

HCL Technologies Limited and Subsidiaries

Unaudited Condensed Consolidated Financial Statements

For The Three and Nine Month Periods Ended December 31, 2020 and 2019

With Independent Auditors' Review Report

HCL Technologies Limited and Subsidiaries

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Independent Auditors' Review Report

The Board of Directors
HCL Technologies Limited:

Report on the Financial Statements

We have reviewed the condensed consolidated financial statements of HCL Technologies Limited and its subsidiaries (the "Company"), which comprise the condensed consolidated balance sheet as of December 31, 2020, the related condensed consolidated statements of income and comprehensive income for the three and nine month periods ended December 31, 2020 and 2019, the related condensed consolidated statements of equity and cash flows for the nine-month periods ended December 31, 2020 and 2019, and the related notes (collectively referred to as the condensed consolidated financial information).

Management's Responsibility

The Company's management is responsible for the preparation and fair presentation of the condensed consolidated financial information in accordance with U.S. generally accepted accounting principles; this responsibility includes the design, implementation, and maintenance of internal control sufficient to provide a reasonable basis for the preparation and fair presentation of interim financial information in accordance with U.S. generally accepted accounting principles.

Auditors' Responsibility

Our responsibility is to conduct our reviews in accordance with auditing standards generally accepted in the United States of America applicable to reviews of interim financial information. A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States of America, the objective of which is the expression of an opinion regarding the financial information. Accordingly, we do not express such an opinion.

Conclusion

Based on our reviews, we are not aware of any material modifications that should be made to the condensed consolidated financial information referred to above for it to be in accordance with U.S. generally accepted accounting principles.

Report on Condensed Balance Sheet as of March 31, 2020

We have previously audited, in accordance with auditing standards generally accepted in the United States of America, the consolidated balance sheet as of March 31, 2020, and the related consolidated statements of income, comprehensive income, equity, and cash flows for the year then ended (not presented herein); and we expressed an unmodified audit opinion on those audited consolidated financial statements in our report dated May 7, 2020. In our opinion, the accompanying condensed consolidated balance sheet of HCL Technologies Limited and its subsidiaries as of March 31, 2020 is consistent, in all material respects, with the audited consolidated financial statements from which it has been derived.

KPMG Assurance and Consulting Services LLP

Gurugram, Haryana, India
January 15, 2021

HCL Technologies Limited and Subsidiaries

Condensed Consolidated Balance Sheets

Amount in thousands, except share and per share data

	As of	
	March 31, 2020 (Audited)	December 31, 2020 (Unaudited)
ASSETS		
Current assets		
Cash and cash equivalents	\$640,138	\$801,739
Term deposits with banks	16,255	164,362
Deposit with corporations	451,924	665,181
Investment securities, available for sale	923,591	988,270
Accounts receivable, net	1,867,997	1,762,289
Unbilled receivable	480,752	474,236
Inventories	12,080	20,875
Other current assets	685,676	615,112
Total current assets	5,078,413	5,492,064
Deferred income taxes, net	300,894	316,476
Investments in affiliates	5,022	5,022
Other investments	5,145	5,908
Property and equipment, net	825,204	867,002
Operating lease right-of-use assets	346,938	338,121
Intangible assets, net	1,732,052	1,678,521
Goodwill	2,156,195	2,254,022
Other assets	548,305	578,090
Total assets (a)	\$10,998,168	\$11,535,226

See accompanying notes to the condensed consolidated interim financial statements.

HCL Technologies Limited and Subsidiaries

Condensed Consolidated Balance Sheets

Amount in thousands, except share and per share data

	As of	
	March 31, 2020 (Audited)	December 31, 2020 (Unaudited)
LIABILITIES, REDEEMABLE NON-CONTROLLING INTERESTS AND EQUITY		
Current liabilities		
Current portion of finance lease liabilities	\$23,034	\$28,593
Current portion of operating lease liabilities	71,537	79,100
Accounts payable	222,341	311,347
Short term borrowings	243,770	623
Current portion of long term debt	52,795	46,878
Accrued employee costs	420,767	488,453
Contract liabilities	356,753	351,179
Income taxes payable	141,835	125,906
Other current liabilities	1,596,113	823,104
Total current liabilities	3,128,945	2,255,183
Long term debt	376,382	370,011
Deferred income taxes, net	11,586	13,373
Operating lease liabilities, net of current portion	255,231	240,381
Finance lease liabilities, net of current portion	32,837	23,718
Accrued employee costs	149,927	163,073
Contract liabilities	49,250	61,627
Other liabilities	93,294	83,766
Total liabilities (a)	\$4,097,452	\$3,211,132
Commitments and contingencies (Note 21)		
Redeemable non-controlling interests	69,784	73,982
HCL Technologies Limited Shareholders' Equity		
Equity shares, ₹ 2 par value, authorized 3,000,000,000 shares as of March 31, 2020 and December 31, 2020, respectively		
Issued and outstanding 2,713,665,096 shares as of March 31, 2020 and December 31, 2020, respectively	93,788	93,788
Additional paid-in capital	412,327	412,327
Retained earnings	7,746,112	8,800,037
Accumulated other comprehensive loss	(1,426,694)	(1,064,364)
HCL Technologies Limited Shareholders' Equity	6,825,533	8,241,788
Non-controlling interest	5,399	8,324
Total equity	6,830,932	8,250,112
Total liabilities, redeemable non-controlling interests and equity	\$10,998,168	\$11,535,226

- a) Consolidated assets at March 31, 2020 and December 31, 2020 include assets of certain variable interest entities (VIEs) that can only be used to settle the liabilities of those VIEs. Consolidated liabilities at March 31, 2020 and December 31, 2020, include liabilities of certain VIEs for which the VIEs' creditors do not have recourse to HCL Technologies Limited and Subsidiaries (See Note 8).

See accompanying notes to the condensed consolidated interim financial statements.

HCL Technologies Limited and Subsidiaries
Condensed Consolidated Statements of Income
Amount in thousands, except share and per share data

	Three months ended		Nine months ended	
	December 31 (Unaudited)		December 31 (Unaudited)	
	2019	2020	2019	2020
Revenues	\$2,543,392	\$2,616,599	\$7,392,549	\$7,478,790
Cost of revenues (exclusive of depreciation and amortization)	1,566,717	1,517,328	4,664,966	4,406,853
Gross profit	976,675	1,099,271	2,727,583	3,071,937
Research and development expenses	47,361	48,205	134,846	140,534
Selling, general and administrative expenses	302,233	313,039	894,211	922,469
Depreciation and amortization	112,335	139,034	283,850	384,821
Other (income) expenses, net	(22,108)	(23,412)	(61,108)	(89,305)
Finance cost	12,726	6,386	33,956	26,691
Income before income taxes	524,128	616,019	1,441,828	1,686,727
Provision for income taxes	96,562	74,265	316,214	331,523
Net income	427,566	541,754	1,125,614	1,355,204
Net (loss) income attributable to redeemable non-controlling interest/ non-controlling interest	1,109	2,112	3,315	5,298
Net income attributable to HCL Technologies Limited Shareholders	\$426,457	\$539,642	\$1,122,299	\$1,349,906
Earnings per equity share (See note 19)				
Basic	\$0.16	\$0.20	\$0.41	\$0.50
Diluted	\$0.16	\$0.20	\$0.41	\$0.50
Weighted average number of equity shares used in computing earnings per equity share				
Basic	2,713,419,659	2,713,665,096	2,712,894,011	2,713,665,096
Diluted	2,713,665,096	2,713,665,096	2,713,665,096	2,713,665,096

See accompanying notes to the condensed consolidated interim financial statements.

HCL Technologies Limited and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income
Amount in thousands, except share and per share data

	Three months ended December 31 (Unaudited)		Nine months ended December 31 (Unaudited)	
	2019	2020	2019	2020
Net income attributable to HCL Technologies Limited shareholders	\$426,457	\$539,642	\$1,122,299	\$1,349,906
Add : Net (loss) income attributable to redeemable non-controlling interest / non-controlling interest	\$1,109	\$2,112	\$3,315	\$5,298
Other comprehensive income (loss) net of taxes:				
Change in unrealized gain (loss) on cash flow hedges, net of taxes. Taxes for three months \$1,559, (\$3,596) and nine months \$3,816, (\$12,164) period ended December 31, 2019 and 2020, respectively.	(7,427)	1,354	(17,571)	45,367
Change in unrealized gain (loss) on securities available for sale, net of taxes. Taxes for three months \$209, (\$1,520) and nine months (\$230), (\$2,982) period ended December 31, 2019 and 2020, respectively.	(663)	2,728	76	5,364
Change in unrealized (loss) gain on defined benefit plan, net of taxes. Taxes for three months (\$10), \$1,016 and nine months \$126, \$1,877 period ended December 31, 2019 and 2020, respectively.	(62)	947	(133)	(2,737)
Change in foreign currency translation	6,458	127,457	(133,517)	314,336
Other comprehensive income (loss)	(1,694)	132,486	(151,145)	362,330
Add: Comprehensive loss attributable to non-controlling interest	-	267	-	516
Total comprehensive income	\$425,872	\$674,507	\$974,469	\$1,718,050

See accompanying notes to the condensed consolidated interim financial statements.

HCL Technologies Limited and Subsidiaries
Condensed Consolidated Statements of Equity
Amount in thousands, except share and per share data

	Equity shares			Retained earnings			Accumulated other comprehensive loss	Total Equity	Redeemable non-controlling interest
	Shares	Par value	Additional paid-in capital	Ordinary shares subscribed	Other unappropriated reserves	SEZ reinvestment reserve*			
Balances as at March 31, 2019	1,356,278,868	\$55,743	\$412,327	\$1	\$6,396,399	\$66,319	(\$887,365)	\$6,043,424	\$65,695
Shares issued for exercised options	553,680	16	-	(1)	-	-	-	15	-
Issue of bonus shares (See note 16)	1,356,832,548	38,029	-	-	(38,029)	-	-	-	-
Dividend to redeemable non-controlling Interest	-	-	-	-	-	-	-	-	(2,181)
Cash dividend	-	-	-	-	(137,501)	-	-	(137,501)	-
Change in fair value of redeemable non-controlling interest	-	-	-	-	(4,080)	-	-	(4,080)	4,080
Transfer to special economic zone (SEZ) reinvestment reserve *	-	-	-	-	(73,787)	73,787	-	-	-
Transfer from special economic zone (SEZ) reinvestment reserve *	-	-	-	-	62,480	(62,480)	-	-	-
Net income	-	-	-	-	1,122,299	-	-	1,122,299	3,315
Other comprehensive income (loss)	-	-	-	-	-	-	(151,145)	(151,145)	-
Balances as at December 31, 2019	2,713,665,096	\$93,788	\$412,327	\$-	\$7,327,781	\$77,626	(\$1,038,510)	\$6,873,012	\$70,909

* The Company has created SEZ Reinvestment Reserve out of profits of the eligible SEZ Units in terms of the specific provisions of Section 10AA(1) of the Income Tax Act, 1961 ("the Act"). The said reserve should be utilized by the Company for acquiring Plant and Machinery in terms of Section 10AA(2) of the Act.

See accompanying notes to the condensed consolidated interim financial statements.

HCL Technologies Limited and Subsidiaries
Condensed Consolidated Statements of Equity
Amount in thousands, except share and per share data

	Equity shares			Retained earnings			HCL Technologies Limited Shareholder' Equity	Non-controlling Interest	Total Equity	Redeemable non-controlling interest
	Shares	Par value	Additional paid-in capital	Other unappropriated reserves	SEZ reinvestment reserve*	Accumulated other comprehensive loss				
Balances as at March 31, 2020	2,713,665,096	\$93,788	\$412,327	\$7,641,261	\$104,851	(\$1,426,694)	\$6,825,533	\$5,399	\$6,830,932	\$69,784
Cash dividend #	-	-	-	(291,291)	-	-	(291,291)	-	(291,291)	-
Dividend to redeemable non-controlling interest	-	-	-	-	-	-	-	-	-	(2,188)
Dividend to non-controlling interest	-	-	-	-	-	-	-	(12)	(12)	-
Change in non-controlling interest	-	-	-	-	-	-	-	429	429	-
Change in fair value of redeemable non-controlling interest	-	-	-	(4,080)	-	-	(4,080)	-	(4,080)	4,080
Purchase of redeemable non-controlling interest	-	-	-	(610)	-	-	(610)	-	(610)	(1,000)
Transfer to special economic zone (SEZ) reinvestment reserve *	-	-	-	(153,585)	153,585	-	-	-	-	-
Transfer from special economic zone (SEZ) reinvestment reserve *	-	-	-	63,614	(63,614)	-	-	-	-	-
Net income	-	-	-	1,349,906	-	-	1,349,906	1,992	1,351,898	3,306
Other comprehensive income	-	-	-	-	-	362,330	362,330	516	362,846	-
Balances as at December 31, 2020	2,713,665,096	\$93,788	\$412,327	\$8,605,215	\$194,822	(\$1,064,364)	\$8,241,788	\$8,324	\$8,250,112	\$73,982

includes final dividend paid to shareholders of ` 2/- per equity share of (\$72,466) for the financial year ended March 31, 2020 recommended by the Board of Directors in their meeting on May 07, 2020 and approved by the shareholders at the Annual General Meeting held on September 29, 2020.

* The Company has created SEZ Reinvestment Reserve out of profits of the eligible SEZ Units in terms of the specific provisions of Section 10AA(1) of the Income Tax Act, 1961 ("the Act"). The said reserve should be utilized by the Company for acquiring Plant and Machinery in terms of Section 10AA(2) of the Act. See accompanying notes to the condensed consolidated interim financial statements.

HCL Technologies Limited and Subsidiaries
Condensed Consolidated Statements of Cash Flows
Amount in thousands

	Nine months	
	December 31 (Unaudited)	
	2019	2020
Cash flows from operating activities		
Net income	\$1,125,614	\$1,355,204
<i>Adjustments to reconcile net income to net cash provided by operating activities</i>		
Depreciation and amortization	283,850	384,821
Deferred income taxes	20,233	(17,555)
(Gain) loss on sale of property and equipment	212	(14,419)
Gain on sale of investment securities and other investments, net	(14,565)	(9,344)
Equity in earnings of affiliates	(614)	-
Provision for doubtful accounts and bad debts, net	14,834	6,536
Others, net	17,406	7,581
	1,446,970	1,712,824
Changes in assets and liabilities, net of effects of acquisitions		
Accounts receivable and unbilled receivable	(292,203)	256,223
Current assets, other assets and operating lease right-of-use assets ⁽¹⁾	(65,222)	133,596
Accounts payable	10,306	62,291
Accrued employee costs	9,857	43,963
Current liabilities, other liabilities and operating lease liabilities	112,228	(62,716)
Net cash provided by operating activities	1,221,936	2,146,181
Cash flows from investing activities		
Purchase of property and equipment and intangibles	(193,041)	(190,705)
Proceeds from sale of property and equipment	2,634	19,223
Acquisition of business, net of cash acquired	(877,757)	(48,758)
Investment in term deposit with banks	(25,557)	(169,223)
Proceeds from term deposit with banks on maturity	281,793	24,572
Investment in term deposits with corporations	(493,723)	(734,411)
Proceeds from term deposits with corporations on maturity	273,984	540,996
Purchase of investment securities	(3,930,316)	(1,943,614)
Proceeds from sale or maturity of investment securities	3,506,191	1,929,515
Purchase of other investment	(2,141)	(300)
Purchase of redeemable non-controlling Interests	-	(1,610)
Investment in equity method investee	(160)	-
Dividend from equity method investee	199	-
Net cash used in investing activities	(1,457,894)	(574,315)

HCL Technologies Limited and Subsidiaries
Condensed Consolidated Statements of Cash Flows
Amount in thousands

	Nine months	
	December 31, (Unaudited)	
	2019	2020
Cash flows from financing activities		
(Decrease) Increase of principal under finance lease obligations, net	31,405	(9,556)
Proceeds from short term borrowings	139,474	98,941
Repayment of short term borrowings	(130,291)	(354,513)
Proceeds from long term debt	14,571	7,645
Repayment of long term debt	(28,626)	(32,939)
Payment for deferred consideration on business acquisition	(41,824)	(864,607)
Proceeds from issuance of equity shares	15	-
Dividend to redeemable non-controlling Interests	(2,181)	(2,188)
Dividend to non-controlling Interests	-	(12)
Dividend paid	(137,499)	(291,207)
Net cash used in financing activities	(154,956)	(1,448,436)
Effect of exchange rate changes on cash and cash equivalents and restricted cash ⁽¹⁾	(6,776)	38,338
Net increase (decrease) in cash and cash equivalents and restricted cash ⁽¹⁾	(397,690)	161,768
Cash and cash equivalents and restricted cash at the beginning of the period ⁽¹⁾	859,272	641,652
Cash and cash equivalents and restricted cash at the end of the period ⁽¹⁾	\$461,582	\$803,420

(1) The Group has adopted Accounting Standards Update No. 2016-18 (ASU 2016-18) "Restricted Cash - Statement of Cash Flows (Topic 230)" effective March 31, 2020. Accordingly, for December 31, 2019, restricted cash and restricted cash equivalents movements have been reclassified from the head Other current, operating lease right-of-use assets and other assets and included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown in the condensed consolidated statements of cash flows.

See accompanying notes to the condensed consolidated interim financial statements.

HCL Technologies Limited and Subsidiaries
Notes to Condensed Consolidated Financial Statements
December 31, 2020
(Unaudited)

(Amount in thousands, except per share data and as stated otherwise)

1. ORGANIZATION AND NATURE OF OPERATIONS

HCL Technologies Limited (the “Company” or the “Parent Company”) along with its subsidiaries (hereinafter collectively referred to as the “Group”) is primarily engaged in providing a range of IT and Business Services, Engineering and R&D services and Products & Platforms services. The Company was incorporated in India in November 1991. The Group leverages its offshore infrastructure and professionals to deliver solutions across select verticals including financial services, manufacturing (automotive, aerospace, Hi-tech, semi conductors), lifesciences & healthcare, public services (oil and gas, energy and utility, travel, transport and logistics), retail and consumer products, telecom, media, publishing and entertainment.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation and principles of consolidation

The accompanying unaudited condensed consolidated interim financial statements include the accounts of HCL Technologies Limited and its subsidiaries and are prepared on the basis of US generally accepted accounting principles (“US GAAP”) for interim financial reporting to reflect the financial position and results of operations of the Group. Certain information and disclosures normally included in consolidated financial statements prepared in accordance with US GAAP have been condensed or omitted. Accordingly, these unaudited interim condensed consolidated financial statements should be read in conjunction with the Group’s annual consolidated financial statements and accompanying notes for the year ended March 31, 2020. The unaudited interim condensed consolidated financial statements reflect all adjustments (of a normal and recurring nature) which the management considers necessary for a fair presentation of such statements for these periods. The results for the interim periods presented are not necessarily indicative of the results that may be expected for the full year or for any subsequent period.

The accompanying balance sheet as of March 31, 2020 is derived from audited financial statements but does not include all of the financial information and footnotes required by US GAAP for complete financial statements.

The Group uses the United States Dollar (“\$” or “USD”) as its reporting currency.

These unaudited condensed consolidated financial statements include the accounts of all subsidiaries which are more than 50% owned and controlled by the Company. In addition, relationships with other entities are reviewed to assess if the Company is the primary beneficiary in any variable interest entity. If it is determined that the Company is the primary beneficiary, then that entity is consolidated. All intercompany accounts and transactions are eliminated on consolidation. Non-controlling interest represents the non controlling partner’s interest in the proportionate share of net assets and results of operations of the Company’s majority owned subsidiaries. Non-controlling interest in subsidiaries that is redeemable outside of the Company’s control for cash or other assets is reflected in the mezzanine section between liabilities and equity in the consolidated balance sheets at the redeemable value, which approximates fair value. Redeemable non-controlling interest is adjusted to its fair value at each balance sheet date. Any resulting increases or decreases in the estimated redemption amount are affected by corresponding charges or credits to retained earnings. Cumulative dividend payable on preference shares is reflected in net loss (gain) attributable to redeemable non-controlling interest in the consolidated statements of income.

Issuance of shares by a subsidiary to third parties reduces the proportionate ownership interest of the Company in the subsidiary. A change in the carrying value of the investment in such subsidiary due to direct sale of un-issued equity shares is accounted for as a capital transaction and is recognized in equity when the transaction occurs.

HCL Technologies Limited and Subsidiaries
Notes to Condensed Consolidated Financial Statements
December 31, 2020
(Unaudited)

(Amount in thousands, except per share data and as stated otherwise)

The Group accounts for investments by the equity method where its investment in the voting stock gives it the ability to exercise significant influence over the affiliate. In the case of investments in Limited Liability Partnerships (LLPs), significant influence is presumed to exist where the Company has more than a 5% partnership interest.

The Group's equity in the profits (losses) of affiliates is included in the condensed consolidated statements of income unless the carrying amount of an investment is reduced to zero and the Group is under no guaranteed obligation or otherwise committed to provide further financial support. The Group's share of net assets of affiliates is included in the carrying amount of the investment in the condensed consolidated balance sheet.

(b) Use of estimates

The preparation of financial statements in conformity with US GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs, expenses and other comprehensive income (loss) that are reported and disclosed in the condensed consolidated financial statements and accompanying notes. These estimates are based on the management's best knowledge of current events, historical experience, actions that the Group may undertake in the future and on various other assumptions that are believed to be reasonable under the circumstances. Significant estimates and assumptions are used, but not limited to accounting for costs expected to be incurred to complete performance under IT service arrangements, allowance for uncollectible accounts receivables and unbilled receivables, accrual of warranty costs, income taxes, valuation of share-based compensation, future obligations under employee benefit plans and performance incentives, the measurement of lease liabilities and right of use assets, the useful lives of property, equipment and intangible assets, impairment of property, equipment, intangible assets and goodwill, estimates used to determine the fair value of assets acquired, including intangible assets and goodwill, and liabilities assumed in business combinations, valuation allowances for deferred tax assets, and other contingencies and commitments. Changes in estimates are reflected in the financial statements in the period in which the changes are made. Actual results could differ from those estimates.

In view of pandemic relating to COVID -19, the group has considered and taken into account internal and external information and has performed sensitivity analysis based on current estimates in assessing the recoverability of receivables, unbilled receivables, goodwill, intangible assets, other assets, impact on revenues and costs, impact on leases and effectiveness of its hedging relationships. However, the actual impact of COVID-19 on the Group's financial statements may differ from that estimated and the Group will continue to closely monitor any material changes to future economic conditions.

(c) Functional currency and translation

The functional currency of each entity in the Group is its respective local currency except for few subsidiaries outside India where the local currency is not representative of the functional currency. The functional currency of the Company is INR. The translation from functional currency into USD (the reporting currency) for assets and liabilities is performed using the exchange rates in effect at the balance sheet date, and for revenue, expenses and cash flows is performed using an appropriate daily weighted average exchange rate for the respective periods. The gains (losses) resulting from such translation are reported as a component of 'other comprehensive income (loss)'.

Foreign currency denominated monetary assets and liabilities are re-measured into the functional currency at exchange rates in effect at the balance sheet date. Foreign currency transaction gains and losses are recorded in the condensed consolidated statement of income within 'other income'. Any exchange difference in intercompany balances arising because of elimination of intercompany transactions are recorded in foreign currency translation under 'other comprehensive income (loss)'.

HCL Technologies Limited and Subsidiaries
Notes to Condensed Consolidated Financial Statements
December 31, 2020
(Unaudited)

(Amount in thousands, except per share data and as stated otherwise)

(d) Revenue recognition

Contracts involving provision of services and material

Revenue is recognized when, or as, control of a promised service or good transfers to a client, in an amount that reflects the consideration to which the Group expects to be entitled in exchange for transferring those products or services. To recognize revenues, the following five step approach is applied: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenues when a performance obligation is satisfied. A contract is accounted when it is legally enforceable through executory contracts, approval and commitment from all parties, the rights of the parties are identified, payment terms are defined, the contract has commercial substance and collectability of consideration is probable.

Time-and-material/Volume based/ Transaction based contracts

Revenue with respect to time-and-material, volume based and transaction based contracts is recognized as the related services are performed through efforts expended, volume serviced, transactions processed etc. that correspond with value transferred to customer till date which is related to our right to invoice for services performed, in accordance with the practical expedient in ASC 606-10-55-18.

Fixed Price contracts

Revenue related to Fixed price contracts where performance obligations and control are satisfied over a period of time like technology integration, complex network building contracts, ERP implementations and Application development is recognized based on progress towards completion of the performance obligation using a cost-to-cost measure of progress (i.e., percentage-of-completion (POC) method of accounting). Revenue is recognized based on the costs incurred to date as a percentage of the total estimated costs to fulfill the contract. Any revision in cost to complete would result in increase or decrease in revenue and such changes are recorded in the period in which they are identified. Provisions for estimated losses, if any, on contracts-in-progress are recorded in the period in which such losses become probable based on the current contract estimates. Contract losses are determined to be the amount by which the estimated direct and incremental cost to complete exceeds the estimated future revenues that will be generated by the contract and are included in Cost of revenues and recorded in other accrued liabilities.

Revenue related to other fixed price contracts providing maintenance and support services, are recognized based on our right to invoice for services performed for contracts in which the invoicing is representative of the value being delivered, in accordance with the practical expedient in ASC 606-10-55-18. If invoicing is not consistent with value delivered, revenues are recognized as the service is performed based on the cost to cost method described above.

In arrangements involving sharing of customer revenues, revenue is recognized when the right to receive is established.

Revenue from product sales are shown net of applicable taxes, discounts and allowances. Revenue related to product with installation services that are critical to the product is recognized when installation of product at customer site is completed and accepted by the customer. If the revenue for a delivered item is not recognized for non-receipt of acceptance from the customer, the cost of the delivered item continues to be in inventory.

HCL Technologies Limited and Subsidiaries
Notes to Condensed Consolidated Financial Statements
December 31, 2020
(Unaudited)

(Amount in thousands, except per share data and as stated otherwise)

Proprietary Software Products

Revenue from distinct proprietary perpetual license software is recognized at a point in time at the inception of the arrangement when control transfers to the client. Revenue from proprietary term license software is recognized at a point in time for the committed term of the contract. In case of renewals of proprietary term licenses with existing customers revenue from term license is recognized at a point in time when the renewal is agreed on signing of contracts. Revenue from support and subscription (S&S) is recognized over the contract term on a straight-line basis as the company is providing a service of standing ready to provide support, when-and-if needed, and is providing unspecified software upgrades on a when-and-if available basis over the contract term. In case software are bundled with one year of support and subscription either for perpetual or term based license, such support and subscription contracts are generally priced as a percentage of the net fees paid by the customer to purchase the license and are generally recognized as revenues ratably over the contractual period that the support services are provided.

Multiple-performance obligations

When a sales arrangement contains multiple performance obligations, such as services, hardware and Licensed IPs (software) or combinations of each of them, revenue for each element is based on a five step approach as defined above. To the extent a contract includes multiple promised deliverables, judgment is applied to determine whether promised deliverables are capable of being distinct and are distinct in the context of the contract. If these criteria are not met, the promised deliverables are accounted for as a combined performance obligation. For arrangements with multiple distinct performance obligations or series of distinct performance obligations, consideration is allocated among the performance obligations based on their relative standalone selling price. Standalone selling price is the price at which group would sell a promised good or service separately to the customer. When not directly observable, we estimate standalone selling price by using the expected cost plus a margin approach. We establish a standalone selling price range for our deliverables, which is reassessed on a periodic basis or when facts and circumstances change. If the arrangement contains obligations related to License of Intellectual property (Software) or Lease deliverable, the arrangement consideration allocated to the Software deliverables, lease deliverable as a group is then allocated to each software obligation and lease deliverable using the guidance for recognizing Software revenue (ASC 606-10-55) and the lease revenue, as amended.

Revenue recognition for delivered elements is limited to the amount that is not contingent on the future delivery of products or services, future performance obligations or subject to customer-specified return or refund privileges.

Revenue from certain activities in transition services in outsourcing arrangements are not capable of being distinct or represent separate performance obligation. Revenues relating to such transition activities are classified as Contract liabilities and subsequently recognized over the period of the arrangement. Direct and incremental costs in relation to such transition activities which are expected to be recoverable under the contract and generate or enhance resources of the Company that will be used in satisfying the performance obligation in the future are considered as contract fulfillment costs classified as deferred contract cost and recognized over the period of arrangement. Certain upfront non-recurring incremental contract acquisition costs and other upfront fee paid to customers are deferred and classified as Deferred contract cost and amortized to revenue or cost, usually on a straight line basis, over the term of the contract unless revenues are earned and obligations are fulfilled in a different pattern. The undiscounted future cash flows from the arrangement are periodically estimated and compared with the unamortized costs. If the unamortized costs exceed the undiscounted cash flow, a loss is recognized.

In instances when revenue is derived from sales of third-party vendor services, material or licenses, revenue is recorded on a gross basis when the Group is a principal in the transaction and net of costs when the

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Group is acting as an agent between the customer and the vendor. Several factors are considered to determine whether the Group is a principal or an agent, most notably being whether group controls the goods or services before it is transferred to customer, latitude in deciding the price being charged to customer. Revenue is recognized net of discounts and allowances, value-added and service taxes, and includes reimbursement of out-of-pocket expenses, with the corresponding out-of-pocket expenses included in cost of revenues.

Volume discounts, or any other form of variable consideration is estimated using either the sum of probability weighted amounts in a range of possible consideration amounts (expected value), or the single most likely amount in a range of possible consideration amounts (most likely amount), depending on which method better predicts the amount of consideration realizable. Transaction price includes variable consideration only to the extent it is probable that a significant reversal of revenues recognized will not occur when the uncertainty associated with the variable consideration is resolved. Our estimates of variable consideration and determination of whether to include estimated amounts in the transaction price may involve judgment and are based largely on an assessment of our anticipated performance and all information that is reasonably available to us.

Revenue recognized but not billed to customers is classified either as Contract assets or Unbilled receivable in our condensed consolidated balance sheet. Contract assets primarily relate to unbilled amounts on those contracts utilizing the cost to cost method of revenue recognition and right to consideration is not unconditional. Unbilled receivable represents contracts where right to consideration is unconditional (i.e. only the passage of time is required before the payment is due). A contract liability arises when there is excess billing over the revenue recognized.

Revenue from sales-type leases is recognized when risk of loss has been transferred to the client and there are no unfulfilled obligations that affect the final acceptance of the arrangement by the client.

Interest attributable to sales-type leases and direct financing leases included therein is recognized on an accrual basis using the effective interest method.

(e) Inventories

Inventories represent items of finished goods that are specific to execute composite contracts and also include finished goods which are interchangeable and not specific to any project. Inventory is carried at the lower of cost or net realizable value. The net realizable value is determined with reference to selling price of goods less the estimated cost necessary to make the sale. Cost of goods that are procured for specific projects is assigned by specific identification of their individual costs. Cost of goods which are interchangeable and not specific to any project is determined using weighted average cost formula. Inventories also include goods held by customer care department at customer's site for which risk and rewards have not been transferred to customers.

(f) Property and equipment

Property and equipment are stated at historical cost less accumulated depreciation which is computed using the straight-line method over the estimated useful lives of the assets, which are as follows:

<u>Asset description</u>	<u>Asset life (in years)</u>
Buildings	20
Computer and networking equipment	4 to 5
Software	3
Furniture, fixtures and office equipment	5 to 7
Plant and equipment	10
Vehicles	5

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Leasehold improvements are amortized on a straight-line basis over the shorter of the lease period or the estimated useful life of the asset. The cost of software obtained for internal use is capitalized and amortized over the estimated useful life of the software.

Advances paid towards the acquisition of property and equipment and cost of property and equipment not put to use before the balance sheet date are classified as capital work-in-progress (Note 6).

(g) Leases

A lease is a contract that contains right to control the use of an identified asset for a period of time in exchange for consideration.

Group as Lessee

Group is Lessee in case of office space, accommodation for its employees and IT equipment. These leases are evaluated to determine whether it contains a lease and they are classified as Finance lease or Operating lease in accordance with Financial Accounting Standard Board's (FASB) guidance under ASC 842, 'Accounting For Leases'.

All leases with a term of more than 12 months are recognized as right-of-use assets along with associated lease liabilities, in the condensed consolidated balance sheet.

Right-of-use assets represent the Group's right to control the underlying assets under lease, and the lease liability is the obligation to make the lease payments related to the underlying assets under lease. Right-of-use assets are for finance lease and operating lease.

Operating lease - Right-of-use asset is measured initially based on the lease liability adjusted for any initial direct costs, prepaid rent, and lease Incentives. Right-of-use asset is depreciated based on straight line method over the lease term or useful life of right-of-use asset, whichever is less.

Finance lease – Right-of-use asset is capitalized at the lower of the net present value of the total amount of rent payable under the leasing agreement (excluding finance charges) or the fair market value of the leased asset. Finance lease assets are depreciated on a straight-line basis, over a period consistent with the Group's normal depreciation policy for tangible fixed assets, but not exceeding the lease term. Interest charges are expensed over the period of the lease in relation to the carrying value of the finance lease obligation.

Subsequently, right-of-use asset is measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of lease liability.

The lease liabilities are measured at the lease commencement date and determined using the present value of the minimum lease payments not yet paid and the Group's incremental borrowing rate, which approximates the rate at which the Group would borrow in the country where the lease was executed. The lease payment comprises fixed payment less any lease incentives, variable lease payment that depends on an index or a rate, exercise price of a purchase option if the Group is reasonably certain to exercise the option and payment of penalties for terminating the lease, if the lease term reflects the group exercising an option to terminate the lease. Lease Liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payment made and remeasuring the carrying amount to reflect any reassessment or modification, if any.

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The Group has elected to not recognize leases with a lease term of 12 months or less in the condensed consolidated balance sheet, including those acquired in a business combination, and lease costs for those short-term leases are recognized on a straight-line basis over the lease term in the condensed consolidated statement of income. For all asset classes, the Group has elected the lessee practical expedient to combine lease and non-lease components and account for the combined unit as a single lease component in case there is no separate payment defined under the contract.

Group as Lessor

When substantially all the risks and rewards of property ownership have been transferred to the Group, as determined by the test criteria in FASB's guidance under ASC 842, the lease qualifies as a finance lease which is further sub classified into Sales type lease or Direct finance lease. For a sales-type lease, the net investment in the lease is measured at commencement date as the sum of the lease receivable, the estimated guaranteed and unguaranteed residual value of the equipment. Any selling profit or loss arising from a sales-type lease is recorded at lease commencement.

Operating lease income and expense is recognized on a straight-line basis over the term of the lease.

When arrangements include multiple performance obligations, the company allocates the consideration in the contract between the lease components and the non-lease components on a relative standalone selling price basis.

(h) Impairment of long-lived assets and long-lived assets to be disposed off

In accordance with the provisions of ASC Topic 360, "Accounting for Impairment or Disposal of Long Lived Assets", long-lived assets, other than goodwill, are tested for impairment, based on undiscounted cash flows, whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable and, if impaired, written down to fair value.

(i) Investment securities

Investment securities consist of available-for-sale debt securities and other investments.

Available-for-sale securities having a readily determinable fair value are carried at fair value based on quoted market prices and other observable market inputs. Temporary unrealized gains and losses, net of the related tax effect are excluded from income and are reported as a separate component of 'other comprehensive income (loss)', until realized. Realized gains and losses from the sale of available-for-sale securities are determined on a investment by investment basis and are included in earnings. Purchase and sale of available for sale securities are accounted for at trade date.

Other Investments in equity securities are measured at fair value with changes in fair value recognized in net income and other investments in equity securities that do not have readily determinable fair values are measured at cost, less any impairment, plus or minus changes resulting from observable price changes in orderly transactions.

(j) Research and development

Research and development cost are expensed as incurred. Costs that are incurred to develop the finished product after technological feasibility has been established are capitalised as an intangible asset. Expenditure incurred on equipment and facilities acquired or constructed for research and development activities and having alternative future use is capitalized as property and equipment.

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(k) Cash equivalents, deposits with banks and restricted cash

The Group considers all highly liquid investments with an original maturity of three months or less, at the date of purchase/investment, to be cash equivalents. Restricted cash represents margin money deposits against guarantees, letters of credit and bank balance earmarked towards unclaimed dividend. Restrictions on margin money deposits are released on the expiry of the term of guarantees and letters of credit.

Term deposits with banks and corporations represent term deposits earning fixed rate of interest with maturities ranging from more than three months to twenty-four months at the date of purchase/investment. Interest on term deposits with banks and corporations is recognized on an accrual basis.

(l) Income taxes

Income taxes are accounted for using the asset and liability method. Under this method, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each balance sheet date, based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. If it is determined that it is more likely than not that future tax benefits associated with a deferred income tax asset will not be realized, a valuation allowance is provided. The effect on deferred income tax assets and liabilities due to change in the tax rates is recognized in income in the period that includes the enactment date. Tax benefits earned on exercise of employee stock options in excess of compensation charged to income are credited to income tax expense in the condensed consolidated statement of income. Provision for income taxes also includes the impact of provisions established for uncertain income tax positions, as well as the related interest and penalties.

(m) Earnings per share

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period, using the treasury stock method for options and reverse treasury stock method for buy back, except where results would be anti-dilutive.

(n) Employee benefits

Defined contribution plan

Contribution to defined contribution plans is recognised as expense when employees have rendered services entitling them to such benefits.

Defined benefit plan

Provident fund:

Employees in India receive benefits from a provident fund. The employee and employer each make monthly contributions to the plan. A portion of the contribution is made to the provident fund trust managed by the Group; while the balance contribution is made to the Government administered Pension fund. The Group has an obligation to fund any shortfall on the yield of the Trust's investments over the administered interest rates.

Gratuity:

Employees in India are entitled to benefits under the Gratuity Act, a defined benefit retirement plan covering eligible employees of the Group. This plan provides for a lump-sum payment to eligible employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and tenure of employment (subject to a maximum amount as prescribed under the Gratuity Act). The Group accounts for liability based on actuarial valuation using the projected unit credit

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method at the end of each year. The Group has unfunded gratuity obligations except in respect of certain employees in India, where the Group contributes towards gratuity liabilities to the Gratuity Fund Trust, which invests the contributions in a scheme with the Life Insurance Corporation of India as permitted by law.

Compensated absences:

The employees of the Group are entitled to compensated absences. The employees can carry forward up to the specified portion of the unutilized accumulated compensated absences and utilize it in future periods or receive cash at retirement or termination of employment. The Group records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Group measures the expected cost of compensated absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Group recognizes accumulated compensated absences based on actuarial valuation using the projected unit credit method as the end of each year. Non-accumulating compensated absences are recognized in the period in which the absences occur. The Group recognizes actuarial gains and losses immediately in the statement of income.

(o) Dividend

Final dividend proposed by the Board of Directors is recognized upon approval by the shareholders who have the right to decrease but not increase the amount of dividend recommended by the Board of Directors. Interim dividends are recognized on declaration by the Board.

(p) Derivative and hedge accounting

Foreign exchange forward contracts and options are purchased to mitigate the risk of changes in foreign exchange rates associated with forecasted transactions denominated in certain foreign currencies, and interest rate swaps are entered to mitigate interest rate fluctuation risk on our indebtedness. In accordance with FASB guidance ASC 815, "Accounting for Derivative Instruments and Hedging Activities", the Group recognizes all derivatives as assets or liabilities measured at their fair value, regardless of the purpose or intent of holding them. Changes in fair value for derivatives not designated in a hedge accounting relationship are marked to market at each reporting date and the related gains (losses) are recognized in the condensed consolidated statement of income as 'foreign exchange gains (losses)' and finance cost as applicable.

The foreign exchange forward contracts, options and interest rate swaps in respect of forecasted transactions which meet the hedging criteria are designated as cash flow hedges. Changes in the derivative fair values that are designated as effective cash flow hedges are deferred and recorded as component of 'other comprehensive income (loss)' (OCI) until the hedged transaction occurs and are then recognized as 'foreign exchange gains (losses)' and 'finance cost' as applicable in the condensed consolidated statement of income. The ineffective portion of hedging derivatives is immediately recognized in the condensed consolidated statement of income.

In respect of derivatives designated as hedges, the Group contemporaneously and formally documents all relationships between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Group also formally assesses both at the inception of the hedge and on an ongoing basis, whether each derivative is highly effective in offsetting changes in fair values or cash flows of the hedged item.

Hedge accounting is discontinued prospectively from the last testing date when (1) it is determined that the derivative financial instrument is no longer effective in offsetting changes in the fair value or cash flows of the underlying exposure being hedged; (2) the derivative financial instrument matures or is sold, terminated or exercised; or (3) it is determined that designating the derivative financial instrument as a hedge is no longer appropriate. When hedge accounting is discontinued the deferred gains or losses on the cash flow

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hedge remain in 'other comprehensive income (loss)' until the forecasted transaction occurs. Any further change in the fair value of the derivative financial instrument is recognized in current period earnings.

See Note 10 for additional information.

(q) Goodwill and intangibles

Goodwill represents the excess of the purchase price in a business combination over the fair value of net tangible and intangible assets acquired. Goodwill is not amortized but is reviewed for impairment annually or more frequently if indicators arise. Goodwill is tested annually on March 31, for impairment, or sooner when circumstances indicate impairment may exist, using a fair-value approach at the reporting unit level. A reporting unit is the operating segment, or a business, which is one level below that operating segment (the "component" level) if discrete financial information is prepared and regularly reviewed by the management at that level. Components are aggregated as a single reporting unit if they have similar economic characteristics. In accordance with ASC topic 350, "Intangibles - Goodwill and Other", all assets and liabilities of the acquired businesses including goodwill are assigned to reporting units. The evaluation is based upon a comparison of the estimated fair value of the reporting unit to which the goodwill has been assigned with the sum of the carrying value of the assets and liabilities for that reporting unit. The fair value used in this evaluation is estimated based upon discounted future cash flow projections for the reporting unit. These cash flow projections are based upon a number of estimates and assumptions.

Intangible assets are initially valued at fair market value using generally accepted valuation methods appropriate for the type of intangible asset. Certain Licensed IPRs which include the right to modify, enhance or exploit are amortised in proportion to the expected benefits over the useful life which could range up to 15 years. Intangible assets with definite lives are amortized over the estimated useful lives and are reviewed for impairment, if indicators of impairment arise. The evaluation of impairment is based upon a comparison of the carrying amount of the intangible asset with the estimated future undiscounted net cash flows expected to be generated by the asset. If estimated future undiscounted cash flows are less than the carrying amount of the asset, the asset is considered impaired. The impairment expense is determined by comparing the estimated fair value of the intangible asset to its carrying value, with any shortfall from fair value recognized as an expense in the current period. The intangible assets with definite lives are amortized over the estimated useful lives of the assets as under:

<u>Asset description</u>	<u>Asset life (in years)</u>
Customer relationships	1 to 10
Customer contracts	0.5 to 10
Technology	2.5 to 15
Licensed IPRs	5 to 15
Assembled workforce	5
Non-compete agreements	3 to 5
Intellectual property rights	4 to 6
Brand and others	2 to 5

(r) Recently issued accounting pronouncements

Adoption of new accounting principles

In August 2018, the FASB issued Accounting Standards Update No. 2018-13 (ASU 2018-13) "Fair value measurement (Topic 820)". The amendments in this Update apply to all entities that are required, under existing GAAP, to make disclosures about recurring or nonrecurring fair value measurements. The amendments in this Update modify the disclosure requirements on fair value measurements in Topic 820,

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including the consideration of costs and benefits. The Group has adopted this ASU effective April 01, 2020 and the adoption did not have any material impact on its condensed consolidated financial statements.

New accounting pronouncements

In June 2016, the FASB issued Accounting Standards Update No. 2016-13 (ASU 2016-13) “Financial Instruments—Credit Losses” which require a financial asset (or a group of financial assets) measured at amortized cost basis to be presented at the net amount expected to be collected. The allowance for credit losses is a valuation account that is to be deducted from the amortized cost basis of the financial asset(s) to present the net carrying value at the amount expected to be collected on the financial asset. The amendments are effective for the fiscal year beginning April 01, 2023 including interim periods within those fiscal years. The Group is currently in the process of evaluating the impact that adoption of this standard will have on its consolidated financial statements.

In January 2017, the FASB issued Accounting Standards Update No. 2017-04 (ASU 2017-04) “Intangibles—Goodwill and Other (Topic 350)”, Simplifying the Test for Goodwill Impairment, which eliminates Step 2 of the goodwill impairment test that had required a hypothetical purchase price allocation. Rather, entities should apply the same impairment assessment to all reporting units and recognize an impairment loss for the amount by which a reporting unit's carrying amount exceeds its fair value, without exceeding the total amount of goodwill allocated to that reporting unit. Entities will continue to have the option to perform a qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. The amendments are effective for the fiscal year beginning April 01, 2022 including interim periods within those fiscal years. The Group is currently in the process of evaluating the impact that adoption of this standard will have on its consolidated financial statements.

In August 2017, the FASB issued Accounting Standards Update No. 2017-12 (ASU 2017-12) “Derivatives and Hedging (Topic 815)”. The amendments in this Update more closely align the results of cash flow and fair value hedge accounting with risk management activities through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results in the financial statements. The amendments address specific limitations in current GAAP by expanding hedge accounting for both non financial and financial risk components and by refining the measurement of hedge results to better reflect an entity's hedging strategies. Thus, the amendments will enable an entity to include the earnings effect of the hedging instrument in the same income statement line item in which the earnings effect of the hedged item is presented. The amendments are effective for fiscal years beginning April 01, 2021. Early application is permitted in any interim period after issuance of the Update. The Group is currently in the process of evaluating the impact that the adoption of this standard will have on its consolidated financial statements.

In August 2018, the FASB issued ASU No. 2018-14, “Disclosure Framework—Changes to the Disclosure Requirements for Defined Benefit Plans.” The ASU modifies the disclosure requirements with respect to defined benefit pension plans. The ASU is effective for the Company beginning April 1, 2022. Early adoption is permitted. The Company is in the process of assessing the impact of this ASU on its consolidated results of operations, cash flows, financial position and disclosures.

In May 2019, the FASB issued ASU No. 2019-05, “Financial Instruments—Credit Losses (Topic 326).” The ASU provides final guidance that allows entities to make an irrevocable one-time election upon adoption of the new credit losses standard to measure financial assets measured at amortized cost (except held-to-maturity securities) using the fair value option. The amendments are effective for the fiscal year beginning April 01, 2023, including interim periods within those fiscal years. The Group is currently in the process of evaluating the impact that adoption of this standard will have on its consolidated financial statements.

In December 2019, the FASB issued ASU No. 2019-12, Income Taxes (Topic 740). The amendments in this Update simplify the accounting for income taxes by removing certain exceptions to the general

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principles in Topic 740. The amendments also improve consistent application of and simplify GAAP for other areas of Topic 740 by clarifying and amending existing guidance. The ASU amendments are effective for fiscal years beginning April 01, 2022. Early adoption of the amendments is permitted. The Group is currently in the process of evaluating the impact that adoption of this standard will have on its consolidated financial statements.

3. FINANCIAL INSTRUMENTS AND CONCENTRATION OF CREDIT RISK

Financial instruments that potentially subject the Group to concentration of credit risk consist principally of cash equivalents, short term deposits with banks and corporations, accounts receivables, unbilled receivables, finance lease receivables, investment securities and derivative instruments. The cash resources of the Group are invested with mutual funds, banks, financial institutions and corporations after an evaluation of the credit risk. By their nature, all such financial instruments involve risks, including the credit risk of non-performance by counterparties. In the management's opinion, as of March 31, 2020 and December 31, 2020, there was no significant risk of loss in the event of non-performance of the counterparties to these financial instruments, other than the amounts already provided for in the financial statements.

The customers of the Group are primarily corporations based in the United States of America and Europe and accordingly, accounts receivables, unbilled receivables and finance lease receivables are concentrated in the respective countries. The Group periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivables, unbilled receivables and finance lease receivables.

Impact of COVID-19 (Global pandemic)

Accounts receivables, unbilled receivables, finance lease receivables and contract assets have been valued after making reserve for allowances based on factors like ageing, likelihood of increased credit risk and expected realizability, nature of customer verticals, considering impact of COVID-19 on customers and related customer verticals.

4. TRANSFER OF FINANCIAL ASSETS

The Group has revolving accounts receivable based facilities of \$319,000 permitting it to sell certain accounts receivables to banks on a non-recourse basis in the normal course of business. The aggregate maximum capacity utilized by the Group at any time during the three months ended December 31, 2019 and 2020 was \$86,294 and \$65,366, and nine months ended December 31, 2019 and 2020 was \$120,491 and \$98,209 respectively. Outstanding utilization against this facility as of March 31, 2020 and December 31, 2020 is \$63,177 and \$59,981, respectively.

The Group has sold finance lease receivables of \$26,435, and \$11,771 during the three months ended December 31, 2019 and 2020, and \$52,134, and \$41,301 during the nine months ended December 31, 2019 and 2020 respectively, on non-recourse basis.

Gains or losses on the sales are recorded at the time of transfer of these receivables and are immaterial. The Group has no outstanding service obligation.

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5. ACQUISITIONS IN CURRENT PERIOD

Acquisition of CISCO SON Product

On May 29, 2020, the Group had signed a definitive agreement to acquire Cisco Self-Optimizing Network (SON) product and associated business from Cisco System, Inc., a California based company for a consideration of \$49,999.

The Cisco SON technology is a powerful platform that uses machine learning and a set of applications to automate the Radio Access Network (RAN). SON is a multi-vendor multi-technology (MVMT) solution that optimizes the Radio Access Networks (RAN) for 2G-5G.

Acquisition has been consummated effective October 25, 2020. The Group has paid \$48,763 and \$1,236 is payable as at December 31, 2020.

Total purchase consideration of \$49,999 has been preliminarily allocated based on management estimates to the acquired assets and liabilities as follows:

	Amount
Recoverable from Cisco (against contract liabilities)	\$10,117
Contract liabilities	(9,552)
Other Recoverable from Cisco	3,403
Property and equipment	77
Technology	12,638
Customer relationships	12,132
Customer contracts	2,022
Non-compete agreements	1,011
Goodwill	18,151
Total purchase consideration	\$49,999

The resultant goodwill is considered tax deductible and has been allocated to the Products & Platforms segment. This goodwill is attributable mainly to Group's ability to enhance the sale of products to customers in existing business of the group and targeting new customers.

The table below shows the values and lives of intangible assets recognized on acquisition:-

	Amount	Life (Years)	Basis of amortisation
Technology	\$12,638	8	On straight line basis over the estimated life of the product
Customer relationships	12,132	8	In proportion of estimated revenue
Customer contracts	2,022	3	In proportion of estimated revenue
Non-compete agreements	1,011	4	On straight line basis
Total Intangible assets	\$27,803		

The Group is in the process of making a final determination of the fair value of assets and liabilities primarily related to recoverables from seller and related contract liabilities. Finalization of the purchase price allocation may result in certain adjustments to the above allocations.

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ACQUISITIONS IN PREVIOUS PERIODS

Acquisition of Select IBM Software products

On December 07, 2018, the Group had signed a definitive agreement to acquire business relating to select IBM software products for a consideration of \$1,775,000.

The Group has acquired these products for security, marketing, commerce, and digital solutions along with certain assumed liabilities and in scope employees. With this the Group gets 100% control on the assets being acquired and has also taken full ownership of the research and development, sales, marketing, delivery and support for these products. Through this acquisition, the Group intends to enhance its products and platforms offering to customers across a wide range of industries and markets. IBM will pay the Company for the assumed liabilities as related services are rendered, based on an agreed basis, fair value of the same has been estimated at \$505,630.

Acquisition has been consummated effective June 30, 2019. The Group has paid \$812,500 till June 30, 2019. \$812,500 is payable after one year and \$150,000 is payable in three tranches of \$50,000 each till July 30, 2021 subject to fulfilment of certain conditions as per agreement. These payables have been fair valued at \$929,929.

The Group has paid \$812,500 on June 30, 2020. The Group has also paid two tranches of purchase consideration amounting to \$90,079 till December 31, 2020.

The Group had earlier acquired certain intellectual property rights (Licensed IPRs) from IBM for some of these products and was carrying these licensed IPRs at an unamortized value of \$427,306 as of June 30, 2019. This amount has been reduced from Licensed IPRs and included in purchase price.

The purchase price including the fair value of remaining consideration and unamortized value of Licensed IPRs of \$929,929 and \$427,306 respectively, is \$2,169,735 and has been allocated based on management estimates to the acquired assets and liabilities as follows:

	Amount
Recoverable from IBM (against contract liabilities)*	\$505,630
Contract liabilities*	(509,630)
Property and equipment	290
Deferred tax asset, net	1,436
Customer related intangibles	919,890
Technology	351,730
Goodwill	900,389
Total purchase consideration	\$2,169,735

*Presented gross of \$235,630 recoverable from IBM with a corresponding contract liability for customer contracts entered by IBM for these products with service obligation commencing after June 30, 2019.

The resultant goodwill is considered tax deductible and has been allocated to the Products & Platforms segment. This goodwill is attributable mainly to Group's ability to upgrade the products and enhance the sale of products to customers in existing business of the group and targeting new customers.

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The table below shows the values and lives of intangible assets recognized on acquisition:

	<u>Amount</u>	<u>Life (Years)</u>	<u>Basis of amortisation</u>
Customer related intangibles	\$919,890	10	In proportion of estimated revenue
Technology	351,730	7 to 10	On straight line basis over the estimated life of the respective products
Total Intangible assets	<u>\$1,271,620</u>		

Subsequent to the consummation date, the Group has received certain revised information from seller which has resulted in adjustments in the value of assets and liabilities acquired resulting into increase in intangible assets by \$16,833 and net assets by \$8,436 with corresponding decrease in goodwill by \$18,475.

Other Acquisitions

- a) On April 01, 2019, the Group, through a wholly owned subsidiary, entered into an agreement to acquire 100% shareholding of a Company in US doing business in digital transformation consulting. The acquisition will enhance Group's digital consulting offerings with their strong capabilities in digital strategy development, agile program management, business transformation and organizational change management.

The total purchase price for the acquisition is \$45,005.

Total purchase consideration of \$45,005 has been allocated based on management estimates to the acquired assets and liabilities as follows:

	<u>Amount</u>
Net working capital (including cash of \$933)	\$9,990
Deferred tax liabilities	(2,439)
Property and equipment	316
Customer relationships	8,200
Customer contracts	1,400
Brand	800
Goodwill	26,738
Total purchase consideration	<u>\$45,005</u>

The resultant goodwill is not considered tax deductible and has been allocated to IT and Business Services segment.

The table below shows the values and lives of intangible assets recognized on acquisition:

	<u>Amount</u>	<u>Life (Years)</u>
Customer relationships	\$8,200	9.0
Customer contracts	1,400	1.0
Brand	800	2.0
Total Intangible assets	<u>\$10,400</u>	

In addition to the purchase consideration, \$5,000 is payable to certain key employees over a two-year period. Payment of this amount is in the nature of long term incentive plan to the senior managers of the operating entities that includes retention and performance based bonuses. This consideration is being accounted for as post acquisition employee compensation expense in accordance with ASC 805 on "Business combination".

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- b) On October 10, 2019, the Group acquired 100% shareholding of a Company in India, which offers an integrated portfolio of services and solutions to its customers in key semiconductor domains. This acquisition offers an opportunity to combine acquiree's analog strength with Group's digital SOC (System on Chip) expertise to gain market share in Very Large Scale Integration design services market.

The total purchase price for the acquisition is \$25,995. The Group has paid \$25,294 till December 31, 2020.

Total purchase consideration of \$25,995 has been allocated based on management estimates to the acquired assets and liabilities as follows:

	Amount
Net working capital (including cash of \$1,838)	\$4,639
Deferred tax liabilities	(1,033)
Property and equipment	4,773
Customer relationships	4,218
Customer contracts	1,163
Brand	462
Non-Compete Agreement	252
Goodwill	11,521
Total purchase consideration	\$25,995

The resultant goodwill is not considered tax deductible and has been allocated to Engineering and R&D services segment.

The table below shows the values and lives of intangible assets recognized on acquisition:

	Amount	Life (Years)
Customer relationships	4,218	8.5
Customer contracts	1,163	1.5
Brand	462	2.5
Non-Compete Agreement	252	3.0
Total Intangible assets	\$6,095	

In addition to the purchase consideration, \$2,098 is payable to certain key employees over a three-year period. Payment of this amount is in the nature of long term incentive plan to the key employees of the operating entities that includes retention and performance based bonuses. This consideration is being accounted for as post acquisition employee compensation expense in accordance with ASC 805 on "Business combination".

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6. PROPERTY AND EQUIPMENT

As of March 31, 2020 and December 31, 2020, property and equipment comprises the following :

	March 31, 2020	December 31, 2020
Freehold land	\$11,826	\$10,821
Buildings	416,356	443,513
Computer and networking equipment	641,184	809,685
Software	197,470	217,974
Furniture, fixtures and office equipment	116,392	124,082
Plant and equipment	278,292	302,380
Vehicles	18,796	18,971
Capital work-in-progress	67,664	54,633
	1,747,979	1,982,059
Accumulated depreciation and amortization	(922,776)	(1,115,057)
Property and equipment, net	\$825,204	\$867,002

Computer and networking equipment includes assets taken on finance lease and represents right of use assets on finance lease of \$3,712 and \$3,452 as of March 31, 2020 and December 31, 2020, respectively.

7. GOODWILL AND INTANGIBLES

Changes in goodwill balances by reportable segment, for the year ended March 31, 2020, are as follows :

	IT and Business Services	Engineering and R&D Services	Products & Platforms	Total
Balance as at March 31, 2019	\$738,883	\$408,197	\$190,251	\$1,337,331
Acquisitions during the year	26,738	11,521	918,864	957,123
Measurement period adjustments	-	-	(23,567)	(23,567)
Effect of exchange rate changes	(29,147)	(7,623)	(77,922)	(114,692)
Balance as at March 31, 2020	\$736,474	\$412,095	\$1,007,626	\$2,156,195

Changes in goodwill balances by reportable segment, for the nine months ended December 31, 2020, are as follows:

	IT and Business Services	Engineering and R&D Services	Products & Platforms	Total
Balance as at March 31, 2020	\$736,474	\$412,095	\$1,007,626	\$2,156,195
Acquisitions during the period	-	-	18,151	18,151
Effect of exchange rate changes	44,512	4,174	30,990	79,676
Balance as at December 31, 2020	\$780,986	\$416,269	\$1,056,767	\$2,254,022

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The components of intangible assets are as follows:

	March 31, 2020	December 31, 2020
Intellectual property rights	\$2,115	\$2,120
Technology	391,951	416,842
Customer related intangibles	1,064,881	1,119,944
Licensed IPRs	707,705	816,956
Assembled workforce	37,187	38,276
Customer contracts	14,675	23,854
Non-compete agreements	3,498	4,681
Brand and others	3,656	4,038
	\$2,225,668	2,426,711
Accumulated amortization	(\$493,616)	(748,190)
Intangibles, net	\$1,732,052	\$1,678,521

Amortization expense was \$63,075 and \$83,699 for the three months and \$139,330 and \$226,569 for the nine months period ended December 31, 2019 and 2020, respectively.

The estimated amortization expense schedule for intangible assets based on current balance is as follows:

Year ending March 31,	
2021	\$73,435
2022	272,002
2023	243,594
2024	221,855
2025	207,897
Thereafter	659,738
	\$1,678,521

Impact of COVID-19 (Global pandemic)

The Group tests goodwill for impairment annually, or more frequently when there is an indication for impairment, and tests intangible assets for impairment when there is an indication for impairment. The Group has performed an evaluation for any indicators of impairment considering the likely impact of COVID-19 on impacted industry verticals and geographies.

8. VARIABLE INTEREST ENTITIES (VIEs)

In evaluating whether the Group has the power to direct the activities of a VIE that most significantly impact its economic performance, the Group considers the purpose for which the VIE was created, the importance of each of the activities in which it is engaged and decision making role, if any, in those activities that significantly determine the entity's economic performance as compared to other economic interest holders. This evaluation requires consideration of all facts and circumstances relevant to decision-making that affect the entity's future performance and the exercise of professional judgment in deciding which decision-making rights are most important.

The Group is the primary beneficiary holding 100% dividend and distribution rights in VIEs. The Group consolidates VIEs because it has the authority to manage and control the activities that significantly affect the economic performance of the VIEs.

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The table below summarizes the assets and liabilities of consolidated VIEs described above.

	<u>March 31, 2020</u>	<u>December 31, 2020</u>
Current assets		
Cash and cash equivalents	\$13,539	\$12,508
Term deposits with banks	16,255	24,906
Accounts receivables, net	3,528	6,590
Unbilled receivables	3,366	3,932
Other current assets	8,165	9,212
Total Current Assets	\$44,852	\$57,148
Deferred income taxes, net	7,059	7,664
Property and equipment, net	5,690	7,745
Operating lease right-of-use assets	18,519	14,674
Other assets	16,279	15,141
Total Assets	\$92,400	\$102,372
Current liabilities		
Accounts payable	\$807	\$1,260
Accrued employee costs	1,968	2,313
Current portion of Operating leases liability	2,595	2,560
Other current liabilities	4,265	4,919
Total current liabilities	\$9,635	\$11,052
Accrued employee costs	1,562	2,126
Operating lease liabilities, net of current portion	16,785	13,361
Total liabilities	\$27,982	\$26,539

- a) Assets and liabilities exclude all intercompany accounts and transactions, which are eliminated in consolidation.
- b) For the three and nine months period ended December 31, 2019 and 2020, total revenues, from VIEs were \$17,102 and \$20,003 and \$46,585 and \$60,108, respectively (including intercompany revenues of \$8,246 and \$10,202 and \$23,465 and \$31,278), respectively.

9. INVESTMENT SECURITIES

Available for sale investment securities consist of the following:

As of March 31, 2020:

	<u>Carrying value</u>	<u>Gross unrealized holding gains</u>	<u>Gross unrealized holding loss</u>	<u>Fair value</u>
Mutual fund units – debt	\$433,176	\$2,635	\$-	\$435,811
Corporate debt securities – bonds	488,075	-	(295)	487,780
Total	\$921,251	\$2,635	(\$295)	\$923,591

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As of December 31, 2020:

	Carrying value	Gross unrealized holding gains	Gross unrealized holding loss	Fair value
Mutual fund units – debt	\$501,919	\$3,811	\$-	\$505,730
Corporate debt securities – bonds	475,637	6,903	-	482,540
Total	\$977,556	\$10,714	\$-	\$988,270

The gross unrealized holding gains (loss) have been recorded as part of other comprehensive income (loss).

The maturity profile of the investments classified as available for sale as of December 31, 2020 is set out below:

	Fair value
Less than one year	\$661,459
After 1 year through 5 years	311,355
After 5 years through 10 years	15,456
	\$988,270

Proceeds from the sale of available for sale securities was \$3,506,191 and \$1,929,515, for the nine months ended December 31, 2019 and 2020, respectively.

The cost of a security sold or the amount reclassified out of 'other comprehensive income (loss)' into earnings was determined on investment by investment basis.

The table summarizes the transactions for available for sale securities:

	Three months ended December 31		Nine months ended December 31	
	2019	2020	2019	2020
Net realised gain	\$3,614	\$451	\$14,565	\$9,344
Reclassification into earnings on maturity out of other comprehensive income	\$1,392	\$383	\$8,190	\$6,737

10. DERIVATIVE FINANCIAL INSTRUMENTS

In the normal course of business, the Group uses derivative financial instruments to manage foreign currency exchange rate risk and interest rate risk. Derivative transactions are governed by a uniform set of policies and procedures covering areas such as authorization, counterparty exposure and hedging practices. The Group does not enter into derivative transactions for trading or speculative purposes.

As a result of the use of derivative instruments, the Group is exposed to the risk that counterparties to derivative contracts will fail to meet their contractual obligations. To mitigate the counterparty credit risk, the Group has a policy of entering into contracts only with carefully selected, nationally recognized financial institutions, based upon their credit ratings and other factors. The Group has entered into a series of foreign exchange forward contracts, options and interest rate swaps that are designated as cash flow hedges and the related forecasted transactions extend through July 2025.

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The following table presents the aggregate notional principal amounts of the outstanding derivative forward covers, together with the related balance sheet exposure:

	Notional principal amounts		Balance sheet exposure	
			Asset (Liability)	
	March 31, 2020	December 31, 2020	March 31, 2020	December 31, 2020
Foreign exchange forward denominated in:				
USD /INR	\$787,370 (Sell)	\$1,180,382 (Sell)	(\$35,947)	\$22,153
GBP/ INR	£40,540 (Sell)	£65,362 (Sell)	258	(1,473)
GBP/USD	£95,650 (Sell)	£6,750 (Sell)	922	(84)
EUR / USD	€ 57,300 (Sell)	€ 11,250 (Sell)	242	(279)
EUR/ INR	€ 79,000 (Sell)	€ 112,000 (Sell)	3,596	(933)
AUD/INR	AUD 16,000 (Sell)	AUD 90,270 (Sell)	1,182	(4,026)
AUD/USD	AUD 4,250 (Sell)	AUD 81,300 (Sell)	205	(2,167)
SEK/INR	SEK 110,000 (Sell)	SEK 550,900 (Sell)	512	(4,531)
CHF/USD	CHF 17,391 (Sell)	- (Sell)	105	-
CHF/ INR	CHF 35,500 (Sell)	CHF 32,500 (Sell)	(830)	(893)
MXN/USD	MXN 505,861 (Sell)	MXN 328,000 (Sell)	1,282	(558)
RUB/USD	RUB 290,000 (Sell)	RUB 229,500 (Sell)	773	(74)
NOK/INR	NOK 60,000 (Sell)	NOK 130,000 (Sell)	1,077	(713)
CNY/USD	CNY 79,000 (Sell)	CNY 94,000 (Sell)	100	(346)
NZD/USD	NZD 1,551 (Sell)	NZD 2,550 (Sell)	42	(47)
NZD/INR	- (Sell)	NZD 1,740 (Sell)	-	(32)
PLN/USD	PLN 30,200 (Sell)	PLN 15,350 (Sell)	219	84
ZAR/USD	ZAR 118,000 (Sell)	ZAR 93,000 (Sell)	777	(170)
BRL/USD	BRL 81,000 (Sell)	BRL 83,000 (Sell)	2,274	(276)
JPY/USD	JPY 870,000 (Sell)	JPY 1,970,000 (Sell)	(22)	(49)
JPY/INR	JPY 1,910,000 (Sell)	JPY 3,854,992 (Sell)	(113)	260
CAD/INR	CAD 23,000 (Sell)	CAD 30,500 (Sell)	674	(318)
CZK/USD	- (Sell)	CZK 5,600 (Sell)	-	(22)
IDR/USD	- (Sell)	IDR 19,200,000 (Sell)	-	(63)
RON/USD	- (Sell)	RON 21,000 (Sell)	-	(106)
CLP/USD	- (Sell)	CLP 3,300,000 (Sell)	-	(95)
CAD/USD	CAD 25,500 (Buy)	CAD 48,250 (Buy)	(943)	687
SGD/USD	SGD 40,700 (Buy)	SGD 9,200 (Buy)	(388)	71
GBP/USD	£34,000 (Buy)	£30,671 (Buy)	70	186
EUR/USD	€ 16,500 (Buy)	€ 16,522 (Buy)	(190)	146
SEK/USD	SEK 385,000 (Buy)	SEK 533,000 (Buy)	(1,527)	2,557
JPY /USD	JPY 1,590,000 (Buy)	- (Buy)	(124)	-
CHF /USD	CHF 1,000 (Buy)	CHF 6,650 (Buy)	17	119
ZAR /USD	ZAR 35,000 (Buy)	- (Buy)	18	-
NOK /USD	NOK 202,000 (Buy)	NOK 129,500 (Buy)	(280)	538
DKK/USD	DKK 79,500 (Buy)	DKK 98,500 (Buy)	86	270
PHP/USD	PHP 275,000 (Buy)	PHP 540,000 (Buy)	(12)	38
CZK/USD	CZK 200,100 (Buy)	CZK 134,100 (Buy)	(406)	215
BGN/USD	- (Buy)	BGN 2,550 (Buy)	-	24
ILS/USD	- (Buy)	ILS 11,400 (Buy)	-	105
			(\$26,351)	\$10,198

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The following table presents the aggregate notional principal amounts of the outstanding options together with the related balance sheet exposure:

	Notional principal amounts		Balance sheet exposure Asset (Liability)	
	March 31, 2020	December 31, 2020	March 31, 2020	December 31, 2020
Range Forward (Sell)				
USD/INR	\$637,982	\$481,920	(\$12,645)	\$10,426
EUR/INR	€ 36,530	€ 14,900	412	(502)
GBP/INR	£15,750	£3,000	554	(28)
AUD/INR	AUD 8,500	AUD 2,700	418	(110)
EUR/USD	€ 2,300	-	(21)	-
SEK/INR	SEK 15,000	-	231	-
Seagull (Buy)				
USD/INR	\$143,500	-	4,275	-
Seagull (Sell)				
USD/INR	-	\$35,000	-	555
EUR/USD	€ 8,300	-	(45)	-
GBP/USD	£6,750	-	164	-
			(\$6,657)	\$10,341

The following table presents the aggregate notional principal amounts of the outstanding interest rate swaps together with the related balance sheet exposure:

	Notional principal amounts		Balance sheet exposure Asset (Liability)	
	March 31, 2020	December 31, 2020	March 31, 2020	December 31, 2020
Interest rate swap (floating to fixed)	\$255,000	\$255,000	(\$7,133)	(\$6,723)
			(\$7,133)	(\$6,723)

The notional amount is a key element of derivative financial instrument agreements. However, notional amounts do not represent the amount exchanged by counterparties and do not measure the Group's exposure to credit risk as these contracts are settled at their fair values at the maturity date.

The balance sheet exposure denotes the fair value of these contracts at the reporting date and is presented in US Dollars.

The Group presents fair value of derivative instruments on a net basis in the condensed consolidated financial statements due to the right of offset by its individual counterparties under master netting agreements.

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The fair value of the derivative instruments presented on a gross basis as of each date indicated below is as follows:

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	Other current assets	Other assets	Other current liabilities	Other liabilities	Total fair value
Derivatives designated as hedging instruments:					
Foreign exchange contracts in an asset position	\$7,455	\$2,908	\$7,227	\$2,908	\$20,498
Foreign exchange contracts in a liability position	(7,227)	(2,908)	(23,397)	(26,317)	(59,849)
Interest rate swap contracts in a liability position	-	-	(1,678)	(5,455)	(7,133)
Net asset (liability)	\$228	\$-	(\$17,848)	(\$28,864)	(\$46,484)
Derivatives not designated as hedging instruments:					
Foreign exchange contracts in an asset position	\$12,568	\$-	\$3,911	\$-	\$16,479
Foreign exchange contracts in a liability position	(3,911)	-	(6,225)	-	(10,136)
Net asset (liability)	\$8,657	\$-	(\$2,314)	\$-	\$6,343
Total Derivatives at fair value	\$8,885	\$-	(\$20,162)	(\$28,864)	(\$40,141)

December 31, 2020

	Other current assets	Other assets	Other current liabilities	Other liabilities	Total fair value
Derivatives designated as hedging instruments:					
Foreign exchange contracts in an asset position	\$17,895	\$13,367	\$8,263	\$4,679	\$44,204
Foreign exchange contracts in a liability position	(8,263)	(4,679)	(9,723)	(5,204)	(27,869)
Interest rate swap contracts in a liability position	-	-	(4,021)	(2,702)	(6,723)
Net asset (liability)	\$9,632	\$8,688	(\$5,481)	(\$3,227)	\$9,612
Derivatives not designated as hedging instruments:					
Foreign exchange contracts in an asset position	\$9,781	\$-	\$4,119	\$-	\$13,900
Foreign exchange contracts in a liability position	(4,119)	-	(5,577)	-	(9,696)
Net asset (liability)	\$5,662	\$-	(\$1,458)	\$-	\$4,204
Total Derivatives at fair value	\$15,294	\$8,688	(\$6,939)	(\$3,227)	\$13,816

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The following tables set forth the fair value of derivative instruments included in the condensed consolidated balance sheets as on March 31, 2020 and December 31, 2020:

Derivatives designated as hedging instruments:

	March 31, 2020	December 31, 2020
Unrealized gain on financial instruments classified under current assets	\$228	\$9,632
Unrealized gain on financial instruments classified under non current assets	-	8,688
Unrealized loss on financial instruments classified under current liabilities	(17,848)	(5,481)
Unrealized loss on financial instruments classified under non-current liabilities	(28,864)	(3,227)
	(\$46,484)	\$9,612

Derivatives not designated as hedging instruments:

	March 31, 2020	December 31, 2020
Unrealized gain on financial instruments classified under current assets	\$8,657	\$5,662
Unrealized loss on financial instruments classified under current liabilities	(2,314)	(1,458)
	\$6,343	\$4,204

The following table summarizes the activities in other comprehensive income (loss) ('OCI') and their effects on financial performance during the three months ended December 31, 2019:

Derivatives in hedging relationships	Amount of gain or (loss) recognized in OCI on derivatives (Effective portion)	Location of gain or (loss) reclassified from OCI into statement of income (Effective portion)	Amount of gain or (loss) reclassified from OCI into statement of income (Effective portion)	Location of gain or (loss) recognized in income on derivatives (Ineffective portion and amount excluded from effectiveness testing)	Amount of gain or (loss) recognized in income on derivatives (Ineffective portion and amount excluded from effectiveness testing)
Foreign exchange contracts	(\$4,380)	Other Income (Expense),net	\$5,091	Other Income (Expense),net	Nil
Interest rate swap contracts	\$930	Finance cost	\$235	Finance cost	Nil
	(\$3,450)		\$5,326		Nil
Derivatives not designated as hedging instruments		Location of gain or (loss) recognized in statement of income on derivatives		Amount of gain or (loss) recognized in statement of income on derivatives	
Foreign exchange contracts		Other income (expense),net		(\$6,387)	

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The following table summarizes the activities in other comprehensive income (loss) ('OCI') and their effects on financial performance during the three months ended December 31, 2020:

Derivatives in hedging relationships	Amount of gain or (loss) recognized in OCI on derivatives (Effective portion)	Location of gain or (loss) reclassified from OCI into statement of income (Effective portion)	Amount of gain or (loss) reclassified from OCI into statement of income (Effective portion)	Location of gain or (loss) recognized in income on derivatives (Ineffective portion and amount excluded from effectiveness testing)	Amount of gain or (loss) recognized in income on derivatives (Ineffective portion and amount excluded from effectiveness testing)
Foreign exchange contracts	\$3,176	Other Income (Expense),net	(\$1,325)	Other Income (Expense),net	Nil
Interest rate swap contracts	(\$80)	Finance cost	(\$944)	Finance cost	Nil
	<u>\$3,096</u>		<u>(\$2,269)</u>		<u>Nil</u>

Derivatives not designated as hedging instruments	Location of gain or (loss) recognized in statement of income on derivatives	Amount of gain or (loss) recognized in statement of income on derivatives
Foreign exchange contracts	Other income (expense),net	<u>\$6,843</u>

The following table summarizes the activities in other comprehensive income (loss) ('OCI') and their effects on financial performance during the nine months ended December 31, 2019:

Derivatives in hedging relationships	Amount of gain or (loss) recognized in OCI on derivatives (Effective portion)	Location of gain or (loss) reclassified from OCI into statement of income (Effective portion)	Amount of gain or (loss) reclassified from OCI into statement of income (Effective portion)	Location of gain or (loss) recognized in income on derivatives (Ineffective portion and amount excluded from effectiveness testing)	Amount of gain or (loss) recognized in income on derivatives (Ineffective portion and amount excluded from effectiveness testing)
Foreign exchange contracts	(\$5,481)	Other Income (Expense),net	\$14,645	Other Income (Expense),net	Nil
Interest rate swap contracts	\$168	Finance cost	\$485	Finance cost	Nil
	<u>(\$5,313)</u>		<u>\$15,130</u>		<u>Nil</u>

Derivatives not designated as hedging instruments	Location of gain or (loss) recognized in statement of income on derivatives	Amount of gain or (loss) recognized in statement of income on derivatives
Foreign exchange contracts	Other income (expense),net	<u>(\$5,727)</u>

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The following table summarizes the activities in other comprehensive income (loss) ('OCI') and their effects on financial performance during the nine months ended December 31, 2020:

Derivatives in hedging relationships	Amount of gain or (loss) recognized in OCI on derivatives (Effective portion)	Location of gain or (loss) reclassified from OCI into statement of income (Effective portion)	Amount of gain or (loss) reclassified from OCI into statement of income (Effective portion)	Location of gain or (loss) recognized in income on derivatives (Ineffective portion and amount excluded from effectiveness testing)	Amount of gain or (loss) recognized in income on derivatives (Ineffective portion and amount excluded from effectiveness testing)
Foreign exchange contracts	\$53,732	Other Income (Expense),net	(\$4,009)	Other Income (Expense),net	Nil
Interest rate swap contracts	(\$739)	Finance cost	(\$2,027)	Finance cost	Nil
	\$52,993		(\$6,036)		Nil

Derivatives not designated as hedging instruments	Location of gain or (loss) recognized in statement of income on derivatives	Amount of gain or (loss) recognized in statement of income on derivatives
Foreign exchange contracts	Other income (expense),net	\$26,952

The following table summarizes the activity in 'Other comprehensive income (loss)' within equity related to all derivatives classified as cash flow hedges for the nine months ended December 31, 2019 and 2020, respectively:

	December 31, 2019	December 31, 2020
Balance as at the beginning of the period (before tax)	\$29,986	(\$49,390)
Unrealized gain (loss) on cash flow hedging derivatives during the period	(5,313)	52,993
Net loss (gain) reclassified into statement of income on occurrence of hedged transactions	(15,130)	6,036
Effect of exchange rate fluctuations	(944)	(1,498)
Balance as at the end of the period (before tax)	\$8,599	\$8,141
Tax (expense) benefit	(1,460)	(3,319)
	\$7,139	\$4,822

As of December 31, 2020, the estimated net amount of existing gain that is expected to be reclassified into the income statement from OCI within the next twelve months is \$1,909.

Impact of COVID-19 (Global pandemic)

Basis the Group hedging policy, management has performed assessment of COVID- 19 pandemic's impact for any change in probability of occurrence of the forecasted transactions, counter party credit risk and own credit risk, and believes that there is no impact on effectiveness of its hedges.

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11. OTHER CURRENT ASSETS

As of March 31, 2020 and December 31, 2020, other current assets comprise the following:

	March 31, 2020	December 31, 2020
Prepaid expenses	\$151,552	\$177,270
Interest receivable	33,418	19,381
Prepaid/advance taxes	20,761	12,348
Deposits	14,935	14,379
Deferred contract cost	73,883	96,585
Contract assets	69,638	43,576
Employee receivables	5,224	1,068
Derivative financial instruments	8,885	15,294
Advance to suppliers	17,308	14,385
Finance lease receivable	94,092	109,156
Restricted cash	1,382	1,519
Recoverable from IBM (against Contract liabilities)	131,607	16,568
Others	62,991	93,583
	\$685,676	\$615,112

12. OTHER ASSETS

As of March 31, 2020 and December 31, 2020, other assets comprise the following:

	March 31, 2020	December 31, 2020
Security deposits	\$33,717	\$34,314
Deferred contract cost	171,356	212,312
Unbilled receivables	158,449	137,475
Prepaid expenses	49,941	43,707
Derivative financial instruments	-	8,688
Finance lease receivable	131,378	141,012
Recoverable from IBM (against Contract liabilities)	2,890	-
Restricted cash	132	162
Others	442	420
	\$548,305	\$578,090

13. DEBTS

SHORT TERM BORROWINGS

The Group has unsecured short term loan amounting to \$99,999 and Nil as of March 31, 2020 and December 31, 2020, respectively at effective interest rates of 1.7% and nil respectively.

The Group has availed an unsecured bank line of credit from its bankers amounting to \$143,771 and \$623 as of March 31, 2020 and December 31, 2020, respectively, at effective interest rates of 5.5%.

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LONG TERM DEBT

	<u>March 31, 2020</u>	<u>December 31, 2020</u>
From banks	\$428,771	\$416,889
Other	406	-
Less: Current portion	(52,795)	(46,878)
	<u>\$376,382</u>	<u>\$370,011</u>

The scheduled principal repayments are as follows:

	<u>December 31, 2020</u>
Within one year	\$46,878
One to two years	329,673
Two to three years	36,471
Three to five years	3,867
	<u>\$416,889</u>

The Group's borrowings are subject to certain financial and non financial covenants. At December 31, 2020, the Group was in compliance with all such covenants.

Long term debts from banks include:

Unsecured long term loans of \$422,071 and \$410,644 as of March 31, 2020 and December 31, 2020, respectively, at effective interest rates of 0.9% to 7.0%.

Term loans of \$6,700 and \$6,245 as of March 31, 2020 and December 31, 2020, respectively, at effective interest rates of 8.4% to 9.7% and secured by hypothecation of vehicles with a gross book value of \$17,067 and \$17,150 as of March 31, 2020 and December 31, 2020, respectively.

Other long term debts include:

Unsecured long term loans from a vendor of \$406 and Nil as of March 31, 2020 and December 31, 2020, respectively, at nil interest.

14. OTHER CURRENT LIABILITIES

As of March 31, 2020 and December 31, 2020, other current liabilities comprise the following:

	<u>March 31, 2020</u>	<u>December 31, 2020</u>
Advances from customers	\$33,288	\$42,238
Sales tax and other taxes payable	123,471	179,618
Accrued liabilities and expenses	464,137	484,773
Supplier's credit*	60,266	14,053
Due to related parties	2,999	2,833
Derivative financial instruments	20,162	6,939
Deferred consideration (including contingent consideration)	857,917	49,318
Others	33,873	43,332
	<u>\$1,596,113</u>	<u>\$823,104</u>

* The Group has negotiated extended interest bearing credit terms with certain vendors for extended payment terms up to 360 days. Interest rate on this arrangement ranges from 1.5% to 9.8%.

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15. OTHER LIABILITIES

As of March 31, 2020 and December 31, 2020, other liabilities comprise the following:

	<u>March 31, 2020</u>	<u>December 31, 2020</u>
Accrued liabilities and expenses	\$3,746	\$3,806
Derivative financial instruments	28,864	3,227
Deferred consideration (including contingent consideration)	48,296	-
Others	12,388	76,733
	<u>\$93,294</u>	<u>\$83,766</u>

16. EQUITY SHARES

The Company has only one class of capital stock referred to herein as equity shares. Par value of each equity share outstanding as of December 31, 2020 is \$0.03 (₹ 2.00).

Voting

Each holder of equity shares is entitled to one vote per share.

Dividends

Dividends declared and paid by the Company are in Indian Rupees. Dividends payable to equity stockholders are based on the net income available for distribution as reported in the standalone financial statements of the Company prepared in accordance with Indian Accounting Standards. Indian law on foreign exchange governs the remittance of dividends outside India. Such dividend payments are subject to applicable taxes.

Bonus Issue

During the year ended March 31, 2020, pursuant to the approval of the shareholders through postal ballot (including remote e-voting), the Company has allotted 1,356,832,548 bonus shares of ₹ 2/- each fully paid-up on December 10, 2019 in the proportion of 1 equity share for every 1 equity share of ₹ 2/- each held by the equity shareholders of the Company as on the record date of December 07, 2019. Consequently, the Company capitalized an amount of \$38,029 from its retained earnings (other unappropriated reserves) to common stock. All references in the financial statements to number of shares, stock option data, were retroactively restated to reflect the bonus issue unless otherwise noted.

Liquidation

In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive all of the remaining assets of the Company, after distribution of preferential amounts, if any. Such amounts will be in proportion to the number of equity shares held by the stockholders.

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17. OTHER INCOME (EXPENSES), NET

For the three and nine months period ended December 31, 2019 and 2020, other income (expenses), net consist of:

	Three months ended December 31		Nine months ended December 31	
	2019	2020	2019	2020
Interest income	\$15,842	\$21,825	\$45,307	\$62,417
Gain on sale of investment securities and other investments, net	3,614	451	14,565	9,344
Provision for impairment of other investments	-	-	(4,135)	-
Foreign exchange gain (loss), net	1,877	202	3,117	(201)
Equity in earning of affiliates	32	-	614	-
Gain (loss) on sale of property and equipment	(30)	187	(212)	14,419
Miscellaneous income	773	747	1,852	3,326
Other income, net	\$22,108	\$23,412	\$61,108	\$89,305

18. INCOME TAXES

The effective tax rate (ETR) for the Group for the three and nine months period ended December 31, 2019 and 2020 is 18.42% and 12.06% and 21.93% and 19.65%, respectively.

ETR for the three and nine months period ended December 31, 2020 is lower primarily due to reversal of reserve for an uncertain tax position set-up in prior years and reduction in tax liability attributable to change in the method of calculating a tax deduction under stipulated provisions of tax laws, basis evaluation of recent judicial rulings.

A reconciliation of the beginning and ending balance of unrecognized tax benefits is as follows:

	March 31, 2020	December 31, 2020
Balance at the beginning of the period	138,524	132,894
Increase due to tax position taken during the current period	-	64,231
Increase due to tax position taken during the prior period	6,152	35,933
Decrease due to tax position taken during the prior period	-	(30,906)
Effect of exchange rate fluctuations	(11,782)	4,631
Balance at the end of the period	\$132,894	\$206,783

The tax returns are subject to examination by the tax authorities in the jurisdictions where the Group conducts business. The examination may result in assessment of additional taxes that are resolved with the authorities or through legal proceedings. The Company has significant intercompany transactions with its subsidiaries. It has filed application for bilateral advance pricing agreements in certain jurisdictions to gain certainty for its transfer pricing arrangement with its subsidiaries. Resolution of these matters involves some degree of uncertainty; accordingly, the Group recognizes income tax liability that it believes will ultimately result from the proceedings based on the assessment of available information.

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19. EARNINGS PER SHARE

For the three and nine months period ended December 31, 2019 and 2020, following is the reconciliation of the weighted average number of equity shares used in the computation of basic and diluted earnings per equity share (EPS):

	Three months ended December 31,		Nine months ended December 31,	
	2019	2020	2019	2020
Weighted average number of equity shares outstanding used in computing basic EPS	2,713,419,659	2,713,665,096	2,712,894,011	2,713,665,096
Dilutive effect of stock options	245,437	-	771,085	-
Weighted average number of equity and equity equivalent shares outstanding used in computing diluted EPS	2,713,665,096	2,713,665,096	2,713,665,096	2,713,665,096

20. EMPLOYEE BENEFIT PLANS

India operations

The Group has employee benefit plans in the form of certain statutory and welfare schemes covering substantially all of its employees.

Defined benefit Plan

Gratuity

In accordance with the Indian law, the Group provides for gratuity, a defined benefit retirement plan (the "Gratuity Plan") covering all employees in India. The Gratuity Plan provides a lump sum payment to vested employees at retirement or termination of employment of an amount based on the respective employee's base salary and tenure of employment subject to a maximum of \$27 (` 2,000,000/-).

Net gratuity cost for the three and nine months period ended December 31, 2019 and 2020 comprise the following components:

	Three months ended December 31,		Nine months ended December 31,	
	2019	2020	2019	2020
Service cost	\$3,362	\$4,644	\$9,712	\$12,696
Interest cost (net)	1,404	1,593	4,357	4,748
Expected return on plan assets	(45)	(46)	(135)	(139)
Amortization of unrecognized actuarial loss (gain)	(292)	18	(879)	57
Net gratuity cost	\$4,429	\$6,209	\$13,055	\$17,362

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Provident fund

In accordance with Indian law, all employees of Indian entities receive benefits from a provident fund, which is a defined benefit plan. Under this plan, the employer and employee make monthly contributions to a fund managed by certain employees of the Group ("Trust"). The employees contribute a stipulated percentage of their basic compensation, which is matched by an equal contribution by the employer. The Group contributes two-third of the contribution to the Government administered pension fund subject to a maximum of \$0.02 (₹ 1,250/-) and the remaining portion is contributed to the Trust. The rate at which the annual interest is payable to the beneficiaries by the Trust is administered by the government. The Group has an obligation to fund any shortfall on the yield of the Trust's investments over the administered interest rates. The funds contributed to the Trust are invested in specific securities as mandated by law and generally consist of federal and state government bonds, debt instruments of government-owned corporations, equity and other eligible market securities.

Total contributions made by the Group in respect of this plan for the three and nine months period ended December 31, 2019 and 2020 are \$6,866 and \$7,756 and \$19,353 and \$19,783, respectively.

Total contributions made by the Group towards Employees Pension Scheme for the three and nine months period ended December 31, 2019 and 2020 are \$4,857 and \$4,980, and \$14,054 and \$14,507, respectively

Defined Contribution Plan

Superannuation

In respect to superannuation, a defined contribution plan for eligible employees who contribute to a recognized Trust under schedule IV, Part B of Income Tax 1961, Trust funds are administered on its behalf by appointed fund manager and such contributions for each year of service rendered by the employees are charged to the condensed consolidated statements of income. The Group has no further obligations to the superannuation plan beyond its contributions. Total contributions made in respect of this plan for the three and nine months period ended December 31, 2019 and 2020 are \$244 and \$288, and \$677 and \$821, respectively.

Others

Total contributions made by the Group in respect of other foreign defined contribution plans for the three and nine months ended December 31, 2019 and, 2020 are \$24,615 and \$24,320, and \$66,169 and \$74,660, respectively.

21. COMMITMENTS AND CONTIGENCIES

Capital commitments

As of December 31, 2020, the Group had contractual commitments for capital expenditure of \$58,098.

Other Contingencies

- a) The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the group towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the final rules are yet to be framed. The Group will carry out an evaluation of the impact and record the same in the financial statements in the period in which the Code becomes effective and the related rules are published.
- b) A wholly owned subsidiary ("WOS") with a VSAT License had received a demand from Department of Telecommunications ("DoT") in February 2015 for FY 2011-12 and FY 2013-14 for an amount of \$18,202 (₹ 1,330 million), including penalty, interest and interest on penalty. It had received provisional

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assessment orders for all the prior years with no demand. Demand is primarily due to DoT including IT Services revenues and related exchange gains in Adjusted Gross Revenue (“AGR”). The WOS had obtained stay in 2015 and its petition is pending adjudication at the Hon’ble Telecom Disputes Settlement and Appellate Tribunal (“TDSAT”). The IT Services business had been demerged from the WOS with effect from April 01, 2012. The Hon’ble Supreme Court has pronounced its ruling on the AGR matter relating to Unified Access Service License on October 24, 2019. Subsequent to this ruling, the Company has obtained legal opinion and is of the view that it should be able to defend its position in the above matter.

- c) The Group is involved in various lawsuits, claims and proceedings that arise in the ordinary course of business, the outcome of which is inherently uncertain. Some of these matters include speculative and frivolous claims for substantial or indeterminate amounts of damages. The Group records a liability when it is both probable that a loss has been incurred and the amount can be reasonably estimated. Significant judgment is required to determine both probability and the estimated amount. The Group reviews these provisions at least annually and adjusts these provisions accordingly, to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and updated information. The Group believes that the amount or estimable range of reasonably possible loss, will not, either individually or in the aggregate, have a material adverse effect on its business, consolidated financial position, results of operations, or cash flows with respect to loss contingencies for legal and other contingencies as of December 31, 2020.

22. SEGMENT REPORTING

Operating segments are defined as components of an enterprise for which discrete financial information is available and whose results are reviewed regularly by the chief operating decision maker (CODM), for allocation of resources and assessing performance.

The group has organized itself into the following reportable segments.

IT and Business Services provide a comprehensive portfolio of IT & Business Services (Application, Infrastructure and Digital Process Operations) and Digital transformation services enabled by Digital and Analytics, IoTWoRKs, Cloud native and Cybersecurity solutions including products developed within these businesses.

Engineering and R&D Services provides comprehensive engineering services and solutions across software, embedded, mechanical, VLSI and platform engineering that support the end to end lifecycle of products – both hardware and software across diverse industries including products developed within this business.

Products & Platforms includes standalone product businesses that provide modernized software products to global clients for their technology and industry specific requirements.

Assets and liabilities are not identified to any reportable segments, since these are increasingly used interchangeably across segments and consequently, the management believes that it is not practicable or meaningful to provide segment disclosures relating to total assets and liabilities.

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Information on reportable segments for the three months ended December 31, 2019 is as follows:

	IT and Business Services	Engineering and R&D services	Products & Platforms	Total
Revenue	<u>\$1,785,650</u>	<u>\$424,210</u>	<u>\$333,532</u>	<u>\$2,543,392</u>
Segment earnings	\$317,167	\$87,852	\$109,726	\$514,746

Information on reportable segments for the three months ended December 31, 2020 is as follows:

	IT and Business Services	Engineering and R&D services	Products & Platforms	Total
Revenue	<u>\$1,843,286</u>	<u>\$405,077</u>	<u>\$368,236</u>	<u>\$2,616,599</u>
Segment earnings	\$387,168	\$99,042	\$112,783	\$598,993

Information on reportable segments for the nine months ended December 31, 2019 is as follows:

	IT and Business Services	Engineering and R&D services	Products & Platforms	Total
Revenue	<u>\$5,339,383</u>	<u>\$1,245,648</u>	<u>\$807,518</u>	<u>\$7,392,549</u>
Segment earnings	\$923,104	\$242,063	\$249,509	\$1,414,676

Information on reportable segments for the nine months ended December 31, 2020 is as follows:

	IT and Business Services	Engineering and R&D services	Products & Platforms	Total
Revenue	<u>\$5,270,173</u>	<u>\$1,176,731</u>	<u>\$1,031,886</u>	<u>\$7,478,790</u>
Segment earnings	\$1,048,608	\$256,907	\$318,598	\$1,624,113

The CODM assesses the performance of the operating segments based on the measure of segment earnings. This measurement basis adjusts income before income taxes to exclude the effects of cash flow hedge accounting gains (losses), foreign exchange gains (losses), finance costs and other income.

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A reconciliation of segment earnings to income before income taxes is provided as follows:

	Three months ended December 31,		Nine months ended December 31,	
	2019	2020	2019	2020
Segment earnings	\$514,746	\$598,993	\$1,414,676	\$1,624,113
Foreign exchange gain (loss)	1,877	202	3,117	(201)
Finance cost	(12,726)	(6,386)	(33,956)	(26,691)
Other income, net	20,231	23,210	57,991	89,506
Income before income taxes	\$524,128	\$616,019	\$1,441,828	\$1,686,727

23. DISAGGREGATE REVENUE INFORMATION

The table below presents disaggregated revenue from contracts with customers for the three and nine months period ended December 31, 2019 and 2020, respectively by geography and contract type.

Revenues by geography

The Group operates out of various geographies and America and Europe constitute major portion of revenue accounting for over 59% and 27% and 56% and 28% for the three months period ended December 31, 2019 and 2020 respectively, and 58% and 28% and 57% and 27% for the nine months period ended December 31, 2019 and 2020 respectively, rest of revenue is generated by various other geographies. Revenue and Cash flow from these geographies are consistent across various periods and are effected only in cases of specific risk with respect to any country or customer as the case maybe.

Revenues by contract type

	Three months ended December 31,		Nine months ended December 31,	
	2019	2020	2019	2020
Fixed price	\$1,724,687	\$1,788,783	\$4,877,807	\$5,048,646
Time and material	818,705	827,816	2,514,742	2,430,144
Total	\$2,543,392	\$2,616,599	\$7,392,549	\$7,478,790

Impact of COVID-19 (Global pandemic)

The group has evaluated the impact of COVID-19 resulting from (a) increase in cost budget of fixed price projects due to additional efforts; (b) onerous projects; (c) penalties for not meeting SLAs; (d) volume discounts (e) termination/deferment of projects to ensure that revenue is recognised after considering all these impacts to the extent known and available currently. We would continue to assess COVID-19 impact as we go along due to uncertainties associated with its nature and duration.

24. FAIR VALUE MEASUREMENT

The Group records certain assets and liabilities at fair value on a recurring basis. The Group determines fair values based on the price it would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability.

The Group holds certain fixed income securities, equity securities and derivatives, which must be measured using the FASB's guidance for fair value hierarchy and related valuation methodologies. The guidance specifies a hierarchy of valuation techniques based on whether the inputs to each measurement are

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observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Group's assumptions about current market conditions. The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The prescribed fair value hierarchy and related valuation methodologies are as follows:

Level 1 —Quoted inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 —Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations, in which all significant inputs are directly or indirectly observable in active markets.

Level 3 —Valuations derived from valuation techniques, in which one or more significant inputs are unobservable inputs which are supported by little or no market activity.

In accordance with ASC Topic 820, "Fair Value Measurements and Disclosures" assets and liabilities are to be measured based on the following valuation techniques:

Market approach – Prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

Income approach – Converting the future amounts based on the market expectations to its present value using the discounting method.

Cost approach – Replacement cost method.

The following table discloses the assets and liabilities measured at fair value on a recurring basis as of March 31, 2020 and the basis for that measurement:

	Fair value	Level 1 inputs	Level 2 inputs	Level 3 inputs
Assets				
Deposits with banks, corporations and debt securities having maturities less than three months	\$110,908	\$110,908	-	-
Investment securities, available for sale				
Debt linked mutual funds	\$435,811	\$435,811	-	-
Corporate debt securities	\$487,780	-	\$487,780	-
Other Investments	\$5,145	-	-	\$5,145
Derivative financial instruments	\$8,885	-	\$8,885	-
Liabilities				
Derivative financial instruments	\$49,026	-	\$49,026	-
Contingent consideration	\$729	-	-	\$729

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The following table discloses the assets and liabilities measured at fair value on a recurring basis as of December 31, 2020 and the basis for that measurement:

	Fair value	Level 1 inputs	Level 2 inputs	Level 3 inputs
Assets				
Deposits with banks, corporations and debt securities having maturities less than three months	\$56,307	\$56,307	-	-
Investment securities, available for sale				
Debt linked mutual funds	\$505,730	\$505,730	-	-
Corporate debt securities	\$482,540	-	\$482,540	-
Other Investments	\$5,908	-	-	\$5,908
Derivative financial instruments	\$23,982	-	\$23,982	-
Liabilities				
Derivative financial instruments	\$10,166	-	\$10,166	-
Contingent consideration	\$-	-	-	\$-

The following table provides a roll-forward of the fair value of earn-out consideration categorized as level 3 in the fair value hierarchy for the three and nine months period ended December 31, 2019 and 2020.

	Three months ended December 31,		Nine months ended December 31,	
	2019	2020	2019	2020
Opening balance	\$1,254	\$-	\$1,988	\$729
Contingent consideration payable in connection with acquisitions	-	-	33,285	-
Payments	(572)	-	(41,472)	(818)
Purchase price adjustments	7	-	6,761	-
Finance cost	57	-	175	94
Effect of exchange fluctuations	4	-	13	(5)
Closing balance	\$750	\$-	\$750	\$-

The following table provides a roll-forward of the Other investments categorized as level 3 in the fair value hierarchy for the three and nine months period ended December 31, 2019 and 2020.

	Three months ended December 31,		Nine months ended December 31,	
	2019	2020	2019	2020
Opening balance	\$4,805	\$5,417	\$7,217	\$5,145
Additional investments	-	200	2,080	300
Unrealized gain (loss) on fair value changes	-	-	-	-
Provision for impairment of other investments	-	-	(4,135)	-
Effect of exchange fluctuations	316	291	(41)	463
Closing balance	\$5,121	\$5,908	\$5,121	\$5,908

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Valuation Methodologies

Quoted market prices in active markets are available for investments in securities and, as such, these investments are classified within Level 1.

Investments: The Group investments consist primarily of investment in debt linked mutual funds. Fair values of investment securities classified as available-for-sale are determined using quoted prices for identical assets or liabilities in active markets and are classified as Level 1. Fair value of corporate debt securities, term deposits with banks and corporations is determined using observable markets' inputs and is classified as Level 2.

Other investments : The investment in unquoted equity securities are measured at fair value with changes recognised in net income and other investments in equity securities that do not have readily determinable fair values will be measured at cost, less any impairment, plus or minus changes resulting from observable price changes in orderly transactions. The re-measurement is calculated using unobservable inputs based on the Group's own assessment of third party valuations and respective company's financial performance, and is classified as Level 3.

Derivative financial instruments: The Group's derivative financial instruments consist of foreign currency forward exchange contracts, options and interest rate swaps. Fair values for derivative financial instruments are based on counter party and broker quotations and are classified as Level 2. See note 10 for further details on Derivative financial instruments.

Fair value of contingent consideration: The fair value measurement of contingent consideration is determined using Level 3 inputs. The Group's contingent consideration represents a component of the total purchase consideration for its acquisitions. The measurement is calculated using unobservable inputs based on the Company's own assessment of achievement of certain performance goals.

The fair value of the Group's current assets and current liabilities including short term deposits with Banks, corporations, and short term loans approximate their carrying values because of their short-term maturity.

Certain assets are measured at fair value on a non-recurring basis and therefore are not included in the recurring fair value table above. The assets and liabilities consist primarily of long term debt and other non financial assets such as goodwill and intangible assets. Goodwill and intangible assets are measured at fair value initially and subsequently when there is an indicator of impairment, and an impairment is recognized.

Impact of COVID-19 (Global pandemic)

Assets measured using level 1 inputs primarily include investment securities in liquid debt funds and the fair value being marked to an active market factors the impact of COVID-19, and we do not expect material volatility in these financial assets.

Assets and liabilities measured using level 2 inputs which include investment in debt securities and derivative financial instruments, and financial assets measured at amortised cost which include cash and cash equivalents and deposits with banks and corporations, have been assessed basis counterparty credit risk.

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25. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table summarizes the changes in the accumulated balances for each component of accumulated other comprehensive income attributable to HCL Technologies limited.

	Three months ended December 31		Nine months ended December 31	
	2019	2020	2019	2020
Unrealized gain on securities available for sale:				
Opening balance (net of tax)	\$1,641	\$4,251	\$902	\$1,615
Unrealized gains	553	4,639	8,518	15,111
Reclassification adjustments into other (income) expenses, net	(1,392)	(383)	(8,190)	(6,737)
Income tax benefit (expense)	209	(1,520)	(230)	(2,982)
Effect of exchange fluctuations	(33)	(8)	(22)	(28)
Closing balance (net of tax)	<u>\$978</u>	<u>\$6,979</u>	<u>\$978</u>	<u>\$6,979</u>
Unrealized gain (loss) on cash flow hedges:				
Opening balance (net of tax)	\$14,566	\$3,468	\$24,710	(\$40,545)
Unrealized gain (loss)	(3,450)	3,096	(5,313)	52,993
Reclassification adjustments into other (income) expenses, net	(5,326)	2,269	(15,130)	6,036
Income tax benefit (expense)	1,559	(3,596)	3,816	(12,164)
Effect of exchange fluctuations	(210)	(415)	(944)	(1,498)
Closing balance (net of tax)	<u>\$7,139</u>	<u>\$4,822</u>	<u>\$7,139</u>	<u>\$4,822</u>
Actuarial gain (loss) on defined benefit plan:				
Opening balance (net of tax)	\$7,360	(\$6,310)	\$7,431	(\$2,626)
Actuarial gains (losses)	-	(62)	-	(4,577)
Reclassification adjustments into employee benefit expenses*	-	18	-	57
Income tax benefit (expense)	(10)	1,016	126	1,877
Effect of exchange fluctuations	(52)	(25)	(259)	(94)
Closing balance (net of tax)	<u>\$7,298</u>	<u>(\$5,363)</u>	<u>\$7,298</u>	<u>(\$5,363)</u>
Foreign currency translation:				
Opening balance	(\$1,060,383)	(\$1,198,259)	(\$920,408)	(\$1,385,138)
Foreign currency translation	6,458	127,457	(133,517)	314,336
Closing balance	<u>(\$1,053,925)</u>	<u>(\$1,070,802)</u>	<u>(\$1,053,925)</u>	<u>(\$1,070,802)</u>

* Reclassification into employee benefit expenses are recognized in cost of revenues, research and development expenses and selling, general and administrative expenses

HCL Technologies Limited and Subsidiaries
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(Unaudited)

(Amount in thousands, except per share data and as stated otherwise)

26. COMPONENTS OF ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The components of accumulated other comprehensive loss at March 31, 2020 and December 31, 2020 are as follows:

	<u>March 31, 2020</u>	<u>December 31, 2020</u>
Unrealized gain on securities available for sale	\$1,615	\$6,979
Unrealized gain (loss) on cash flow hedges	(40,545)	4,822
Unrealized gain on defined benefit plan	(2,626)	(5,363)
Foreign currency translation	(1,385,138)	(1,070,802)
	<u>(\$1,426,694)</u>	<u>(\$1,064,364)</u>

27. SUBSEQUENT EVENTS

- a) On January 15, 2021, the Group announced an interim dividend of ₹ 4 per share amounting to \$148,552 (₹ 10,855 million).
- b) On September 21, 2020, the Group had announced its intent to acquire, through a wholly owned subsidiary, 100% stake in DWS Limited, a leading Australian IT, business and management consulting group for \$122,294 (AUD 158.20 million) payable in cash.

The suite of solutions provided by DWS covers, but not limited to, Digital Transformation, IT, Business and Management Consulting services, Data and Business Analytics, and Robotic Process Automation services. The acquisition is a step towards enhancing the Group's presence in the Australia and New Zealand region. The acquisition also helps the Group expand its coverage of clients and use the acquired customer base to offer its expanded portfolio of services.

The acquisition has been consummated on January 05, 2021.

- c) The Group has evaluated all the subsequent events through January 15, 2021, which is the date on which these financial statements were issued, and no events have occurred from the balance sheet date through that date except for matters that have already been considered in the condensed consolidated financial statements.