss on financial assets carried at amortized cost is measured at the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. In a subsequent period, if the amount of impairment loss decreases and the decrease can be related objectively to an event, the previously recognised impairment is reversed through profit or loss.

ii) Non-financial assets

Property, Plant & Equipment and Other Intangible assets

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

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

Goodwill

CGUs to which goodwill has been allocated are tested for impairment annually, or more frequently when there is indication for impairment. If the recoverable amount of a CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis of the carrying amount of each asset in the unit.

2.10 Inventories

Inventories are stated at lower of cost or net realizable value. In determining the cost of materials, the weighted average cost method is used.

2.11 Non – current assets (or disposal groups) held for sale

Non-current assets (or disposal groups) are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The sale is considered highly probable only when the asset or disposal group is available for immediate sale in its present condition, it is unlikely that the sale will be withdrawn and sale is expected within one year from the date of the classification. Disposal groups classified as held for sale are stated at the lower of carrying amount and fair value less costs to sell. Property, plant and equipment and intangible assets are not depreciated or amortized once classified as held for sale. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

If the criteria stated by IND AS 105 "Non-current Assets Held for Sale and Discontinued Operations" are no longer met, the disposal group ceases to be classified as held for sale. Non-current asset that ceases to be classified as held for sale are measured at the lower of:

i. It's carrying amount before the asset was classified as held for sale, and

ii. It's recoverable amount at the date when the disposal group ceases to be classified as held for sale.

2.12 Revenue recognition

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services.

Revenue from time and material and job contracts is recognized on output basis measured by units delivered, efforts expended, number of transactions processed, etc.

Revenue related to fixed price maintenance and support services contracts where the Group is standing ready to provide services is recognized based on time elapsed mode and revenue is straight lined over the period of performance.

Revenue from the sale of distinct internally developed software and manufactured systems and third party software is recognized upfront at the point in time when the system / software is delivered to the customer. In cases where implementation and / or customization services rendered, revenue against these services recognized over the period of time using proportionate method for measuring performance obligation.

Revenue from the sale of distinct third party hardware is recognized at the point in time when risk and rewards is transferred to the customer.

The solutions offered by the Group may include supply of third-party equipment or software. In such cases, revenue for supply of such third party products are recorded at gross or net basis depending on whether the Group is acting as the principal or as an agent of the customer. The Group recognizes revenue in the gross amount of consideration when it is acting as a principal and at net amount of consideration when it is acting as an agent. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues.

Use of significant judgments in revenue recognition.

The Group's contracts with customers could include promises to transfer multiple products and services to a customer. The Group assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

The Group uses judgement to determine an appropriate standalone selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative stand-alone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Group uses the expected cost plus margin approach to allocate the transaction price to each distinct performance obligation.

Contract fulfilment costs are generally expensed as incurred except for certain software licence costs which meet the criteria for capitalization. The assessment of this criterion requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered

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

2.13 Foreign currency transactions

(a) Presentation and functional currencies

The functional currency of Comviva Technologies Limited is Indian Rupees (INR) whereas the functional currency of foreign subsidiaries is the currency of their countries of domicile.

(b) Translation

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency (INR) using exchange rates prevailing on the dates of Balance Sheet. Gains and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are included in the profit or loss.

(c) Adjustment due to hyperinflation

After July 1, 2018, the Argentine economy was considered, for purposes of IND AS 29 as hyperinflationary. The financial statements of the subsidiaries whose functional currency is the Argentine Peso have been restated.

The non-monetary items of the statement of financial position as well as the income statement, comprehensive incomes and cash flows of the group's entities, whose functional currency corresponds to a hyperinflationary economy, are adjusted for inflation and re-expressed in accordance with the variation of the consumer price index ("CPI"), at each presentation date of its financial statements. The re-expression of non-monetary items is made from the date of initial recognition in the statements of financial position and considering that the financial statements are prepared under the historical cost criterion.

Net losses or gains arising from the re-expression of non-monetary items and income and costs are recognized in the consolidated income statement under "Hyperinflation Adjustment on net monetary position".

Net gains and losses on the re-expression of opening balances due to the initial application of IND AS 29 are recognized in the consolidated retained earnings.

Re-expression due to hyperinflation will be recorded until the period in which the economy of the entity ceases to be considered as a hyperinflationary economy, at that time, the adjustments made by hyperinflation will be part of the cost of non-monetary assets and liabilities.

The comparative amounts in the consolidated financial statements of the Company are presented in a stable currency and are not adjusted for subsequent changes in the price level or exchange rates.

2.14 Foreign Operations:

For the purpose of these financial statements, the assets and liabilities of the Group's foreign operations are translated using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising on translation are recognized in other comprehensive income and accumulated in equity.

2.15 Financial Instruments:

Financial assets and liabilities are recognized when the Group becomes a party to the contractual provisions of the instruments. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized in profit or loss.

i) Non-derivative financial instruments:

Cash and cash equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value

Financial asset not measured at amortized cost is carried at fair value through profit or loss (FVTPL) on initial recognition, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investment in equity instruments which are not held for trading.

The Group, on initial application of IND AS 109 *Financial Instruments*, has made an irrevocable election to present in other comprehensive income subsequent changes in fair value of equity instruments not held for trading.

Financial asset at FVTPL are measured at fair values at the end of each reporting period, with any gains or losses arising on re-measurement recognized in Statement of profit and loss.

Financial liabilities

Financial liabilities maturing after one year are subsequently carried at amortized cost using the effective interest method.

For trade payables and other financial liabilities maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

ii) Derivative financial instruments and hedge accounting

The Group uses foreign currency forward contracts / options to hedge its risks associated with foreign currency fluctuations relating to certain forecasted transactions. The Group designates some of these as cash flow hedges applying the recognition and measurement principles set out in the Ind AS 109.

The use of foreign currency forward contracts / options is governed by the Group policies approved by the Board of Directors, which provide written principles on the use of such financial derivatives consistent with the Group's risk management strategy. The counter party to the Group's foreign currency forward contracts is generally a bank. The Group does not use derivative financial instruments for speculative purposes.

Foreign currency forward contract/option derivative instruments are initially measured at fair value and are re-measured at subsequent reporting dates. Changes in the fair value of these derivatives that are designated and effective as hedges of future cash flows are recognized in other comprehensive income and accumulated under Hedging Reserve and the ineffective portion is recognized immediately in the Statement of Profit and Loss.

Amounts previously recognized in other comprehensive income and accumulated in Hedging Reserve are reclassified to profit or loss in the same period in which gains/losses on the item hedged are recognized in the Statement of Profit or Loss. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously recognized in other comprehensive income and accumulated in Hedging Reserve are transferred from Hedging Reserve and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Any Profit or Loss arising on cancellation or renewal of such a forward exchange contract is recognized as income or as expense in the period in which such cancellation or renewal occurs. Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognized in the Statement of Profit and Loss as they arise.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. Cumulative gain or loss on the hedging instrument classified in Hedging Reserve is retained there and is classified to Statement of Profit and Loss when the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognized in Hedging Reserve is transferred to the Statement of Profit and Loss for the period.

iii) De-recognition of financial instruments

The group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

The group derecognizes financial liabilities when, and only when, the group's obligation is discharged, cancelled or have expired.

2.16 **Employee benefits**

i) Gratuity:

The group accounts for its gratuity liability, a defined retirement benefit plan covering eligible employees. The gratuity plan provides for a lump sum payment to employees at retirement, death, incapacitation or termination of the employment based on the respective employee's salary and the tenure of the employment. Liabilities with regard to a Gratuity plan are determined based on the actuarial valuation carried out by an independent actuary as at the Balance Sheet date using the Projected Unit Credit method for India location. Certain overseas subsidiaries/ branches of the group also provide for retirement benefit plans in accordance with the local laws.

Actuarial gains and losses are recognized in full in other comprehensive income and accumulated in equity in the period in which they occur. Past service cost is recognized in profit or loss in the period of a plan amendment.

ii) Provident fund:

The eligible employees of the Company are entitled to receive the benefits of Provident fund, a defined contribution plan, in which both employees and the Company and its Indian subsidiaries make monthly contributions at a specified percentage of the covered employees' salary (currently at 12% of the basic salary) which are charged to the Statement of Profit and Loss on accrual basis. Full contribution is made to recognised provident fund with effect from September 1, 2020. Till August 31, 2020 a portion of the contribution was made to the approved provident fund trust managed by the Company while the remainder of the contribution is made to the government administered pension fund. The contributions to the trust managed by the Company is accounted for as a defined benefit plan as the Company is liable for any shortfall in the fund assets based on the government specified minimum rates of return.

iii) Compensated absences:

The group provides for the compensated absences subject to group's certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment or availment. The liability is provided based on the number of days of unavailed leave at each Balance Sheet date on the basis of an independent actuarial valuation using the Projected Unit Credit method for India location and some branches of Company, whereas provision for encashment of unavailed leave on retirement is made on actual basis for foreign subsidiaries and other branches of Company.
Actuarial gains and losses are recognized in full in the Statement of Profit and Loss in the period in which they occur.

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

iv) Other short term employee benefits:

Other short-term employee benefits such as overseas social security contributions and performance incentives expected to be paid in exchange for the services rendered by employees, are recognized during the period when the employee renders the service.

2.17 Taxation:

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to / recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with the local tax laws existing in the respective countries.

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the income taxes or deferred taxes are recognized in other comprehensive income or directly in equity, respectively.

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

Deferred income taxes

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

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

Deferred income tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

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

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is probable evidence that the Group will pay normal income tax in future.

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

2.18 Earnings per share

Basic earnings/(loss) per share are calculated by dividing the net profit/(loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the period and also after the Balance Sheet date but before the date the financial statements are approved by the Board of Directors.

For the purpose of calculating diluted earnings/(loss) per share, the net profit/(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.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

2.19 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when the Group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities and Contingent assets are not recognized in the financial statements.

2.20 Provision for Warranty

The Group has an obligation by way of warranty to maintain the software during the period of warranty, which may vary from contract to contract. Costs associated with such sale are accrued at the time when related revenues are recorded and included in cost-of-service delivery. The Group estimates such cost based on historical experience and the estimates are reviewed periodically for material changes in the assumptions.

2.21 Research and Development

Research costs are recognized in the statement of profit and loss in the period it is incurred. Development costs are recognized in the statement of profit and loss in the period it is incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Group has an intention and ability to complete and use the asset and the costs can be measured reliably.

2.22 Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of cost of that asset. All other borrowing costs are charged to the statement of profit and loss.

2.23 Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specifiy that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Group does not expect the amendment to have any significant impact in its financial statements.

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Group does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Group does not expect the amendment to have any significant impact in its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Group does not expect the amendment to have any significant impact in its financial statements.

Comviva Technologies Limited
Notes forming part of the Consolidated financial statements

Note 3A - Property, Plant and Equipment

Rs. in million

Particulars	Gross Block						Accumulated Depreciation/Amortization					Net Block	
	As at April 1, 2021	Additions on Acquisition (refer note 42)	Additions	Disposals	Translation exchange difference	As at March 31, 2022	As at April 1, 2021	For during the year	Disposal	Translation exchange difference	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Plant and equipment	1,075	26	170	35	(17)	1,219	899	133	35	(16)	981	238	176
(Previous year)	989	-	113	21	(6)	1,075	819	106	19	(7)	899	176	170
Furniture and fixtures	36	7	3	8	3	41	26	7	7	1	27	14	10
(Previous year)	71	-	5	33	(7)	36	62	3	33	(6)	26	10	9
Office equipment	102	30	3	3	2	134	67	12	3	2	78	56	35
(Previous year)	104	-	7	9	0	102	63	13	9	0	67	35	41
Improvement to leased premises	144	-	0	55	9	98	101	22	51	1	73	25	43
(Previous year)	119	-	23	7	9	144	82	18	6	7	101	43	37
Total	1,357	63	176	101	(3)	1,492	1,093	174	96	(12)	1,159	333	264
Previous Year	1,283	(0)	148	70	(4)	1,357	1,026	140	67	(6)	1,093	264	257

Note 3B - Right of use asset

Rs. in million

Particulars	Gross Block						Accumulated Depreciation/Amortization					Net Block	
	As at April 1, 2021	Additions on Acquisition (refer note 42)	Additions	Disposals	Translation exchange difference	As at March 31, 2022	As at April 1, 2021	For during the year	Disposal	Translation exchange difference	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Right of Use for Office Premises	519	-	18	-	(3)	534	200	103	-	0	303	231	319
(Previous year)	598	-	4	62	(21)	519	113	114	25	(2)	200	319	485
Total	519	-	18	-	(3)	534	200	103	-	0	303	231	319
Previous Year	598	-	4	62	(21)	519	113	114	25	(2)	200	319	485

Note 3C - Intangible Assets
(Other than internally generated)

Rs. in million

Particulars	Gross Block						Accumulated Depreciation/Amortization					Net Block	
	As at April 1, 2021	Additions on Acquisition (refer note 42)	Additions	Disposals	Translation exchange difference	As at March 31, 2022	As at April 1, 2021	For during the year	Disposal	Translation exchange difference	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Computer software	620	2	10	-	(4)	628	619	6	-	3	628	0	1
(Previous year)	589	-	32	-	(1)	620	587	33	-	(1)	619	1	2
Intellectual property rights	226	543	-	-	4	773	165	32	-	1	198	575	61
(Previous year)	226	-	0	-	(0)	226	140	26	-	(1)	165	61	86
Intangible Assets-Customer rights	188	-	0	181	(7)	-	188	-	181	(7)	0	-	0
(Previous year)	176	-	0	-	12	188	171	5	-	12	188	0	5
Intangible Assets-Commercial agreements	-	407	-	-	2	409	-	5	-	0	5	404	-
(Previous year)	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	1,034	952	10	181	(5)	1,810	972	43	181	(3)	831	979	62
Previous Year	991	-	32	-	11	1,034	898	64	-	10	972	62	93

Note 3D - Capital work-in-progress

Capital work-in-progress ageing schedule as on March 31, 2022

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	71	-	-	-	-

Capital work-in-progress ageing schedule as on March 31, 2021

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	29	19		-	47

The group does not have any CWIP (including intangible assets under development) which is overdue or as exceeded its cost compared to its original plan and hence CWIP (including intangible assets under development) completion schedule is not applicable.

Comviva Technologies Limited
Notes forming part of the Consolidated financial statements

Note 4A - Deferred tax assets (net) :

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
Break up of deferred tax assets		
Provision for Employee benefits	159	191
Provision for doubtful trade receivables and inventory	227	212
Brought forward business losses	92	67
Others	63	89
Break up of deferred tax liability		
Changes in fair value of derivatives designated as hedges	(2)	(2)
Property, Plant & Equipment and Intangible assets	(1)	(18)
Total	**538**	**539**

Note 4B - Deferred tax liabilities (net) :

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
Others	-	4
Total	**-**	**4**

Note 5 - Other Assets :

(i) Other non current assets Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
Capital advances		
Considered good	2	2
Considered doubtful	-	0
	2	2
Provision for doubtful advances	-	0
	2	2
Prepaid expenses	9	5
Balance with Government authorities		
Considered good	180	296
Considered doubtful	-	-
	180	296
Provision for doubtful balances	-	-
	180	296
Total	**191**	**303**

(ii) Other current assets Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
Advance to suppliers		
Considered good	25	23
Considered doubtful	1	1
	26	24
Provision for doubtful advances	1	1
	25	23
Other loans and advances		
Considered good	19	10
Considered doubtful	8	8
	27	18
Provision for doubtful advances	8	8
	19	10
Balance with Government authorities	216	160
Prepaid expenses	144	103
Contract Assets	611	357
Total	**1,015**	**653**

Note 6 - Inventories :

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
(Valued at lower of cost and net realizable value) Others - Stock of IT equipments, purchased software (Consumed in IT projects) and others	17	33
Total	**17**	**33**

Note 7 - Investments

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
A) Investment in Mutual Funds - unquoted (Carried at fair value through P&L)		
Mahindra Manulife Liquid Fund Direct Growth: 275,760.45 units (Previous year: Nil units) @ NAV Rs. 1384.18 (Previous year: NAV Rs. Nil)	382	-
UTI Liquid Cash Plan - Direct Growth Plan: 164,031.66 units (Previous year: 445,749.31 units) @ NAV Rs. 3,488.04 (Previous year: NAV Rs. 3,370.48)	572	1,502
	954	1,502
B) Investment in bonds-quoted (Carried at fair value through P&L)		
Corporate bonds	12	-
	12	-
Total	**966**	**1,502**
Aggregate value of quoted investment	12	-
Aggregate value of unquoted investment	954	1,502
Aggregate market value of quoted investment	12	-

Note 8 - Trade receivables :

(i) Non Current Trade receivables :

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
Trade receivables -Unbilled	49	46
Total	**49**	**46**

(ii) Current Trade receivables :

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
-Considered good – Unsecured	4,682	4,747
Less: Allowance for doubtful trade receivables	848	630
	3,834	4,117
- Credit impaired – Unsecured	73	245
Less: Allowance for doubtful trade receivables	73	245
	-	-
Trade receivables -Billed (A)	3,834	4,117
Trade receivables -Unbilled (B)	1,306	769
Total (A+B)	**5,140**	**4,886**

Trade Receivables ageing schedule as at March 31, 2022

Rs. in million

Particulars	Outstanding for following periods from due date of payments						
	Not Due	**Less than 6 months**	**6 months -1 year**	**1-2 yrs**	**2-3 yrs**	**More than 3 years**	**Total**
Trade Receivables - Billed							
Undisputed trade receivables- considered good	858	1,954	572	690	359	249	4,682
Undisputed trade receivables- credit impaired	-	-	-	-	-	73	73
Disputed trade receivables- considered good	-	-	-	-	-	-	-
Disputed trade receivables- credit impaired	-	-	-	-	-	-	-
	858	1,954	572	690	359	322	4,755
Less: Allowance for doubtful trade receivables							921
							3,834
Add : Trade receivable - Unbilled (Non current and current)							1,306
Total Trade Receivables							**5,140**

Trade Receivables ageing schedule as at March 31, 2021

Rs. in million

Particulars	Outstanding for following periods from due date of payments						
	Not Due	**Less than 6 months**	**6 months -1 year**	**1-2 yrs**	**2-3 yrs**	**More than 3 years**	**Total**
Trade Receivables - Billed							
Undisputed trade receivables- considered good	1,373	1,643	713	585	194	239	4,747
Undisputed trade receivables- credit impaired	-	-	-	32	35	178	245
Disputed trade receivables- considered good	-	-	-	-	-	-	-
Disputed trade receivables- considered doubtfull	-	-	-	-	-	-	-
Total	**1,373**	**1,643**	**713**	**617**	**229**	**417**	**4,992**
Less: Allowance for doubtful trade receivables							875
							4,117
Add : Trade receivable - Unbilled (Non current and current)							769
Total Trade Receivables							**4,886**

Note 9 - Cash and cash equivalents :

Rs. in million

Particulars	As at	
	March 31, 2022	March 31, 2021
Cash on hand	0	0
Remittances in transit	219	66
Balances with banks:		
- In current accounts	675	1,060
- In deposit accounts	406	178
Total	**1,300**	**1,304**

Note 10 - Other balances with bank :

Rs. in million

Particulars	As at	
	March 31, 2022	March 31, 2021
Earmarked balances with bank		
-Balance held under escrow/margin account	10	70
-Balances held as margin money/security towards obtaining Bank Guarantees	62	30
Total	**72**	**100**

Note 11 - Other Financial assets

(i) 0ther non current financial assets **Rs. in million**

Particulars	As at	
	March 31, 2022	March 31, 2021
Security deposits		
Considered good	52	52
Considered doubtful	-	-
	52	52
Provision for doubtful security deposit	-	-
	52	52
Total	**52**	**52**

(ii) 0ther current financial assets **Rs. in million**

Particulars	As at	
	March 31, 2022	March 31, 2021
Derivative financial assets	8	40
Security deposits (net of provision)	2	9
Interest accrued	11	4
Additional business consideration receivable (refer note 25)	-	706
Other receivables	-	2
Total	**21**	**761**

Note 12 - Loans

Rs. in million

Particulars	As at	
	March 31, 2022	March 31, 2021
Other loans:		
- Considered good – Unsecured	-	154
Total	**-**	**154**

Comviva Technologies Limited
Notes forming part of the Consolidated financial statements

Note 13 -Equity Share capital :

Particulars	As at			
	March 31, 2022		March 31, 2021	
	Number	Rs. in million	Number	Rs. in million
(a) Authorised :				
Equity shares of Rs. 10 each	25,500,000	255	25,500,000	255
Series A 0.001% fully convertible non-cumulative preference shares of Rs. 10 each	8,000,000	80	8,000,000	80
(b) Issued, subscribed and fully paid up :				
Equity shares of Rs. 10 each fully paid up	21,869,000	219	21,869,000	219
Total	21,869,000	219	21,869,000	219

Notes:

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	As at			
	March 31, 2022		March 31, 2021	
	Number	Rs. in million	Number	Rs. in million
Equity Shares				
Opening Balance	21,869,000	219	21,869,000	219
Add: Additions during the period	-	-	-	-
Closing Balance	21,869,000	219	21,869,000	219

(ii) Terms, rights and restrictions attached to:

Equity Shares:
The Company has equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the equity shares held by the shareholders.

Series A 0.001% fully convertible non-cumulative preference shares:
The Company has fully convertible non-cumulative redeemable preference shares having a par value of Rs. 10 per share.

(iii) Details of shares held by the holding company

Particulars	Number of Shares as at	
	March 31, 2022	March 31, 2021
Tech Mahindra Limited	21866913*	21,866,913

* It includes 7 shares which are jointly held by Tech Mahindra Limited and Individual shareholders in Tech Mahindra Limited's kitty.

(iv) Details of equity shares held by shareholder holding more than 5%:

Name of shareholder	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	% of Holding #	No. of Shares	% of Holding #
Tech Mahindra Limited*	21,866,913	99.99%	21,866,913	99.99%

This percentage of holding is presented with reference to Issued, Subscribed and Paid up.
*It is the sole promoter of the company.

Comviva Technologies Limited
Notes forming part of the Consolidated financial statements

Note 14 - Other Equity :

Rs. in million

Particulars	As at			
	March 31, 2022		March 31, 2021	
Securities premium account		567		567
Capital Reserve		53		53
Hedging Reserve (refer note 31)				
Opening balance	7		(8)	
(Less)/add: change in fair value of forward contracts (net)	(2)		15	
Closing balance		5		7
Foreign Currency Translation Reserve				
Opening balance	(32)		65	
(Less): Foreign currency translation for the year	(55)		(97)	
Closing balance		(87)		(32)
Share options outstanding account				
Opening balance	-		-	
Add: amortised amount of stock compensation cost (net)	9		-	
Less: Transfer to non- controlling interest	(0)			
Closing balance		9		-
Surplus in the statement of profit and loss				
Opening balance	6,525		4,794	
Add: Profit for the year	572		1,722	
(Less)/add: Other comprehensive income for the year	(2)		9	
Less: Dividend *	(437)		-	
Closing balance		6,658		6,525
Statutory Reserve#		0		0
Total		**7,205**		**7,120**

#In accordance with the Memorandum and Articles of Association, Comviva Technologies FZ LLC, has established a statutory reserve by appropriation of 10% of net profit for each year until the reserve equals 50% of the share capital. This reserve is not available for distribution, except in the circumstances stipulated by the Memorandum and Articles of Association. No further transfer is required as the reserve is equal to 50% of share capital as at March 31, 2022.

*Interim dividend of Rs. 20 per equity share was paid during the year ended 31st March, 2022.

Note 15 -Borrowings :

Rs. in million

Particulars	As at	
	March 31, 2022	March 31, 2021
Secured:		
From bank (Secured by corporate guarantee)*	-	1,389
From bank**	12	16
From Other (refer note 31)	1,516	20
Total	**1,528**	**1,425**

* Loan from Bank of America was secured against corporate guarantee and carrying an interest rate of LIBOR+ 125BP was repaid during the year ended 31 March, 2022

** Includes working capital loans carrying an interest rate of 34.88% and 38.30% (Previous Year : 13.08% and 15%). These loans are repayable on demand.

Note 16 -Provisions :

(i) Long-term provisions

Rs. in million

Particulars	As at	
	March 31, 2022	March 31, 2021
Provision for employee benefits		
-Gratuity	201	161
-Compensated absences	64	53
-Other employee benefit obligations	35	-
Total	**300**	**214**

(ii) Short-term provisions

Rs. in million

Particulars	As at	
	March 31, 2022	March 31, 2021
Provision for employee benefits		
-Gratuity	37	35
-Compensated absences	74	65
-Other employee benefit obligations	20	-
	131	100
Provision for warranties	8	9
Total	**139**	**109**

Note 17 - Other liabilities :

(i) Non-current liabilities

Rs. in million

Particulars	As at	
	March 31, 2022	March 31, 2021
Unearned revenue	0	0
Total	**0**	**0**

(ii) Current liabilities

Rs. in million

Particulars	As at	
	March 31, 2022	March 31, 2021
Unearned revenue	36	44
Statutory remittances	146	126
Advance from customers	161	121
Total	**343**	**291**

Note 18 - Trade payables :

Rs. in million

Particulars	As at	
	March 31, 2022	March 31, 2021
Creditors for supplies / services	1,782	1,637
Total	**1,782**	**1,637**

Trade Payables ageing schedule as on March 31, 2022

Rs. in million

Particulars	Outstanding for following periods from due date of payments					
	Not Due	Less than 1 year	1-2 yrs.	2-3 yrs.	More than 3 years	Total
Undisputed MSME	4	16	-	-	-	20
Undisputed Others	48	97	-	3	1	149
Disputed dues- MSME	-	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-	-
	52	**113**	**-**	**3**	**1**	**169**
Add: Accrued expenses						1,613
Total Trade payables						**1,782**

Trade Payables ageing schedule as on March 31, 2021

Rs. in million

Particulars	Outstanding for following periods from due date of payments					
	Not Due	Less than 1 year	1-2 yrs.	2-3 yrs.	More than 3 years	Total
Undisputed MSME	4	10	-	-	-	14
Undisputed Others	66	26	12	2	16	122
Disputed dues- MSME	-	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-	-
	70	**36**	**12**	**2**	**16**	**136**
Add: Accrued expenses						1,501
Total Trade payables						**1,637**

Note 19 - Other Financials liabilities:

(i) Other Financial Liabilities : Non Current

Rs. in million

Particulars	As at	
	March 31, 2022	March 31, 2021
Sublease Refundable Security Deposit	-	10
Total	**-**	**10**

(ii) Other Financial Liabilities : Current

Rs. in million

Particulars	As at	
	March 31, 2022	March 31, 2021
Payables on purchase of property, plant and equipment	58	49
Interest accrued	-	14
Accrued salary and benefits	442	561
Total	**500**	**624**

Note 20 - Revenue from operations :

Rs. in million

Particulars	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
Licence Fee with Implementation and other services	4,997	4,129
Revenue sharing arrangements	1,587	1,562
Annual maintenance contract services	1,781	1,896
	8,365	7,587
Income from sale of equipments and software (third party)	396	864
Total	**8,761**	**8,451**

Note 21 - Other income :

Rs. in million

Particulars	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
Interest income	16	25
Profit on sale of investment in mutual funds	47	4
(Loss)/ gain due to fair valuation changes on financial assets	(4)	9
Profit on sale of subsidiary	2	-
Foreign Exchange gain (net)	127	3
Profit on sale of property, plant and equipment	1	1
Sundry Balances written back	39	31
Miscellaneous Income	15	39
Income from Sublease	10	36
Total	**253**	**148**

Note 22 - Employee benefits expense :

Rs. in million

Particulars	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
Salaries, wages and bonus	3,282	3,024
Defined contribution /benefits plan cost	285	293
Staff Welfare Expenses	55	58
Share based payment expense	8	-
Total	**3,630**	**3,375**

Note 23- Finance costs :

Rs. in million

Particulars	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
Interest expense on bank overdraft and others	10	31
Interest expense on lease liability	20	28
Total	**30**	**59**

Note 24 - Operating and other expense:

Rs. in million

Particulars	For the year ended March 31, 2022		For the year ended March 31, 2021	
Cost of hardware equipment, softwares and other items		996		1,282
Royalty and software charges		428		506
Travelling and conveyance		58		21
Freight and forwarding charges		9		48
Recruitment Expenses		26		8
Power and fuel		25		22
Rent		28		43
Rates and taxes		82		44
Insurance		56		49
Repairs and maintenance:		261		242
Advertising and sales promotion		102		67
Communication costs		32		53
Corporate Social Responsibility		34		28
Legal and professional fees		166		119
Conference expenses		16		16
General office expenses		11		15
Provision for doubtful debts (net)				
- Bad debts	347		34	
- Provision for bad debts	39	386	241	275
Miscellaneous expenses		23		22
Total		**2,739**		**2,860**

Note 25 - Exceptional items

Rs. in million

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Additional consideration on sale of subsidiary*	-	730
Contractual obligation written back**	-	188
Total	**-**	**918**

*The Company has accrued additional consideration pertaining to sale of TerraPay group (subsidiary) amounting to Nil (March 31, 2021: 730 million), which has been transferred w. e. f March 02, 2020. The Company has recognised this additional consideration on the completion of requisite milestone as mentioned in the Share purchase agreement entered into with the acquirer. This consideration has been realised on April 15, 2021.

** During the year ended March 31, 2021, the Company has derecognised contingent contractual obligation on acquisition of Emagine Holding Pty. Ltd. This consideration was payable based on achievement of certain milestones/targets which has not been achieved within the earn out period specified in the Share Purchase Agreement. Accordingly, the aforesaid contingent consideration is no more payable.

26. Details of employee benefits as required by the IND AS-19 – Employee Benefits are as under:

a) Defined Contribution Plan

The Company makes contributions to Provident Fund which is defined contribution plan for qualifying employees. Under this Scheme, the Company contributes a specified percentage of the payroll costs to the fund. Amounts recognised as an expense in the Statement of Profit and Loss in respect of defined contribution plan is Rs. 239 million (year ended march 31, 2021: Rs. 256 million).

b) Defined Benefit Plan - Gratuity

In accordance with the Payment of Gratuity Act, 1972, applicable for Indian companies, the Company operates a scheme of gratuity which is a defined benefit plan. The gratuity plan is partially funded.

I] Changes in Defined Benefit Obligation ('DBO') and Trust Fund plan assets recognized in the Balance Sheet are as under:

Rs. in million

Particulars	**As at March 31, 2022**	**As at March 31, 2021**
Defined Benefit Obligation as at the beginning of the year	195	203
Current Service Cost	37	27
Interest cost	9	10
Benefits Paid	(42)	(33)
Acquisition (gain)/loss	-	-
Actuarial (gain)/loss - experience	35	(0)
Actuarial (gain)/loss - demographic assumptions	-	-
Actuarial (gain)/loss - financial assumptions	5	(12)
Defined Benefit Obligation as at the end of the year	**239**	**195**

II] Change in the fair value of plan assets representing reconciliation of opening and closing balances thereof are as follows :

Rs. in million

Particulars	**As at March 31, 2022**	**As at March 31, 2021**
Fair value of plan assets at the beginning of the year	1	2
Interest income on plan assets	0	0
Contributions by employer	-	1
Benefits Paid	-	-
Remeasurement- Return on plan assets excluding amount included in interest income	0	(2)
Fair value of plan assets at end of the year	**1**	**1**

III] Net defined benefit Asset/(Liability)

Rs. in million

Particulars	**As at March 31, 2022**	**As at March 31, 2021**
Defined benefit obligation	239	195
Fair value of plan assets	(1)	(1)
Net defined benefit obligation disclosed as:	238	194
- Current provisions	37	35
- Non current provisions	201	159

As at March 31, 2022 and March 31, 2021 plan assets were primarily invested in insurer managed funds

IV] Components of employer expenses recognised in the Statement of Profit and Loss:

Rs. in million

Particulars	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
Current Service Cost	37	27
Interest cost on Defined Benefit Obligation	9	10
Expected return on plan assets	(0)	(0)
Total expense recognised in the Statement of Profit & Loss (Refer note 22)	**46**	**37**

V] Components of employer expenses recognised in the other comprehensive income:

Rs. in million

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Actuarial (gain)/loss due to defined benefit obligation experience	(35)	0
Actuarial (gain)/loss - demographic assumptions	-	-
Actuarial (gain)/loss due to defined benefit obligation assumption changes	(5)	12
Remeasurement- Return on plan assets excluding amount included in interest income	0	(2)
Net (gain)/loss recognised in Other Comprehensive Income	**(40)**	**10**

VI] Assumptions

Particulars	As at March 31, 2022	As at March 31, 2021
Discount Rate	6.30%	5.90%
Salary Escalation Rate	7.00%	6.00%
Mortality Rate	Indian Assured Lives Mortality (2006-08) Ult.	Indian Assured Lives Mortality (2006-08) Ult.
Employee separation Rate	17.00%	17.00%

a) Discount rate : It is based upon the market yields available on Government Bonds at the accounting date with a term that matches that of the obligation.

b) Salary Escalation Rate: The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

c) Employee separation Rate: The assumption of Employee separation rate represents the company's expectation of employee turnover.

VII] Sensitivity analysis

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
A: Discount rate		
1. Effect on DBO due to 0.5% increase in discount rate	(5)	(4)
2. Effect on DBO due to 0.5% decrease in discount rate	5	4
B: Salary Escalation Rate		
1. Effect on DBO due to 0.5% increase in Salary escalation rate	4	4
2. Effect on DBO due to 0.5% decrease in Salary escalation rate	(4)	(3)
C: Withdrawal Rate		
1. Effect on DBO due to 5% increase in withdrawal rate	(3)	(2)
2. Effect on DBO due to 5% decrease in withdrawal rate	3	2

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Method used for sensitivity analysis: The sensitivity results above determine their individual impact on the Plan's end of year Defined Benefit Obligation. In reality, the Plan is subject to multiple external experience items which may move the Defined Benefit Obligation in similar or opposite directions, while the Plan's sensitivity to such changes can vary over time.

VIII] Expected benefit payments for the period ended **(Rs. in million)**

Payout in the next	As at March 31, 2022	As at March 31, 2021
1 year	41	38
1-2 years	32	27
2-3 years	35	28
3-4 years	33	30
4-5 years	36	29
5 years and beyond	168	130

IX] Plan asset information:

Particulars	As at March 31, 2022	As at March 31, 2021
Schemes of insurance - conventional products	100%	100%

X] Description of Plan characteristics and associated risks-

The Gratuity scheme is a final salary Defined Benefit Plan that provides for a lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The Plan design means the risks commonly affecting the liabilities and the financial results are expected to be:

1. Interest rate risk
2. Salary Inflation risk
3. Demographic risk

XI] Description of Funding arrangements and policies-

The Gratuity scheme of the company is partially funded by way of a separate irrevocable Trust and the company is expected to make regular contributions to the Trust. The fund is managed internally by the company and assets are invested in insurance funded arrangements.

27. Disclosure as per IND AS 116-Leases

Amounts recognised in statements of cash flows:

Rs. in million

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Cash outflow for leases	103	117
Total	**103**	**117**

28. Segment Information

a) Business segments:

The company is engaged in the business of mobility solutions and IT services. As defined in Ind AS 108, the 'Chief Operating Decision Maker' (CODM) considers entire business as single operating segment. The company's operating divisions are managed from India. There are three customers who account for more than 10% of the company's revenue individually.

b) Geographical segments:

The geographical information analyses the company's revenue by the company's country of domicile (i.e. India) and outside India (i.e. Rest of world) presenting geographical information. Segment revenue has been presented on the geographic location of customers.

Rs. in million

Particulars	For the year ended March 31, 2022		
	India	Rest of the world	Total
Revenue from operations	673	8,088	8,761

Rs. in million

Particulars	For the year ended March 31, 2021		
	India	Rest of the world	Total
Revenue from operations	1,041	7,410	8,451

Management believes it is currently not practicable to bifurcate the assets based on geographies. Hence, no disclosure is provided for the same.

29. Related Party Disclosure

a) Name of the related party and nature of relationship:

Name of the Related Party	**Nature of Relationship**
Mahindra and Mahindra Limited	Entity having significant influence
Tech Mahindra Limited	Holding company
Related parties with whom transactions during the year/previous year:	
PT Tech Mahindra Indonesia	Fellow subsidiary
Tech Mahindra Foundation	Fellow subsidiary
Mahindra Educational Institutions	Fellow subsidiary
Tech Mahindra Nigeria Limited	Fellow subsidiary
Tech Mahindra Guatemala, S.A.	Fellow subsidiary
Tech Mahindra South Africa (Pty) Limited	Fellow subsidiary
The CJS Solutions Group, LLC (The HCI Group)	Fellow subsidiary
Leadcom Integrated Solutions (L.I.S.) Ltd.	Fellow subsidiary
Tech Mahindra (Americas) Inc.	Fellow subsidiary
Key Management Personnel:	
Manoranjan Mohapatra	Chief Executive Officer
Neeraj Jain	Chief Financial Officer
Parminder Singh Bakshi	Company Secretary

b) Transactions with Related Parties:

Rs. in million

Particulars	Transactions for the year ended March 31, 2022 Revenue/(Expense)							Balance as at March 31, 2022 Assets/(Liabilities)										
	Sales	Interest Expense	Cost of Goods/ Service received	Reimbursement of Expenses (Net)	Donation Given	Loan received	Managerial Remuneration	Trade Receivable	Unbilled Revenue	Contract Asset	Trade Payables#	Loans	Other current assets	Prepaid Expenses	Interest Accrued	Deferred Revenue	Advance from Customers	Accrued benefit payable
Holding Company																		
Tech Mahindra Limited	131	-	-	(27)	-	-	-	113	13	15	(52)	-	-	3	-	9	3	-
Fellow Subsidiaries																		
PT Tech Mahindra Indonesia	54	-	-	-	-	-	-	11	2	-	-	-	-	-	-	3	2	-
Tech Mahindra Foundation	-	-	-	-	(17)	-	-	-	-	-	-	-	-	-	-	-	-	-
Mahindra Educational Institutions	-	-	-	-	(5)	-	-	-	-	-	-	-	-	-	-	-	-	-
Tech Mahindra Nigeria Limited	-	1	-	-	-	-	-	-	0	-	-	-	-	-	-	-	(21)	-
Tech Mahindra Guatemala, S.A.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Tech Mahindra South Africa (Pty) Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
The CJS Solutions Group, LLC (The HCI Group)	-	-	-	-	-	-	-	-	-	-	(14)	-	-	-	-	-	-	-
Leadcom Integrated Solutions (L.I.S.) Ltd.	-	-	(55)	-	-	-	-	-	-	-	(55)	-	-	-	-	-	-	-
Tech Mahindra (Americas) Inc.	-	2	(13)	-	-	1,516	-	-	-	-	(13)	(1,516)	-	-	(2)	-	-	-
Key Management Personnel*																		
Manoranjan Mohapatra	-	-	-	-	-	-	(36)	-	-	-	-	-	-	-	-	-	-	(25)
Neeraj Jain	-	-	-	-	-	-	(11)	-	-	-	-	-	-	-	-	-	-	(3)
Parminder Singh	-	-	-	-	-	-	(2)	-	-	-	-	-	-	-	-	-	-	(0)

Note:
No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Rs. in million

Particulars	Transactions for the year ended March 31, 2021 Revenue/(Expense)							Balance As at March 31, 2021 Assets/(Liabilities)										
	Sales	Interest Expense	Cost of Goods/ Service received	Reimbursement of Expenses (Net)	Donation Given	Loan received	Managerial Remuneration	Trade Receivable	Unbilled Revenue	Contract Asset	Trade Payables#	Loans	Other current assets	Prepaid Expenses	Interest Accrued	Deferred Revenue	Advance from Customers	Accrued benefit payable
Holding Company																		
Tech Mahindra Limited	220	-	(34)	(41)	-	-	-	217	29	17	(39)	-	-	2	-	(0)	(4)	-
Fellow Subsidiaries																		
PT Tech Mahindra Indonesia	51	-	-	-	-	-	-	8	4	4	-	-	-	-	-	-	(8)	-
Tech Mahindra Foundation	-	-	-	-	(14)	-	-	-	-	-	-	-	-	-	-	-	-	-
Tech Mahindra Nigeria Limited	-	(3)	-	-	-	-	-	31	0	-	-	(20)	-	-	(12)	-	(22)	-
Tech Mahindra Guatemala, S.A.	-	-	-	-	-	-	-	31	-	-	-	-	-	-	-	-	-	-
Tech Mahindra South Africa (Pty) Limited	(6)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
The CJS Solutions Group, LLC (The HCI Group)	-	-	-	(29)	-	-	-	-	-	-	(29)	-	-	-	-	-	-	-
Key Management Personnel*																		
Manoranjan Mohapatra	-	-	-	-	-	-	(30)	-	-	-	-	-	-	-	-	-	-	(17)
Neeraj Jain	-	-	-	-	-	-	(11)	-	-	-	-	-	-	-	-	-	-	(3)
Parminder Singh Bakshi	-	-	-	-	-	-	(2)	-	-	-	-	-	-	-	-	-	-	(0)

*The breakup of compensation of Key management personnel is as follows:

Rs. in million

Key Management Personnel	Short-term employee benefits	Post-employment benefits**	Other long-term benefits**	Termination benefits	Total
Manoranjan Mohapatra	36 [30]	- [-]	- [-]	- [-]	36 [30]
Neeraj Jain	11 [11]	- [-]	- [-]	- [-]	11 [11]
Parminder Singh Bakshi	2 [2]	- [-]	- [-]	- [-]	2 [2]

** Employment benefits comprising gratuity and compensated absences are not disclosed as these are determined for the company as a whole.
Figures in brackets "[ ]" are for year ended March 31, 2021.
Trade payables includes creditors for capital goods.

30. Contingent Liabilities and Commitments:

(i) Contingent Liabilities:

Rs. in million

Sr. No.	Particulars	As at March 31, 2022	As at March 31, 2021
1	Bank Guarantees	61	-
2	Income tax matters (refer note I)	1,613	920
3	Indirect tax matters (refer note II)	408	427
4	Other claims against the company not acknowledged as debts (refer note III)	48	48

Note:

I Income Tax Matter:

The Group has ongoing disputes with income tax authorities relating to tax treatment of certain items. The disputes relate to tax treatment of certain expenses claimed as deductions, computation and eligibility of tax incentives or allowances. The Group has contingent liability in respect of demands from direct tax authorities in India and other jurisdictions, which are being contested by the Group on appeal amounting INR 1,613 million and INR 920 million as at March 31, 2022 and March 31, 2021 respectively. The Group periodically receives notices and inquiries from income tax authorities related to the Group's operations in the jurisdictions it operates in. The Group has evaluated these notices and inquiries and has concluded that any consequent income tax claims or demands by the income tax authorities will not succeed on ultimate resolution. The number of years that are subject to tax assessments varies depending on tax jurisdiction. The major tax jurisdictions of Comviva Technologies Limited include India and African countries. In India, tax filings from fiscal 2017 are generally subject to examination by the tax authorities. In African counties, the statute of limitation vary by state.

II Indirect Tax Matter:

The Group has ongoing disputes with tax authorities mainly relating to availment of input tax credit and indirect tax matters. The Group has demands amounting to INR 408 million and INR 427 million as at March 31, 2022 and March 31, 2021, respectively from various indirect tax authorities which are being contested by the Group based on the management evaluation and on the advice of tax consultants.

III Other Claims:

Other claims aggregating INR 48 million and INR 48 million as at March 31, 2022 and March 31, 2021, respectively, against the Group have not been acknowledged as debt. The amounts assessed as contingent liability do not include interest that could be claimed by counter parties.

(ii) Commitments :

Rs. in million

Sr. No.	Particulars	As at March 31, 2022	As at March 31, 2021
1	Estimated amount of contracts remaining to be executed on capital account and not provided for	187	102

31. Financial Instruments

The Group's Board of Directors have an overall responsibility for the establishment and oversight of the group's risk management framework. The group's risk management policies are established to identify and analyze the risks faced by the group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions.

I] Financial instruments by category

The carrying value and fair value of financial instruments by categories as at March 31, 2022 were as follows:

Rs. in million

Particulars	Amortised cost*	Financial assets/ liabilities at fair value through profit or loss	Derivative instruments in hedging relationship	Total carrying value	Total fair value*
Assets:					
Cash and cash equivalents (refer note 9)	1,300	-	-	1,300	1,300
Other balances with banks (refer note 10)	72	-	-	72	72
Investment in mutual fund (Refer Note 7A)	-	954	-	954	954
Investment in bonds-quoted (Refer Note 7B)	-	12	-	12	12
Trade receivables (refer note 8(i) and 8(ii))	5,190	-	-	5,190	5,190
Other financial assets (refer note 11(i) and 11(ii))	65	1	7	73	73
Total	**6,627**	**967**	**7**	**7,601**	**7,601**
Liabilities:					
Trade payables (refer note 18)	1,782	-	-	1,782	1,782
Borrowings (refer note 15)	1,528	-	-	1,528	1,528
Lease liabilities	265	-	-	265	265
Other financial liabilities (refer note 19(i) and 19(ii))	500	-	-	500	500
Total	**4,075**	**-**	**-**	**4,075**	**4,075**

*Fair value of amortised assets is same as carrying value

The carrying value and fair value of financial instruments by categories as at March 31, 2021 were as follows:

Rs. in million

Particulars	Amortised cost	Financial assets/ liabilities at fair value through profit or loss	Derivative instruments in hedging relationship	Total carrying value	Total fair value*
Assets:					
Cash and cash equivalents (refer note 9)	1,304	-	-	1,304	1,304
Other balances with banks (refer note 10)	100	-	-	100	100
Investment in mutual fund (Refer Note 7A)	-	1,502	-	1,502	1,502
Investment in bonds-quoted (Refer Note 7B)	-	-	-	-	-
Trade receivables (refer note 8(i) and 8(ii))	4,932	-	-	4,932	4,932
Other financial assets (refer note 11(i) and 11(ii))	812	31	10	852	852
Loan (refer note 12)	154	-	-	154	154
Total	**7,302**	**1,533**	**10**	**8,845**	**8,845**
Liabilities:					
Trade payables (refer note 18)	1,637	-	-	1,637	1,637
Borrowings (refer note 15)	1,425	-	-	1,425	1,425
Lease liabilities	327	-	-	327	327
Other financial liabilities (refer note 19(i) and 19(ii))	634	-	-	634	634
Total	**4,023**	**-**	**-**	**4,023**	**4,023**

*Fair value of amortised assets is same as carrying value

II] Fair Value Hierarchy

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosure are required): The different levels have been defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosure are required):

Rs. in million

Particulars	As at March 31, 2022	Fair value measurement As at end of the reporting period using		
		Level 1	Level 2	Level 3
Assets				
Investments in mutual fund	954	954	-	-
Investment in bonds-quoted	12	12		
Derivative financial assets	8	-	8	-

Rs. in million

Particulars	As at March 31, 2021	Fair value measurement at end of the reporting period using		
		Level 1	Level 2	Level 3
Assets				
Investments in mutual fund	1,502	1,502	-	-
Investment in bonds-quoted	-	-	-	-
Derivative financial assets	40	-	40	-

III] Financial Risk Management

Financial Risk Factors

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Group is foreign exchange risk. The Group uses derivative financial instruments to mitigate foreign exchange related risk exposures. The Group's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers.

(i) Market Risk

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

(a) Foreign currency exchange rate risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the respective entities. Considering the countries and economic environment in which the Group operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in US Dollar, Euro against the respective functional currency of the Group. The Group, as per its risk management policy, uses derivative instruments primarily to hedge foreign exchange currency risk.

The Group evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments in line with its risk management policies.

The foreign exchange rate sensitivity is calculated by aggregation of the net foreign exchange rate exposure and a simultaneous parallel foreign exchange rates shift of all the currencies by 10% against the respective functional currency of the Group. Further the exposure as indicated below is mitigated by some of the derivative contracts entered into by the Group as disclosed in note below.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the year are as follows:

Rs. in million

Particulars	**Currency**	**As at March 31, 2022**	**As at March 31, 2021**
Financial assets	EUR	1,024	1,069
	USD	2,391	2,890
	Others	1,576	499
Financial liabilities	EUR	41	68
	USD	1,283	2,741
	Others	200	332

Forex sensitivity analysis:

A reasonably possible strengthening by 10% of EUR, USD against the Indian Rupee as at March 31, 2022 and March 31, 2021 will affect the statement of profit and loss by the amounts shown below:

Rs. in million

Currency	**As at March 31, 2022**	**As at March 31, 2021**
EUR	98	100
USD	111	15

(b) Foreign Exchange Contracts

The Company is exposed primarily to fluctuations in foreign currency exchange rates, credit risk and liquidity risk which may impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential effects on the financial performance of the Company.

The Company enters into foreign Exchange Forward Contracts to offset the foreign currency risk arising from the amounts denominated in currencies other than the Indian Rupee. The counter party to the Company's foreign currency Forward Contracts is generally a bank. These contracts are entered into to hedge the foreign currency risks of certain forecasted transactions. These contracts are for a period lies between 1 day to 1 year.

The following are the principal amounts of outstanding foreign currency exchange forward entered into by the Company which have been designated as Cash Flow Hedges:

Currency	**Amount outstanding as at March 31, 2022 in foreign currency**	**Fair value Gain/ (loss) in Rs.**
In USD	20.50 million (March 31, 2021: 17.72 mn)	6 million (March 31, 2021: 36 mn)
In Euro	1.45 million (March 31, 2021: 1.24 mn)	2 million (March 31, 2021: 4 mn)

The movement in hedging reserve for derivatives designated as Cash Flow Hedges is as follows:

Particulars	**As at**	
	March 31, 2022	**March 31, 2021**
(a) Balance at the beginning of the year	9	11
(b) Changes in the fair value of effective portion of derivatives - (loss)/gain	(32)	61
(c) Net loss/(gain) reclassified to statement of profit and loss on occurance of hedged forcasted transactions	30	(63)
(d) (Loss)/gain on cash flow hedging derivatives, net (b+c)	(3)	(2)
(e) Balance at the end of the year	7	9
(f) Tax impact on effective portion of outstanding derivatives	(2)	(2)
(g) Balance at the end of the period, net of deferred tax (e+f)	5	7

(ii) Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, unbilled revenue, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Group result in material concentration of credit risk.

Credit risk on cash and cash equivalents is limited as the Group generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units, quoted bonds issued by government and quasi government organizations with high credit ratings.

Credit Risk Exposure

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was Rs. 5,262 million, Rs. 5,744 million as at March 31, 2022, March 31, 2021 respectively, being the total of the carrying amount of trade receivables, unbilled revenue and other financial assets. In addition, the Group is exposed to credit risk in relation to financial guarantees given to banks provided by the Group. The Group's maximum exposure in this respect is the maximum amount the Group would have to pay if the guarantee is called on. Refer Note 30(i).

Trade receivable

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

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. Group's exposure to customers is diversified. The Group's exposure to customers is diversified and no single customer contributes to more than 10% of outstanding accounts receivable and unbilled revenue as of March 31, 2022 and March 31, 2021. The concentration of credit risk is limited due to the fact that the customer base is large.

The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. Movement in the Expected credit loss allowance:

Rs. in Million

Particulars	As at March 31, 2022	As at March 31, 2021
Balance at the beginning of the year	**875**	**638**
Provided during the year	490	470
Reversed/utilised during the year	(449)	(231)
Reinstatement impact	5	(2)
Balance at the end of the year	**921**	**875**

(iii) Liquidity Risk

Liquidity risk refers to the risk that the Group cannot meet its financial obligation. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2022:

Rs. in million

Particulars	Less Than 1 Year	More than 1 year	Total
Borrowings	1,528	-	1,528
Lease Liabilities	94	171	265
Trade Payables	1,782	-	1,782
Other financial liabilities	500	-	500

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2021:

Rs. in million

Particulars	Less Than 1 Year	More than 1 year	Total
Borrowings	1,425	-	1,425
Lease Liabilities	82	245	327
Trade Payables	1,637	-	1,637
Other financial liabilities	624	10	634

Capital management

The Company's objective while managing capital is to safeguard its ability to continue as a going concern (so that it is enabled to provide returns and create value for its shareholders, and benefits for other stakeholders), support business stability and growth, ensure adherence to the restrictions imposed by lenders and / or relevant laws and regulations, and maintain an optimal and efficient capital structure so as to reduce the cost of capital. However, the key objective of the Company's capital management is to, ensure that it maintains a stable capital structure with the focus on total equity, creditor and customer confidence, and ensure future development of its business activities and appropriate return to shareholders in terms of dividend payout. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements.

32 Basic and Diluted Earning per share

Rs. in million except earning per share

Particulars	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
Nominal value per equity share	10	10
Profit for the year	572	1,722
Profit attributable to equity shareholders	572	1,722
	No. of Shares	**No. of Shares**
Weighted average number of equity shares	21,869,000	21,869,000
Weighted average number of diluted equity shares	21,869,000	21,869,000
Earning Per Share- Basic	26.17	78.72
Earning Per Share- Diluted	26.17	78.72

33 Provision for warranty:

The movement in the said provision is summarized below:

Rs. in million

Particulars	**As at March 31, 2022**	**As at March 31, 2021**
Opening Balance	9	10
Add: Additional provision made during the year	-	-
Add: Addition on Acquisition	-	-
Less: Provision reversed during the year	(1)	(1)
Closing balance	**8**	**9**

Note: Provision for warranty is estimated and made based on technical estimates of the management and is expected to be settled over the period of next year.

34 The Group has accounted as an expense of Rs. 10 million for the year ended March 31, 2022 (year ended March 31, 2021: Rs. 16 million) pertaining to amortised cost of stock options granted to certain employees of the group granted by Tech Mahindra Limited, its holding company. This cost is being accounted as an employee benefits expense.

35 There are no non-wholly owned subsidiaries that have material non-controlling interests.

36 Allocation of goodwill by segments as at March 31, 2022 and March 31, 2021 is as follows:

Following is the summary of changes in carrying amount of goodwill:

Rs. in million

Particulars	**As at March 31, 2022**	**As at March 31, 2021**
Balance at the beginning of year	224	210
Addition on acquisition (refer note 42)	492	-
Effect of foreign currency exchange differences*	32	14
Balance at the end of the year	**748**	**224**

* Includes impact of hyperinflation

Allocation of goodwill by segments as at March 31, 2022 and March 31, 2021 is as follows:

Rs. in million

Particulars	**As at March 31, 2022**	**As at March 31, 2021**
India	-	-
Rest of World	748	224
Total	**748**	**224**

Allocation of goodwill to cash-generating units:

In accordance with IND AS 36 “Impairment of Assets” the Group performed impairment testing of Goodwill assigned to each Cash Generating Unit (CGU) as at 31st March, 2022. The recoverable amount of CGU is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by the management covering a year and over and an applicable discount rate. Goodwill has been allocated for impairment testing purposes to their underlying geographical / segmental classification.

Based on the results of the Goodwill impairment test, the estimated value in use in all CGUs were higher than their respective carrying amount, hence impairment provision recorded during the current year is Nil (31st March, 2021 - Nil). Management believes that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount.

Key assumptions used are as follows:
Budgeted Projections: The values assigned to the assumption reflect past experience and are consistent with the management’s plans for focusing operations in these markets. The management believes that the planned market share growth is reasonably achievable.
Price inflation: The values assigned to the key assumption are consistent with external sources of information.

37 Disclosures for Revenue from Contracts with Customers

a) Disaggregation of revenue

Revenue disaggregation by nature of services is as follows:

Rs in million

Nature of Services	For the year ended March 31, 2022	For the year ended March 31, 2021
Licence Fee with Implementation and other services	4,997	4,129
Revenue sharing arrangements	1,587	1,562
Annual maintenance contract services	1,781	1,896
Income from sale of equipments and software (third party)	396	864
Total	**8,761**	**8,451**

Revenue disaggregation by geography is as follows:

Rs in million

Geography	For the year ended March 31, 2022	For the year ended March 31, 2021
India	673	1,041
Rest of world	8,088	7,410
Total	**8,761**	**8,451**

b) The remaining performance obligations disclosure provides the aggregate amount of the transaction price yet to be recognised as of the end of the reporting period and an explanation as to when the Company expects to recognise these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation for contracts where the performance obligation is a part of a contract that has an original expected duration of one year or less or the entity has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis.

Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in scope of contracts, periodic revalidations, adjustments for revenue that has not materialized and adjustments for currency.

c) Significant changes in the contract assets balances is as follows:

Rs in million

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Opening balance	357	371
Add: Revenue recognised during year	519	237
Less: Invoiced during year	(248)	(198)
Add/Less: Translation loss/(gain)	(0)	(0)
Add/Less: Others	(17)	(53)
Closing balance	611	357

d) Significant changes in the contract liabilities balances is as follows:

Rs in million

Unearned Revenue	For the year ended March 31, 2022	For the year ended March 31, 2021
Opening balance	45	109
Less: Revenue recognised during the period that was included in the unearned revenue at the beginning of the year	(45)	(84)
Add: Invoiced during the period (excluding revenue recognized during the year)	36	16
Add/Less: Translation loss/(gain)	-	4
Closing balance	36	45

e) The following table provides information in respect of amount of revenue recognised in the statement of profit and loss with the contracted price showing separately each of the adjustments made to the contract price:

Rs in million

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Contracted transaction	8,777	8,451
Less: Adjustment for penalties / liquidated damages	(16)	-
Revenue recognized in the statement of profit and loss	8,761	8,451

38 Income Tax Expense

Income tax expense in the statement of profit and loss comprises:

Rs. in million

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Current tax:		
-Tax expense related to current year	1,128	658
Total Current tax	1,128	658

The tax expense for the year can be reconciled to the accounting profit as follows:

Rs. in million

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit before tax	1,707	2,269
Enacted tax rate	25.17%	25.17%
Income tax expense calculated at enacted tax rate	430	571
Effect of expenses/income that are not admissible in determining taxable profit^	131	-
Effect of differential overseas tax rates	33	87
Effect of income taxes related to prior years^	519	-
Others	15	-
Income tax expense recognised in profit or loss	**1,128**	**658**

^ - Includes ineligible foreign tax credits

39 Deferred Tax:

The following is the analysis of Deferred tax assets presented in the Balance Sheet:

Rs. in million

Particulars	As at March 31, 2022	As at March 31, 2021
Deferred tax assets	541	560
Deferred tax liabilities	(3)	(21)
Deferred tax assets	**538**	**539**

The tax effect of significant timing differences that has resulted in deferred tax assets are given below:

Rs. in million

Particulars	For the year ended March 31, 2022				
	Opening balance	Recognised in Profit and loss	Recognised in OCI	Exchange rate difference	Closing balance
Provision for Employee benefits	191	(42)	10	-	159
Provision for doubtful trade receivables and inventory	212	18	-	(3)	227
Brought forward business losses	67	28	-	(3)	92
Property, Plant & Equipment and Intangible assets	(18)	16	-	2	(1)
Others	89	(26)	-	-	63
Changes in fair value of derivatives designated as hedges	(2)	(1)	1	-	(2)
Deferred Tax Assets	**539**	**(7)**	**11**	**(2)**	**538**

The tax effect of significant timing differences that has resulted in deferred tax assets are given below:

Rs. in million

Particulars	**For the year ended March 31, 2021**				
	Opening balance	**Recognised in Profit and loss**	**Recognised in OCI**	**Exchange rate difference**	**Closing balance**
Provision for Employee benefits	149	44	(2)	-	191
Provision for doubtful trade receivables and inventory	155	55	-	2	212
Brought forward business losses	59	7	-	1	67
Property, Plant & Equipment and Intangible assets	(54)	36	-	-	(18)
Others	121	(32)	-	-	89
Changes in fair value of derivatives designated as hedges	3	-	(5)	-	(2)
Deferred Tax Assets	**433**	**110**	**(7)**	**3**	**539**

The following is the analysis of Deferred tax liabilities presented in the Balance Sheet:

Rs. in million

Particulars	**As at March 31, 2022**	**As at March 31, 2021**
Deferred tax assets	-	-
Deferred tax liabilities	-	4
Deferred tax liabilities	**-**	**4**

The tax effect of significant timing differences that has resulted in deferred tax liabilities are given below:

Rs. in million

Particulars	**For the year ended March 31, 2022**				
	Opening Balance	**Recognised in Profit and loss**	**Recognised in OCI**	**Exchange rate difference**	**Closing balance**
Others	4	(4)	-	-	-
Deferred Tax Liabilities	**4**	**(4)**	**-**	**-**	**-**

40 Disclosure for Hyperinflation adjustments as per Ind AS 29:

For the calculation of the hyperinflation adjustment of Subsidiary Company with functional Argentine Peso, the company uses the index calculated by the Argentine Federation of Professional Councils of Economic Sciences resulting from combining the National Consumer Price Index ("CPI") published by the National Institute of Statistics and Censuses of the Argentine Republic ("INDEC") with the IPIM.

Month	**Index**	**Coefficient**
Apr-21	453.650	1.454
May-21	468.725	1.407
Jun-21	483.605	1.364
Jul-21	498.099	1.324
Aug-21	510.394	1.292
Sep-21	528.497	1.248
Oct-21	547.080	1.205
Nov-21	560.918	1.176
Dec-21	582.458	1.132
Jan-22	605.032	1.090
Feb-22	633.434	1.041
Mar-22	659.405	1.000

The effect of inflation on the Company's net monetary position in the consolidated income statements for the year ended March 31, 2022 were as follows:

Particulars	**As at March 31, 2022**	**As at March 31, 2021**
Increase in Assets	4	4
(Increase)/Decrease in Liabilities	-	-
(Increase)/decrease in components of Equity	24	(29)
Net monetary position impact income	28	25

41 Employee Stock Option Scheme

I. ESOP 2021 scheme

The company has a two different share based employee benefit program i.e. 2020 Employee stock options plan – ESOP scheme 1 and ESOP scheme 2 in its subsidiary 'YABX India Private Limited' that allows employees to acquire shares of the Company subject to vesting and performance conditions. A share option scheme for employees was approved on 15th September 2020 by the shareholders of the Company under which the employees of the Company were granted stock options that vest in a granted manner over a period of 3 years. An exercise price of INR 10 was fixed for this purpose.

These schemes have been awarded during the period ended 31 March 2022, whose details are given as under:-

Particulars	ESOP scheme 1	ESOP scheme 2
Maximum number of options granted under the plan	4,279,765	1,775,000
Method of settlement	Equity settled plans	Equity settled plans
Vesting period	3 years	1 years
Vesting conditions	Service period and performance based conditions	Service period

The vesting percentage basis period, of above schemes are as follows:-

Particulars	ESOP scheme 1	ESOP scheme 2
With in 1 year	20%	100%
1 to 2 years	40%	-
2 to 3 years	40%	-

Movement in respect of stock options granted to employees of the Company during the year and outstanding as at the year end is set out below:
ESOP scheme 1:-

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of options	Weighted average exercise price	No. of options	Weighted average exercise price
Outstanding at beginning of the year	3,301,925	-	-	-
Options granted during the year	977,840	10	3,301,925	10
Exercised during the year	13,831	-	-	-
Forfeited/lapsed during the year	534,397	-	-	-
Outstanding at the end of the year	3,731,537	10	3,301,925	10
Vested options at the end of the year	246,773		-	10
Unvested options at the end of the year	3,484,764		3,301,925	10

ESOP scheme 2:-

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of options	Weighted average exercise price	No. of options	Weighted average exercise price
Outstanding at beginning of the year	1,775,000	-	-	-
Options granted during the year	-	10	1,775,000	10
Exercised during the year	-	-	-	-
Surrendered during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Outstanding at the end of the year	1,775,000	10	1,775,000	10
Vested options at the end of the year	1,775,000	10	-	10
Unvested options at the end of the year	-	10	1,775,000	10

The employee stock compensation cost for the Employee stock options plan – ESOP scheme 1 and ESOP scheme 2 has been computed by reference to the fair value of share options

Particulars	For the year ended March 31, 2022		For the year ended March 31, 2021	
	ESOP scheme 1	ESOP scheme 2	ESOP scheme 1	ESOP scheme 2
Fair value of options	2.17 to 3.24	1.64	2.17 to 3.24	1.64
Exercised price	10	10	10	10
Expected Volatility (%)	32.39%	32.39%	32.39%	32.39%
Expected Life (in years)	2.00 to 3.71	1.04 to 2.04	2.00 to 3.71	1.04 to 2.04
Expected Dividend (%)	-	-	-	-
Risk free interest rate (%)	4.44 to 5.14	3.83 to 4.44	4.44 to 5.14	3.83 to 4.44

2. ESOP 2021 scheme

The company has a two different share based employee benefit program i.e. 2021 Equity Incentive Plan – ESOP scheme 1 and ESOP scheme 2 in its subsidiary 'Comviva Technologies USA Inc.' that allows employees to acquire shares of the Company subject to vesting and performance conditions. A share option scheme for employees was approved on 1st April 2021 by the shareholders of the Company under which the employees of the Company were granted stock options that vest in a granted manner over a period of 3 years. An exercise price of USD 0.75 for ESOP scheme 1 and USD 1 for ESOP scheme 2 was fixed for this purpose.

These schemes have been awarded during the period ended 31 March 2022, whose details are given as under:-

Particulars	ESOP scheme 1	ESOP scheme 2
Maximum number of options granted under the plan	441,000	306,250
Method of settlement	Equity settled plans	Equity settled plans
Vesting period	Upto 4 years	1 day
Vesting conditions	Service period and performance based conditions	Service period

The vesting percentage basis period, of above schemes are as follows:-

Particulars	ESOP scheme 1	ESOP scheme 2
On same day	-	100%
With in 2 year	20%	-
2 to 3 years	40%	-
3 to 4 years	40%	-

Movement in respect of stock options granted to employees of the Company during the year and outstanding as at the year end is set out below:

2021 Factoreal ESOP scheme 1

Particulars	As at March 31, 2022	
	No. of options	Weighted average exercise price (USD)
Outstanding at beginning of the year	-	-
Options granted during the year	441,000	0.75
Exercised during the year	-	-
Forfeited/lapsed during the year	-	-
Outstanding at the end of the year	441,000	0.75
Unvested options at the end of the year	441,000	0.75

2021 Factoreal ESOP scheme 2

Particulars	As at	
	No. of options	Weighted average exercise price (USD)
Outstanding at beginning of the year	-	-
Options granted during the year	306,250	1
Exercised during the year	-	-
Forfeited/lapsed during the year	-	-
Outstanding at the end of the year	306,250	1
Vested options at the end of the year	306,250	1

The employee stock compensation cost for the Employee stock options plan – ESOP scheme 1 and ESOP scheme 2 has been computed by reference to the fair value of share options

Particulars	As at	
	ESOP scheme 1	ESOP scheme 2
Fair value of options (USD)	0 to 0.63	0.30
Exercised price (USD)	0.75	1.00
Expected Volatility (%)	61.28%	61.28%
Expected Life (in years)	3 to 5	0.05 to 2.00
Expected Dividend (%)	-	-
Risk free interest rate (%)	5.04 to 5.80	3.83 to 4.52

42 Business Combinations:

Details of acquisitions during the year ended March 31, 2022:

The Company through its wholly owned subsidiary , Comviva Technologies Americas, Inc acquired Video Processing Platform and all related Intellectual Property from MK System USA Inc. for a transaction value is USD 20 million (Rs. 1507 million) in March 2022, out of which USD 19.8 million (Rs. 1504 million) has been paid upfront. The initial accounting for the business combination has been determined provisionally. Media Kind (MK) is an end to end portfolio of media solutions such as D2C video service distribution, advertising and content personalization solutions and TV and video delivery platform.

Particulars	**USD in Million**	**INR in Million**
Fair value of net assets as on the date of acquisition	1	65
Commerical Agreement	5	407
Technology IP	7	542
Goodwill	7	492
Purchase Consideration	20	1,506

43 Corporate Social Responsibilty

a) Gross Amount required to be spent by the Company during the year is Rs. 34 million (previous year Rs. 28 Million) (calculated at 2% of the average net profits of the Company during the three immediately preceding financial years)

b) Amount spent during the year on:

Rs. in million

Particulars	**In cash**	**Yet to be paid in cash**	**Total**
Construction/acquisition of any asset*	5 [-]	- [-]	5 [-]
On purposes other than construction/acquisition of any asset*	29 [28]	- [-]	29 [28]

* Numbers in brackets "[ ]" pertains to previous year March 31, 2021.

Particulars	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
Amount required to be spent by the Company during the year	34	28
Amount of expenditure incurred on:		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	34	28
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-
Reason for shortfall	NA	NA
Nature of CSR activities	Education and vocational activities, women empowerment and food supply	Education and vocational activities, women empowerment and food supply
Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard		
(i) Tech Mahindra Foundation	17	14
(ii) Mahindra Educational Institutions	5	-

Comviva Technologies Limited

Notes forming part of the consolidated financial statements

44.Additional Information as required by Schedule III of the Companies Act, 2013 of enterprises consolidated as subsidiaries

Annexure I

Name of the entity	Net Assets, i.e., total assets minus total liabilities				Share in profit or loss				Share in other comprehensive income				Share in total comprehensive income			
	F.Y. 2021-2022		F.Y. 2020-2021		F.Y. 2021-2022		F.Y. 2020-2021		F.Y. 2021-2022		F.Y. 2020-2021		F.Y. 2021-2022		F.Y. 2020-2021	
	As % of consolidated Net Assets	INR Amount (In Million)	As % of consolidated Net Assets	INR Amount (In Million)	As % of consolidated Profit or Loss	INR Amount (In Million)	As % of consolidated Profit or Loss	INR Amount (In Million)	As % of consolidated other comprehensive income	INR Amount (In Million)	As % of consolidated other comprehensive income	INR Amount (In Million)	As % of consolidated total comprehensive income	INR Amount (In Million)	As % of consolidated total comprehensive income	INR Amount (In Million)
Parent Company																
Comviva Technologies Limited	114%	8,442	115%	8,472	77%	439	83%	1,433	55%	(32)	-31%	22	79%	407	88%	1,455
Subsidiaries:																
Foreign																
Comviva Technologies Nigeria Limited	0%	15	0%	(16)	5%	31	6%	102	0%	-	0%	-	6%	31	6%	102
Comviva Technologies Singapore PTE. Limited^^	0%	-	0%	(0)	5%	31	-1%	(9)	0%	-	0%	-	6%	31	-1%	(9)
Comviva Technologies FZ-LLC	-1%	(70)	1%	94	-20%	(115)	-5%	(91)	0%	-	0%	-	-22%	(115)	-5%	(91)
Comviva Technologies Netherland BV	19%	1,404	-4%	(300)	70%	401	-2%	(33)	0%	-	0%	-	78%	401	-2%	(33)
Comviva Technologies (Argentina) S.A. (formerly, ATS Advanced Technology Solutions S.A.)	2%	113	1%	83	1%	5	2%	34	0%	-	0%	-	1%	5	2%	34
ATS Advanced Technology solutions do Brasil Industria,Comercio, importacao E Exportacao Ltda	0%	24	0%	11	-2%	(9)	-1%	(23)	0%	-	0%	-	-2%	(9)	-1%	(23)
Comviva Technologies (Australia) Pty. Ltd	-1%	(106)	-2%	(113)	2%	9	16%	273	0%	-	0%	-	2%	9	17%	273
Emagine International Pty. Ltd.^	4%	306	4%	311	-2%	(10)	2%	41	0%	-	0%	-	-2%	(10)	2%	41
Comviva Technologies Mexico, S. de R.L. de C.V.^^^	0%	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	-
Comviva Technologies Colombia S.A.S	1%	43	1%	42	0%	(0)	1%	22	0%	-	0%	-	0%	(0)	1%	22
Comviva Technologies Madagascar Sarlu.	0%	3	0%	23	-1%	(4)	0%	4	0%	-	0%	-	-1%	(4)	0%	4
YABX Technologies (Netherlands) BV	-1%	(81)	0%	(12)	-12%	(67)	0%	4	0%	-	0%	-	-13%	(67)	0%	4
YABX India Private Limited	1%	72	0%	5	2%	14	-1%	(15)	1%	(0)	0%	-	3%	14	-1%	(15)
Comviva Technologies USA INC.	0%	(31)	0%	21	-9%	(52)	0%	(6)	0%	-	0%	-	-10%	(52)	0%	(6)
Comviva Technologies Myanmar Limited	0%	3	1%	53	-7%	(42)	0%	4	0%	-	0%	-	-8%	(42)	0%	4
Comviva Technologies COTE D'IVOIRE	0%	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	-
Comviva Technologies Americas Inc^^^^	0%	1	0%	-	0%	1	0%	-	0%	-	0%	-	0%	1	0%	-
Adjustments on consolidation	-37%	(2,714)	-18%	(1,335)	-11%	(60)	-1%	(18)	45%	(27)	130%	(95)	-17%	(87)	-7%	(113)
Total	100%	**7,424**	100%	**7,339**	100%	**572**	100%	**1,722**	100%	**(59)**	100%	**(73)**	100%	**513**	100%	**1,649**
Minority interest in all subsidiaries	0%	0	0%	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	-
Total	100%	**7,424**	100%	**7,339**	100%	**572**	100%	**1,722**	100%	**(59)**	100%	**(73)**	100%	**513**	100%	**1,649**

^ The Company is in process of de-registration of this entity. The final de-registration application was filed with local authorities on 28th March 2022.

^^ Effective November 12, 2021 entire stake in Comviva Technologies Singapore Pte. Ltd. has been divested.

^^^ Liquidated with effect from March 03, 2021

^^^^On November 04 2021, Comviva Technologies Americas Inc was incorporated as wholly owned subsidiary.

45 The Company does not have transactions with companies struck off under section 248 of the Companies Act 2013 or section 560 of Companies Act 1956.

46 The Company does not hold any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

47 Previous year's figures have been re-classified to conform to this year's classification.

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of
Comviva Technologies Limited

Ashish Gupta
Partner
Membership No.: 215165
Pune

Manish Vyas
Director
Texas, USA

Jagdish Mitra
Director
Noida

Manoranjan Mohapatra
Chief Executive Officer
Gurugram

Neeraj Jain
Chief Financial Officer
Gurugram

Parminder Singh Bakshi
Company Secretary
Gurugram

Date: 03 May 2022

Date: 03 May 2022