



Registered Office Address: Mindtree Ltd.
Global Village, RVCE Post, Mysore Road,
Bengaluru-560059, Karnataka, India.
Corporate Identity Number (CIN): L72200KA1999PLC025564
E-mail: info@mindtree.com

Ref: MT/STAT/CS/15-16/110

October 20, 2015

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra East,
Mumbai 400 051

Dear Sirs,

Ref: Application under Clause 24(f) of the Listing Agreement

Sub: Composite Scheme of Amalgamation of Discoverture Solutions LLC. (Transferor Company 1) and Relational Solutions Inc. (Transferor Company 2) with Mindtree Limited (Transferee Company)

Dear Sir,

We refer to the above subject and in terms of Clause 24(f) of the Listing Agreement, we would like to bring to your kind notice that the Board of Directors of Mindtree Limited (Transferee Company) at their meeting held on Oct 15, 2015 has approved the Composite scheme of Amalgamation of Discoverture Solutions LLC ("Transferor Company 1) and Relational Solutions Inc.(Transferor Company 2), the wholly owned subsidiaries with Mindtree Limited (Transferee Company), the holding Company.

As required we herewith submit 2 sets of required documents as per the checklist enclosed. We further enclose herewith cheque bearing number 249648 for an amount of Rs.104,000/- (Rupees One lakh and four thousand only) dated Oct 20, 2015 drawn on HSBC, M G Road, Bangalore (Net amount after the deduction of applicable TDS)

We request you to take the above document on record and grant us the approval at the earliest.

Thanking you,
Yours sincerely,

for Mindtree Limited

Vedavalli S
Company Secretary



Mindtree

Welcome to possible

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**List of details/ documents required for grant of approval under Clause 24(f)
of the Listing Agreement
(Amalgamation)**



Sr. No.	List of Documents/ details to be submitted	Yes/No/Not Applicable	Page Numbers
1	Certified true copy of Scheme/ Petition proposed to be filed before any Court or Tribunal under sections 391, 394 and 101 of the Companies Act, 1956.	Yes. Annexure A	4-23
2	Valuation Report from Independent Chartered Accountant, if any (Certified true copy).	Yes Annexure B1	24
3	Report from the Audit Committee recommending the Draft Scheme, taking into consideration, inter alia, the Valuation Report issued by Independent Chartered Accountant.	Yes Annexure B2	25-27
4	Fairness opinion by merchant banker, if any.	Yes Annexure C	28-34
5	Shareholding pattern in accordance with Clause 35 of the Listing agreement - for pre and post scheme of arrangement of the Companies.	Yes Annexure D1- Transferee Company Annexure D2 - Transferor Company 1 Annexure D3 - Transferor Company 2	35-41 42 43
6	Audited financials of last 3 years	Yes Annexure E1 - Transferee audited financials as of Mar 31, 2013 Annexure E2- Transferee audited financials as of Mar 31, 2014 Annexure E3 - Transferee audited financials as of Mar 31, 2015 Annexure E4 - Transferee audited financials as of June 30, 2015 Annexure E5- Audited financials of Transferor 1 for the two months ended Mar 31 2015. Audited financials are not required to be prepared in the country of incorporation and hence the same was not prepared by the transferor company 1 before the acquisition. Annexure E6 - Unaudited financials of Transferor 2 for the period Jan 01, 2014 to Mar 31, 2015 prepared at the time of acquiring Transferor 2 .Audited financials are not required to be prepared in the country of incorporation and hence the same was not prepared by the transferor company 2 before the acquisition.	44-94 95-147 148-201 202-247 248-263 264-271
7	Certificate from Auditors to the effect that the accounting treatment contained in the scheme is in compliance with all the applicable Accounting Standards specified by the Central Government in Section 133 of the Companies Act, 2013*.	Yes Annexure F	272

Y10



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8	Certificate from Statutory Auditors / Practicing Chartered Accountants / Practicing Company Secretary for Networth (Networth = Equity Share Capital + Free Reserves** - Miscellaneous Expenditure written off, along with the detailed working) of the Company pre and post Scheme under Sections 101, 391 and 394 of the Companies Act, 1956.	Yes Annexure G	273-274
9	Board resolution approving the scheme of arrangement.	Yes Transferee Company - Annexure H1 Transferor Company 1 - Not applicable as it is a LLC and there is no Board Transferor Company 2 - Annexure H2	275-278
10	Confirmation from the Company regarding the following:		
a)	Undertaking in accordance with Clause 24(g) of Listing Agreement i.e. scheme of amalgamation / arrangement to be presented to any Court or Tribunal does not in any way violate, override or circumscribe the provisions of securities laws or the stock exchange requirements.	Yes Annexure I	279
b)	Undertaking that the Company is in Compliance with Clause 49 of the Listing Agreement	Yes Annexure J	280-283
c)	Rational behind the scheme of arrangement.	Yes Annexure K	284-285
d)	Brief details about the business of the Companies.	Yes Annexure L	286
11	Website link of the Company where the draft Scheme and other required documents shall be uploaded (Also submit soft copy of the documents)	http://www.mindtree.com/about-us/investors	
12	Complaints Report as per Annexure I (To be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme).	The details shall be submitted within 7 days from the expiry of 21 days	
13	Others a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Para 5.16(a).	Annexure M	287-289

Date	20-Oct-15
Place	Bangalore
Authorised Signatory and Stamp of the company	
Name	Vedavalli S
Designation	Company Secretary

* Provided that in case of Companies where the respective sectoral regulatory authorities have prescribed norms for

** Free Reserves to be considered as per Section 2(43) of the Companies Act, 2013.

Mindtree Ltd.
Global Village
RVCE Post, Mysore Road
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Annexure - A

COMPOSITE SCHEME OF AMALGAMATION
OF

MINDTREE LIMITED
AND
DISCOVERTURE SOLUTIONS L.L.C.
AND
RELATIONAL SOLUTIONS INC

PART I

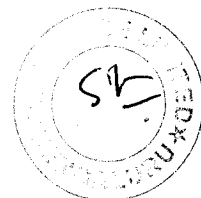
PRELIMINARY

- A. This Composite Scheme of Amalgamation provides for the amalgamation of (i) Discoverture Solutions L.L.C., having its registered office at 16100 North 71st Street, suite 250, Scottsdale, Arizona 85254 (i.e. the "Transferor Company 1") and (ii) Relational Solutions Inc, having its registered office at Great Northern Corp Centre III, 25050 Country club Blvd, Suite 105, North Olmsted, Ohio 44070, (i.e. the "Transferor Company 2") with Mindtree Limited, having its registered office at Global Village, RVCE Post, Mysore Road, Bangalore 560 059 (i.e. the "Transferee Company") pursuant to the relevant provisions of the Companies Act, 1956.
- B. Transferor Company 1 and Transferor Company 2 (jointly referred to as the "Transferor Companies") are wholly owned subsidiaries of the Transferee Company.
- C. The Transferor Company 1 was incorporated on October 1, 2002, as per the provisions of the Arizona Limited Liability Company Act, 1992, ("ALLC Act"), Arizona Revised Statutes, Title 29, and Chapter 4. The Transferor Company 1 is involved in the business of providing technology services for property and casualty insurance and healthcare industries.
- D. The Transferor Company 2 was incorporated on January 22, 1996, as per the provisions of the General Corporation Law of the State of Ohio, Sections 1701.01 to 1701.99 of the Ohio Revised Code ("ORC"). The Transferor Company 2 is involved in the business of providing technology services for consumer products and goods industries.
- E. The Transferee Company was incorporated as a private company on August 5, 1999, under the name MindTree Consulting Private Limited as per the provisions of the Companies Act, 1956. Subsequently, MindTree Consulting Private Limited ceased to be a private company and the name of the Transferee Company was changed to MindTree Consulting Limited on November 6, 2006. Subsequently on March 28, 2008, the name of the Transferee Company was changed from MindTree

For Mindtree Limited

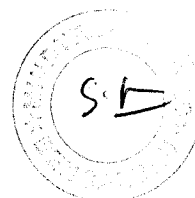
Vedant

Company Secretary



Consulting Limited to Mindtree Limited. The Transferee Company is involved in the business of software and technology related services, product development services, information management services etc.

- F. The merger of the Transferor Companies under this Scheme of Amalgamation will be effected as a Scheme under the provisions of the other Applicable Laws and under Sections 391 to 394 of the Companies Act, 1956.
- G. Under the laws of the States of Arizona, this transaction will be characterised as a merger of a Arizona Limited Liability Company with and into a foreign company, with the survivor being a foreign company, pursuant to the Arizona Entity Restructuring Act ("AER Act"), Title 29, Chapter 6 of the Arizona Revised Statutes, and specifically Article 2 of said Chapter, Arizona Revised Statutes §29-2201 et. seq.
- H. Under the laws of the State of Ohio, this transaction will be characterised as a merger of a domestic corporation with and into a foreign parent corporation, with the survivor being a foreign company, pursuant to the Ohio Revised Code Section 1701.80.
- I. By this Scheme of Amalgamation it is proposed to amalgamate the Transferor Companies with the Transferee Company, for the purposes of better, efficient and economical management, control and running of the businesses, and for further development and growth of the business of the Transferee Company and for administrative convenience. The proposed amalgamation between the Transferor Companies and the Transferee Company shall result in the following, benefits, amongst others, to both companies, their respective members and creditors.
 - (i) The amalgamation will enable the Transferee Company to integrate its business operations and provide significant impetus to the growth of the Transferee Company. The consolidation of the activities by way of an amalgamation will lead to synergies of operations and a stronger and wider capital and financial base for future growth/expansion. The combined entity will have a bigger portfolio of services targeted at a wider array of customers, which will strengthen its competitive position in providing IT services /software & technology related services markets This will also enable the Transferee Company to address newer solutions and services to its customers and to transferor's customers and enhance its marketing capabilities.
 - (ii) The amalgamation will result in economy of scales and reduction in overheads, administrative, managerial and other expenditure, operational rationalisation, organisational efficiency, and optimal utilisation of various resources.



- (iii) The managerial expertise of the Transferor Companies will contribute to the strength of the Transferee Company. Consequently, the Transferee Company will offer a strong financial structure to all creditors including the creditors of the Transferor Companies, facilitate resource mobilisation and achieve better cash flows. This would contribute substantially towards enhancement of shareholder's value of the Transferee Company.
- (iv) Duplication of administrative functions will be eliminated together with the multiple record - keeping resulting in reduced expenditure.
- (v) This amalgamation will result in a significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company.
- (vi) The banks, creditors and institutions, if any, are not affected by the proposed amalgamation as their security is maintained.
- (vii) There shall be impetus and increase in the area of sales, network of the Transferee Company apart from reduction in costs.
- (viii) The amalgamation shall result in the combination of manpower of both the companies and a single management structure for the companies.
- (ix) The combined managerial and technical expertise would enable the Transferee Company to develop a business model that would be competitive and cogent.

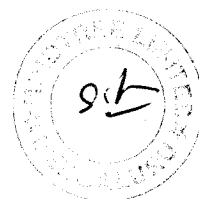
PART II

IN CONSIDERATION OF THE RECIPROCAL PROMISES, THIS SCHEME BETWEEN THE TRANSFEROR COMPANIES AND THE TRANSFEE COMPANY AND THEIR RESPECTIVE SHAREHOLDERS, CREDITORS (SECURED AND UNSECURED) IS BEING PROPOSED IN ACCORDANCE WITH THE TERMS SET OUT HEREUNDER:

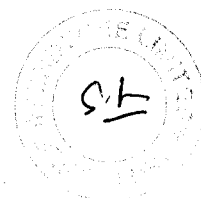
1. DEFINITIONS AND INTERPRETATIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meaning:

- 1.1** "Act" means the Companies Act, 1956, as may be applicable, including any statutory modifications, re-enactments or amendments thereto and shall include the relevant and corresponding sections under the Companies Act, 2013, as and when the same are made applicable before the Effective date of the Scheme.
- 1.2** "AER Act" shall mean Arizona Entity Restructuring Act, A.R.S. §29-2201 et seq.



- 1.3 "ALLC Act" shall mean Arizona Limited Liability Company Act, A.R.S. §29-601 et seq.
- 1.4 "A.R.S." means Arizona Revised Statutes.
- 1.5 "Appropriate Authorities" means any governmental, statutory, regulatory, department or public body or authority of the relevant jurisdiction, including, if applicable, Securities and Exchange Board of India, stock exchanges, Registrar of Companies, Courts and other regulatory authorities of the State of Arizona, United States of America, the State of Ohio, United States of America and India in each case.
- 1.6 "Appointed Date" means April 1, 2015.
- 1.7 "Applicable Laws" shall include all applicable:
- (i) statutes, enactments, acts of legislature or parliament, laws, ordinances, rules, bye-laws, regulations, listing agreements, notifications, guidelines or policies of any applicable country and/or jurisdiction; and
 - (ii) judicial, quasi-judicial and/or administrative decisions, interpretations, directions, directives, licenses, permits, judgments, writs, injunctions, arbitral awards, decrees, orders, terms and conditions of governmental or regulatory approvals or agreements with any governmental or regulatory authority.
- 1.8 "Effective Date" means last of the dates specified in Clause 13 of this Scheme.
- 1.9 "ORC" means Ohio Revised Code.
- 1.10 "Order" means the order of the High Court of Karnataka, sanctioning the Composite Scheme of Amalgamation.
- 1.11 "Scheme" or "The Scheme" means this Composite Scheme of Amalgamation in its present form as approved by the Board of Directors of the Transferor Companies and Transferee Company subject to such modification(s) made under Clause 12 of this Scheme as the High Court of Karnataka may impose on the Transferee Company and such modifications which the Transferor Companies may deem necessary subject to the approval of the same by the High Court of Karnataka.
- 1.12 "Transferee Company" means Mindtree Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Global Village, RVCE Post, Mysore Road, Bangalore 560 059.
- 1.13 "Transferor Company 1" means Discoverture Solutions L.L.C., an Arizona limited liability company incorporated in the State of Arizona, United States of



America, under the Arizona Limited Liability Company Act, Arizona Revised Statutes, Title 29, Chapter 4 and having its place of business at 16100 North 71st Street, suite 250, Scottsdale, Arizona 85254.

1.14 “**Transferor Company 2**” means Relational Solutions Inc, incorporated as per the provisions of the General Corporation Law of the State of Ohio, Sections 1701.01 to 1701.99 of the ORC and having its place of business at Great Northern Corp Centre III, 25050 Country club Blvd, Suite 105, North Olmsted, Ohio 44070.

1.15 “**Undertaking of the Transferor Companies**” means the business of the Transferor Companies and includes:

- (a) all the assets of the Transferor Companies as on the Appointed Date;
- (b) all liabilities of the Transferor Companies as on the Appointed Date;

Without prejudice to the generality of the above, the Undertaking of the Transferor Companies shall include all rights, privileges, powers and authorities and all property, movable or immovable, real or personal, corporeal or incorporeal of whatsoever nature, in possession or reversion, present or contingent of whatever nature and where so ever situated in the United States of America or overseas, and where so ever situate belonging to or in the ownership, power or possession and/or in the control of or vested in or granted in favour of or enjoyed by the Transferor Companies including in particular, but without being limited to fixed assets, capital work-in-progress, current assets, debts, receivables, investments, software, technologies, belonging to or in the ownership, power or possession and/or in the control of or vested in or granted in favour of or enjoyed by the Transferor Companies, powers, authorities, allotments, approvals, permissions, licenses, consents, exemptions, registrations, statutory licences, no-objection certificates and certifications, contracts, engagements, arrangements, rights, title, interest, quotas, benefits and advantages of whatsoever nature and where so ever situated, liberties, easements, advantages, exemptions, benefits, leases, leasehold rights, licences, tenancy rights, quota rights, permits, approvals, authorisations, right to use and avail of telephones, telexes, facsimile connections & installations, utilities, electricity, power lines, communication lines and other services, reserves, deposits, provisions, funds, benefits of all agreements, subsidies, grants, sales-tax, turnover tax, excise, permits, quotas, rights, entitlements, tenancies, roof rights, brand, all copyrights, trademarks, service marks, know-how, technical know-how, trade names, descriptions, trading style, franchise, labels, label, designs, colour schemes, utility models, holograms, bar codes, designs, patents, copyrights, and other industrial or intellectual property rights of any nature whatsoever and licences in respect thereof, privileges and any rights, title or interest in intellectual property rights, benefits of contracts, agreements and all other rights including lease rights, licenses including those relating to trademarks, or service marks, powers and facilities of every kind, nature and description whatsoever of the Transferor Companies or to which the Transferor Companies is entitled and all the debts, liabilities including contingent liabilities, duties, responsibilities and obligations of



Transferor Companies on the Appointed Date and all other obligations of whatsoever kind including liabilities for payment of gratuity, pension benefits, provident fund or compensation in the event of retrenchment and all other interests arising to the Transferor Companies and any accretions or additions thereto after the Appointed Date.

- 1.16 Reference in the Scheme to “upon the Scheme becoming effective” or “effectiveness of the Scheme” shall mean the Effective Date.

2. SHARE CAPITAL

- 2.1 The share capital of the Transferee Company as on September 30, 2015 is as under:

Particulars	Amount in Rs.
Authorised Share Capital	
80,00,00,000 Equity Shares of Rs. 10 each/-	800,00,00,000/-
Issued , Subscribed and Paid up Share Capital	
8,38,35,626 Equity Shares of Rs. 10 each/-	83,83,56,260/-

- 2.2 The Transferee Company is the sole member of the Transferor Company 1 and owns 100% membership interests in the Transferor Company 1.

- 2.3 The share capital of the Transferor Company 2 as on September 30, 2015 is as under:

Particulars	Amount in USD
Authorised Share Capital	
1000 Shares of Common Stock	500
Issued , Subscribed and Paid up Share Capital	
1000 Shares of Common Stock	500

- 2.4 The Transferee Company is the sole shareholder of the Transferor Company 2. The Transferee Company holds 1000 Shares of Common stock representing the 100% of the shareholding of the Transferor Company 2.

3. AMALGAMATION OF COMPANIES

3.1 TRANSFER AND VESTING OF ASSETS

- 3.1.1 Upon coming into effect of this Scheme and with effect from the Appointed Date and subject to the provisions of this Scheme including in relation to the mode of transfer and vesting, all of the assets, both movable and immovable, tangible and intangible, investments, rights, title and interests comprised in the Undertaking of Transferor Companies shall pursuant to Section 394 of the Companies Act, 1956 and without any further act or deed be transferred to and vested in the Transferee



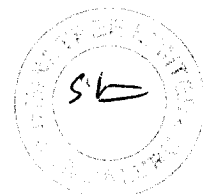
Company so as to become as and from the Appointed Date, the estate, assets, rights, title and interest of the Transferee Company.

3.1.2 The mode of vesting of assets referred to in Clause 3.1.1 is as under:

3.1.2.1 In respect of such of the said assets as are movable in nature including investments or are otherwise capable of transfer by manual delivery and/or by endorsement and delivery, the same shall be so transferred by the Transferor Companies to the Transferee Company in pursuance of the provisions of this Scheme, Section 394 of the Companies Act, 1956, this Scheme, provisions of A.R.S. §29-2206.A.3 in relation to Transferor Company 1 and provisions of ORC Section 1701.82(A)(3) in relation to Transferor Company 2 and other Applicable Laws, without requiring any deed or instrument of conveyance for the same and upon such transfer the same shall become the property, estate, assets, rights, title interest and authorities of the Transferee Company.

3.1.2.2 In respect of such of the said assets of the Transferor Companies other than those referred to in Clause 3.1.2.1 above including the immovable assets, the same shall, without any further act, instrument or deed, be and stand transferred to and vested in and/or deemed to be transferred to and vested in the Transferee Company with effect from the Appointed Date pursuant to the provisions of Section 394 of the Companies Act, 1956 and the concerned authorities having jurisdiction over the assets shall endorse and record the name of Transferee Company in its record so as to facilitate the implementation of the Scheme and vesting of the Undertaking of the Transferor Companies in the Transferee Company without hindrance from the Appointed Date. For the avoidance of doubt, it is hereby clarified that all the rights, title and interest of the Transferor Company in any leasehold properties shall pursuant to Section 394 of the Companies Act, 1956 and the provisions of this Scheme and provisions of A.R.S. §29-2206.A.3 in relation to Transferor Company 1 and provisions of ORC Section 1701.82(A)(3) in relation to Transferor Company 2 and other Applicable Laws, without any further act or deed, be and stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Transferee Company so as to become as and from the Appointed Date, the right, title and interest of the Transferee Company.

3.1.2.3 In respect of movable assets, other than those specified in Clause 3.1.2.1 above, including all businesses through /with existing sub-brokers / authorised persons /clients and related rights & obligations, undertakings / records / know your customer documents, sundry debtors, outstanding loans, advances recoverable in cash or in kind or for value to be received, bank balances, cash balances and deposits with Government, Semi Government, local and other authorities, bodies and customers, etc., the same shall be so transferred by the Transferor Companies, and shall become



the property of the Transferee Company in pursuance of the provisions of Section 394 of the Companies Act, 1956 and provisions of A.R.S. §29-2206.A.3 in relation to Transferor Company 1 and provisions of ORC Section 1701.82(A)(3) in relation to Transferor Company 2 and other Applicable Laws without requiring any deed or instrument of conveyance for the same and further it shall not be necessary to obtain the consent of any third party or other person, who is a party to any contract or arrangement by virtue of which such debts, loans, advances or deposits have arisen in order to give effect to the provisions of this Clause. The Transferee Company may, if required, give notice in such form as it may deem fit and proper to such person, debtor or deposittee that pursuant to the High Court of Karnataka having sanctioned the Scheme, the said person, debtor or deposittee should pay the debt, loan or advance or make good the same or hold the same to its account and that the right of the Transferee Company to recover or realise the same is in substitution of the right of the Transferor Companies. The Transferee Company shall under the provisions of the Scheme be deemed to be authorised to execute any such writings on behalf of the Transferor Companies and to implement or carry out all such formalities or compliances referred to above on the part of the Transferor Companies to be carried out or performed.

3.1.2.4 All patents, copyrights, designs, trademarks, service marks, know-how, technical know-how, trade names, descriptions, trading style, franchise, labels, label designs, colour schemes, utility models, holograms, bar codes, patents, copyrights, and other industrial or intellectual property rights of any nature whatsoever and licenses, privileges in respect thereof, of every kind, nature and description whatsoever of the Transferor Companies or to which the Transferor Companies is entitled or which may accrue to the Transferor Companies shall, pursuant to the provisions of Section 394 of the Companies Act, 1956 and provisions of A.R.S. §29-2206.A.3 in relation to Transferor Company 1 and provisions of ORC Section 1701.82(A)(3) in relation to Transferor Company 2 and other Applicable Laws without any further act, instrument or deed, be and stand transferred to and vested in and or be deemed to have been transferred to and vested in and be available to the Transferee Company so as to become as and from the Appointed Date, all the patents, copyrights, designs, trademarks, service marks, know-how, technical know-how, trade names, descriptions, trading style, franchise, labels, label designs, colour schemes, utility models, holograms, bar codes, patents, copyrights, and industrial or intellectual property rights, licenses and privileges of the Transferee Company and shall remain valid, effective and enforceable by the Transferee Company on the same terms and conditions.

3.1.2.5 All the licenses, permits, quotas, approvals, permissions, incentives, sales tax deferrals, loans, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, rehabilitation schemes, special status and other



benefits or privileges enjoyed or conferred upon or held or availed of by and all rights and benefits that have accrued, which may accrue to the Transferor Companies shall, pursuant to the provisions of Section 394 of the Companies Act, 1956 and provisions of A.R.S. §29-2206.A.3 in relation to Transferor Company 1 and provisions of ORC Section 1701.82(A)(3) in relation to Transferor Company 2 and other Applicable Laws without any further act, instrument or deed, be and stand transferred to and vested in and or be deemed to have been transferred to and vested in and be available to the Transferee Company so as to become as and from the Appointed Date the licenses, permits, quotas, approvals, permissions, incentives, sales tax deferrals, loans, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, rehabilitation schemes, special status and other benefits or privileges of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions to the extent permissible under law.

- 3.1.2.6 Upon the coming into effect of this Scheme, and subject to the provisions of this Scheme and receipt of third party consents if necessary, all contracts, deeds, bonds, agreements, arrangements including but not limited to all direct and indirect tax exemptions and/or deferral benefits and/or any other direct or indirect tax benefits and all other instruments of whatsoever nature to which the Transferor Companies are parties or to the benefit of which Transferor Companies may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall remain in full force and effect against or in favour of the Transferee Company as the case may be and may be enforced as fully and effectually as if, instead of Transferor Companies, the Transferee Company had been a party or beneficiary or obligee thereto. The Transferee Company shall, wherever and if necessary, enter into and/or issue and/or execute deeds, writings or confirmations, enter into any tripartite arrangements, confirmations or novations to which Transferor Companies will also be a party in order to give formal effect to the provisions of this clause. Similarly, the exemption privilege and benefits under direct and indirect taxes availed/ enjoyed currently by the Transferor Companies shall continue to be available in the hands of the Transferee Company unhindered even after/upon coming into effect of this Scheme.
- 3.1.2.7 All the profits or incomes accruing or arising to the Transferor Companies, or expenditure or losses arising or incurred (including the effect of taxes, if any, thereon) by the Transferor Companies shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes or expenditure or losses or taxes of the Transferee Company, as the case may be.
- 3.1.3 It is clarified that all assets and receivables whether contingent or otherwise of the Transferor Companies as on start of business on the Appointed Date whether provided for or not, in the books of accounts and all other assets or receivables which may accrue or arise on or after the Appointed Date but which relate to the



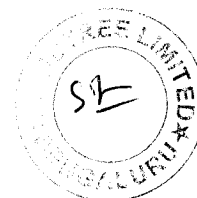
period up to the Appointed Date shall be the assets and receivables or otherwise as the case may be of the Transferee Company.

- 3.1.4 The aforesaid transfer/vesting, shall be, subject to the existing validly created charge/mortgage/hypothecation over the said assets or any part of it, provided however, that any reference in any security documents to which the Transferor Companies are parties, to such assets of the Transferor Companies, offered or agreed to be offered as security for any financial assistance both availed and to be availed up to any limit for which sanctions have already been obtained by the Transferor Companies or obligations to the secured creditors of the Transferor Companies shall be construed as references only to the assets pertaining to the Transferor Companies as are vested in the Transferee Company by virtue of the aforesaid Clause 3.1.1 of the Scheme to the end and intent that such security, mortgage and/or charge shall not extend or deemed to extend to any of the assets or to any of the other units or divisions or undertakings of the Transferee Company, unless specifically and in writing agreed to by the Transferee Company with such secured creditors and subject to the consents and approvals of the existing secured creditors of the Transferee Company with such secured creditors and subject to the consents and approvals of the existing secured creditors of the Transferee Company either on *pari passu* basis or otherwise, as may be agreed to by the Transferee Company and the secured creditors. The secured creditors of the Transferee Company shall continue to have a charge over the assets of the Transferee Company and such charge shall not extend to the assets of the Transferor Companies, transferred to the Transferee Company pursuant to the Scheme. In respect of the floating charges created by the Transferor Companies in favour of its lenders for all the movable assets, documents of title to goods, receivables, claims and other current assets that are acquired by the Transferor Companies from the Appointed Date till the Effective Date shall be deemed to be the security and shall be available as security for the loans, cash credits and other working capital facilities, both fund based and non-fund based, which were sanctioned by the lenders of the Transferor Companies, either utilised fully or partly or unutilised by the Transferor Companies, subject to the limits sanctioned by the lenders.

3.2 TRANSFER OF LIABILITIES

Upon coming into effect of the Scheme and with effect from the Appointed Date:

- 3.2.1 All secured and unsecured debts, (whether in Rupees or in foreign currency) all liabilities, duties and obligations of the Transferor Companies (hereinafter referred to as the "said Liabilities") shall also be and stand transferred or be deemed to be and stand transferred, without any further act, instrument or deed, to the Transferee Company, pursuant to the provisions of Section 394 of the Companies Act, 1956 and provisions of A.R.S. §29-2206.A.3 in relation to Transferor Company 1 and provisions of ORC Section 1701.82(A)(3) in relation to Transferor Company 2 and other Applicable Laws so as to become as and from the Appointed Date the debts, liabilities, duties and obligations of the Transferee Company such that it shall not



be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this clause. Provided always that nothing in this clause shall or is intended to enlarge the security for any loan, deposit or other indebtedness created by the Transferor Companies prior to the Appointed Date which shall be transferred to and be vested in the Transferee Company by virtue of the amalgamation and the Transferee Company shall not be required or obliged in any manner to create any further or additional security thereof after the Appointed Date or otherwise. The Transferee Company may, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, execute deeds of confirmation in favour of the creditors of the Transferor Companies or in favour of any other party to any contract or arrangement to which the Transferor Companies were parties or any writings, as may be necessary, in order to give formal effect to the above provisions. The Transferee Company shall under the provisions of the Scheme be deemed to be authorised to execute any such writings on behalf of the Transferor Companies and to implement or carry out all such formalities or compliances referred to above on the part of the Transferor Companies to be carried out or performed.

- 3.2.2 Any loans or other obligations due between or amongst the Transferor Companies and the Transferee Company shall stand discharged and there shall be no liability or debt in that behalf. It is clarified that all debts, liabilities, duties, responsibilities and obligations of the Transferor Companies as on start of business on the Appointed Date whether provided for or not in the books of accounts and all other liabilities etc which may accrue or arise on or after the Appointed Date but which relates to the period up to the Appointed Date shall be the debts, liabilities, duties and obligations of the Transferee Company.
- 3.2.3 All the loans advanced and other facilities sanctioned to the Transferor Companies by its bankers/financial institutions prior to the Appointed Date which are partly drawn/utilised shall be deemed to be the loans/advances sanctioned to the Transferee Company and the said loans and advances shall be drawn/utilised either partly or fully by the Transferor Companies from the Appointed Date till the Effective Date and all the loans/advances and/or other facilities so drawn by the Transferor Companies shall on the Effective Date be treated as the advances and loans made available to the Transferee Company and any balance in the said accounts shall be transferred to the Transferee Company and all the obligations of the Transferor Companies under any loan agreement shall be construed as and shall become the obligation of the Transferee Company without any further act or deed on the part of the Transferee Company.
- 3.2.4 The Transferee Company may at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any Applicable Law or otherwise, execute deeds of confirmation, in favour of the secured creditors of the Transferor Companies or in favour of any other party to



any contract or arrangement to which they are a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall under the provisions of the Scheme be deemed to be authorised to execute any such writings on behalf of the Transferor Companies and to implement or carry out all such formalities or compliance referred to above on their part to be carried out or performed.

- 3.2.5 It is hereby clarified that merely the increase in the size and turnover of the Transferee Company subsequent to this Scheme shall not have the effect of increasing any liability or penalty on the Transferee Company for any matters that arise prior to the Appointed Date.
- 3.2.6 Upon coming into effect of the Scheme, benefits of all taxes paid including any advance tax and tax deductions right to carry forward and set off unabsorbed losses, unused tax credits, tax deductions and depreciation by the Transferor Companies from the Appointed Date, regardless of the period to which they relate, shall be deemed to be paid for and on behalf of and to the credit of the Transferee Company as effectively as if the Transferee Company has paid or incurred the same and shall be deemed to be the rights/claims of the Transferee Company.
- 3.2.7 The existing social security or labour welfare schemes, and pension and / or superannuation fund or trusts created by the Transferor Companies or any other special funds created or existing for the benefit of the employees of the Transferor Companies shall at an appropriate stage be transferred to the relevant funds of the Transferee Company and till such time shall be maintained separately.
- 3.2.8 The Transferee Company, if necessary shall take steps for suitable alterations in the Memorandum of Association and Articles of Association so as to enable it to implement this Scheme as may be required.

3.3 CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS.

Subject to the other provisions contained in the Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature to which the Transferor Companies is a party subsisting or having effect immediately before the amalgamation, shall be, in full force and effect, against or in favour of the Transferee Company, as the case may be, and may be enforced as fully and effectively as if instead of the Transferor Companies, the Transferee Company had been a party thereto. The Transferee Company shall enter into and/or issue and/or execute deeds, writings or confirmation or enter into any tripartite arrangement, confirmations or novations to which the Transferor Companies will, if necessary, also be party in order to give formal effect to the provisions of this clause, if so required or it becomes necessary.

3.4 TREATMENT OF TAXES PAID BY THE TRANSFEROR COMPANIES:



All taxes, levies, cess etc. (whether direct or indirect) that might have been paid by the Transferor Companies (whether before the Appointed Date or after the Appointed Date) during the period when the merger has not become effective for any tax liability that arises after the Appointed Date shall be deemed to be tax paid by the Transferee Company and credit in respect thereof shall be given to the Transferee Company accordingly.

3.5 TREATMENT OF SCHEME FOR THE PURPOSES OF THE INCOME TAX ACT, 1961

- 3.5.1 This Scheme has been drawn up to comply and come within the definition and conditions relating to "Amalgamation" as specified under Section 2(1B) and Section 47 of the Income Tax Act, 1961.
- 3.5.2 If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said sections of the Income Tax Act, 1961, at a later date, including resulting from an amendment of any Applicable Law or for any other reason whatsoever, the Scheme shall stand modified/ amended to the extent determined necessary to comply and come within the definition and conditions relating to "Amalgamation" as specified in the Income Tax Act, 1961. In such an event the clauses which are inconsistent shall be read down or if the need arises be deemed to be deleted and such modification/reading down or deemed deletion shall however not affect the other parts of the Scheme.
- 3.5.3 Any refund under the tax laws received by or due to the Transferor Companies consequent to any assessments made on the Transferor Companies subsequent to the Appointed Date pertaining to the business transferred and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date, shall also belong to and be received by the Transferee Company.

4. TRANSFER OF EMPLOYEES

On the Effective Date:

- 4.1 The services of all the employees of the Transferor Companies shall stand transferred to the Transferee Company on the terms and conditions not less beneficial to such employees than those subsisting with reference to the Transferor Companies. The position, rank, and designation of the employees would be decided by the Transferee Company.
- 4.2 The services of such employees shall not be treated as broken or interrupted for the purposes of bonus, provident fund, gratuity, superannuation or other statutory purposes and for all purposes will be reckoned from the date of their respective appointments with the respective Transferor Companies, as the case maybe.



- 4.3 Subject to Clause 4.1, the Transferee Company shall have the right to transfer such employees to any unit, division, profit/cost centre or department of the Transferee Company situated anywhere in India or abroad if warranted and as may be deemed necessary from time to time.
- 4.4 The Transferee Company shall assume all of the rights, obligations, and liabilities of the Transferor Companies in connection with any immigration related matters including any programs, fillings, etc in the United States of America.
- 4.5 In regard to labour welfare fund or social security benefits or any other special fund created or existing for the benefit of such employees of the Transferor Companies, upon the Scheme becoming effective, the Transferee Company shall stand substituted for the Transferor Companies for all purposes whatsoever relating to the administration or operation of such schemes or funds in relation to the obligations to make contributions to the said funds in accordance with the provisions of such schemes or funds in the respective trust deeds or other documents. It is the aim and intent of the Scheme that all the rights, duties, powers and obligations of the Transferor Companies in relation to such schemes or funds shall become those of the Transferee Company and if necessary the names of the aforesaid funds or schemes will be suitably changed. It is clarified that the services of the employees of the Transferor Companies will be treated as having been continuous for the purpose of the aforesaid schemes, fund, trusts, etc. In the event that the trustees/funds are constituted as holders of any securities, trust funds of trust monies, in relation to any provident fund trust, gratuity trust or superannuation trust of the Transferor Companies, such funds/securities/ monies shall be transferred by such funds/ trustees of the trusts of the Transferor Companies to such funds/trustees of the trusts of the Transferee Company as may be existing or set up for the same purpose and object and such transfer shall be deemed to be a transfer of trust property from one set of trustees to another set of trustees in accordance with the provisions of the Applicable Laws and relevant stamp legislation as applicable. In such case, appropriate Deed(s) of Trust and/or documents for transfer of trust properties shall be executed simultaneously upon the sanction of the Scheme in accordance with the terms hereof by the trustees in favour of the trusts of the Transferee Company so as to continue the benefits of the employees. For this purpose such funds or schemes of the Transferor Companies may be continued and/or amalgamated with and/or transferred to the similar funds/schemes of the Transferee Company, if the Transferee Company considers so desirable or deemed fit for the smooth administration, management, operation and uniformity of such funds/schemes so however, that such funds/schemes do not become less favourable to the employees of the Transferor Companies with reference to those on the date preceding the Effective Date. The trustees including the Board of Directors of the Transferee Company shall be entitled to adopt such course in this regard as may be advised provided however that there shall be no discontinuation or breakage in the service of the employees of the Transferor Companies.



4.6 It is clarified that with regard to such employees of the Transferor Companies who have ceased to be the employees of the Transferor Companies on account of reasons other than any disciplinary action that may have been taken against such employees by the Transferor Companies, from the Appointed Date, the Transferee Company shall assume all the responsibilities and obligations of the Transferor Companies towards such employees until the said responsibilities and obligations stand duly discharged in law.

5. CONDUCT OF BUSINESS TILL EFFECTIVE DATE

5.1 With effect from the Appointed Date and upto and including the Effective Date:

5.1.1 the Transferor Companies shall be deemed to have been carrying on and shall carry on all their business(es) and activity(ies) and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all of the assets of the Transferor Companies for and on account of and in trust for the Transferee Company. The Transferor Companies hereby undertake to hold the said assets with utmost prudence until the Effective Date.

5.1.2 the Transferor Companies shall carry on their business and activities with reasonable diligence, business prudence in the ordinary course of business and shall not (without the prior written consent of the Transferee Company) alienate, charge, mortgage, encumber or otherwise deal with or dispose off any of its units/undertakings or any part thereof except pursuant to any pre-existing obligation undertaken by the Transferor Companies prior to the Appointed Date.

5.1.3 all the profits or income accruing to the Transferor Companies or expenditure or losses arising or incurred or suffered by Transferor Companies shall pursuant to coming into effect of the Scheme for all purposes be treated and be deemed to be and accrue as the income or profits or losses or expenditure, as the case may be, of the Transferee Company.

5.2 Save as provided for in this Scheme, the Transferor Companies shall not make any change in their capital structure either by any increase (*by fresh issue of equity shares whether by way of public issue, private placement, on a rights basis, or issuance of bonus shares, convertible debentures or otherwise*), decrease, reduction, reclassification, sub-division or consolidation, re-organisation, or in any other manner which may, in any way, affect the operation of the Scheme, except by mutual consent of the respective Boards of Directors of the Transferor Companies and Transferee Company.

5.3 The Transferor Companies shall also be entitled, pending the sanction of the Scheme, to apply to the Appropriate Authority, as are necessary for such consents, approvals and sanctions which the Transferee Company may require.



- 5.4 The Transferee Company shall carry on the business of the Transferor Companies after the Effective Date.

6 CONCLUDED MATTERS

The transfer and vesting of the assets and the liabilities in the Transferee Company and the continuance of contracts or proceedings by or against the Transferee Company as provided in this Scheme shall not affect any contract or proceedings relating to the assets and the liabilities, fully performed and completed by the Transferor Companies before the Appointed Date and the Transferee Company accepts and adopts all such acts, deeds, matters and things done and or executed by the Transferor Companies in this regard.

7 DISOLUTION OF THE TRANSFEROR COMPANY

- 7.1 On the Scheme becoming effective, Transferor Company 1 shall stand dissolved without being wound up pursuant to the provisions of the AER Act, A.R.S. §29-2206.A.2 and Transferor Company 2 shall stand dissolved without being wound up pursuant to the provisions of the ORC Section 1701.82(A)(1).
- 7.2 The Transferor Company 1 shall be required to file all necessary documents including those set out in A.R.S. §29-2202 of the AER Act with the Arizona Corporation Commission along with this Scheme and corporate resolution of the Transferor Company 1 and the Transferor Company 1 will be struck off the register maintained by the Arizona Corporation Commission effective the date of the merger under the laws of India.
- 7.3 The Transferor Company 2 shall be required to file all necessary documents including those set out in ORC Section 1701.92 with the Secretary of State of Ohio along with this Scheme and corporate resolution of the Transferor Company 2 and the Transferor Company 2 will be struck off the register maintained by the Secretary of State of Ohio effective the date of the merger under the laws of India.

8 CONSIDERATION BY THE TRANSFEE COMPANY

- 8.1 The Transferor Companies are wholly owned subsidiaries of the Transferee Company and the entire share capital of Transferor Companies are held by the Transferee Company. The Transferor Companies undertake not to effect any change in their share capital till this Scheme comes into effect. Upon the coming into effect of this Scheme, the investment made by the Transferee Company in the share capital of the Transferor Companies shall stand cancelled and no shares shall be issued by the Transferee Company to the shareholder of the Transferor Companies, without there being any further act or deed in furtherance thereof.
- 8.2 Upon the Scheme becoming effective, the entire share capital of the Transferor Companies shall be cancelled and extinguished.



9 ACCOUNTING TREATMENT

- 9.1 The Transferee Company shall, upon the Scheme becoming operative, record the assets and liabilities of the Transferor Companies vested in it pursuant to this Scheme, at the respective book value in accordance with the applicable accounting standards.
- 9.2 The investments made in the share capital of the Transferor Companies by Transferee Company will stand cancelled.

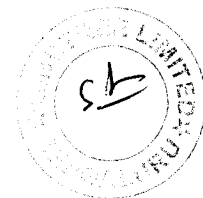
Upon the Scheme becoming effective, any goodwill arising out of amalgamation, shall be treated in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

10 PENDING LEGAL PROCEEDINGS

If any suit, appeal or other proceeding of whatever nature by or against Transferor Companies be pending, the same shall not abate or be discontinued or be in any way prejudicially affected by reason of the amalgamation by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if this Scheme had not been made. Therefore, upon this Scheme coming into effect, all legal actions, suits, writs or other proceedings by or against the Transferor Companies pending and/or arising on or before the Effective Date shall be continued and be enforced by or against the Transferee Company, as the case may be, as effectually as if the same had been pending and/or arising by or against the Transferee Company.

11 APPLICATION TO THE HONOURABLE HIGH COURT OF KARNATAKA AND OTHER APPLICABLE AUTHORITIES

- 11.1 The Transferee Company shall, with all reasonable dispatch, make application to the High Court of Karnataka where the registered office of the Transferee Company is situated, for sanctioning this Scheme under Section 391 to 394 of the Companies Act, 1956 for an Order or Orders thereof sanctioning this Scheme and for carrying this Scheme into effect.
- 11.2 The Transferor Company 1 shall initiate and pursue all actions necessary under the ALLC Act, the AER Act and provisions of any other Applicable Law under the State of Arizona, United States of America for sanctioning of the Scheme and obtain all such approvals if any, as may be required under the relevant Applicable Laws, including the AER Act, A.R.S. §29-2201 et seq.



- 11.3 The Transferor Company 2 shall initiate and pursue all actions necessary under the General Corporation Law of the State of Ohio and provisions of any other Applicable Law under the State of Ohio, United States of America for sanctioning of the Scheme and obtain all such approvals if any, as may be required under the relevant Applicable Laws, including the General Corporation Law of the State of Ohio.

12 MODIFICATIONS/AMENDMENTS TO THE SCHEME

- 12.1 The Transferor Companies and Transferee Company by their respective Boards of Directors may make and/or consent to any modifications/amendments to the Scheme or to any conditions or limitations that the court or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them. The Transferor Companies and Transferee Company by their respective Boards of Directors shall be authorised to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.
- 12.2 For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the delegate(s)/ representative(s) of the Transferee Company may give and are hereby authorized to determine and give all such directions as are necessary including directions for settling or removing any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.

13 SCHEME CONDITIONAL ON APPROVALS/SANCTIONS

- 13.1 The Scheme is condition on and subject to:
- 13.1.1 Approval of the Scheme by the requisite majority of the members, creditors and such class of persons of the Transferee Company as may be directed by the High Court of Karnataka on applications made for directions under section 391 of the Companies Act, 1956.
- 13.1.2 Approval of the Scheme by the Board of Directors or of the member(s) of the Transferor Company 1 as may be prescribed under the applicable provisions of the ALLC Act, the AER Act and all other Applicable Laws.
- 13.1.3 Approval of the Scheme by the Board of Directors or of the member(s) of the Transferor Company 2 as may be prescribed under the applicable provisions of the ORC and all other Applicable Laws



- 13.1.4 Sanctions and Orders under the provisions of Section 391 read with Section 394 of the Companies Act, 1956 being obtained by the Transferee Company from the High Court of Karnataka.
- 13.1.5 All other sanctions and approvals as may be required by any Applicable Law in respect of this Scheme being obtained.
- 13.2 It is clarified that the provisions of paragraph 5.16 (a) introduced through circular bearing no CIR/CFD/DIL/8/2013 dated May 21, 2013 as an amendment to the circular bearing no CIR/CFD/DIL/5/2013 dated February 4, 2013 issued by the Securities and Exchange Board of India shall not be applicable to this Scheme.
- 13.3 This Scheme, although to come into operation from the Appointed Date, shall not become effective until the last of the following dates, namely:
- 13.3.1 That on which the last of the aforesaid consents, approvals, permissions, resolutions, assignments and orders as mentioned in Clause 13.1 shall be obtained or passed.
- 13.3.2 That on which all necessary certified copies of Orders under Sections 391 and 394 of the Companies Act, 1956 shall be duly filed with the Registrar of Companies, Karnataka and such other Appropriate Authority located in the State of Arizona and the State of Ohio, United States of America, if so required.

The last of such dates shall be the “**Effective Date**” for the purpose of this Scheme.

14 OPERATIVE DATE OF THE SCHEME

It is clarified that the Scheme shall become effective from the Effective Date however it shall be operative from the Appointed Date.

15 COSTS

- 15.1 All costs, charges and expenses including stamp duty and registration fee of any deed, document, instrument or court's order including this Scheme or in relation to or in connection with negotiations leading upto the Scheme and of carrying out and implementing the terms and provisions of this Scheme and incidental to the completion of arrangement in pursuance of this Scheme shall be borne and paid by the Transferee Company.

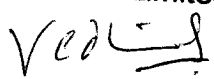
16. EFFECT OF NON RECEIPT OF APPROVAL/SANCTION

In the event of any of the said sanctions and approvals referred to in Clause 13 above not being obtained and/or complied with and/or satisfied and/or this Scheme not being sanctioned by the High Court of Karnataka and/or Order or Orders not



being passed as aforesaid before or within such further period or periods as may be agreed upon between the Boards of Directors of the Transferor Companies and the Transferee Company (who are hereby empowered and authorised to agree to and extend the aforesaid period from time to time without any limitations in exercise of their powers through and by their respective delegate(s)) or for any other reason this Scheme cannot be made effective, this Scheme shall stand revoked, cancelled, be of no effect and be null and void. No rights and liabilities shall accrue to or be incurred inter-se by the parties in terms of the Scheme, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as may otherwise arise in law. Further the Boards of Directors of the Transferor Companies and Transferee Company shall be entitled to revoke, cancel and declare the Scheme to be of no effect if such Boards are of view that the coming into effect of the Scheme in terms of the provisions of this Scheme or filing of the drawn up Orders with any authority could have serious financial implication on the Transferor Companies and/or the Transferee Company or any of the aforesaid companies. And in case of any of the aforesaid events, each party shall bear their respective costs, charges and expenses in connection with this Scheme.

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For Mindtree Limited

Company Secretary



RCE & Co.
Chartered Accountants

No. 458 & 459, 2nd Floor, MP Arcade
18th Main Road, 4th T Block, Jayanagar
Bengaluru - 560 041
Tel/Fax: 4120 5845, 4097 3833
www.rceglobal.com

To,
The Board of Directors
Mindtree Limited
Global Village,
Mylasandra, Mysore Road, RVCE Post,
Bangalore - 560059

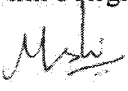
CERTIFICATE OF EXCHANGE RATIO

**IN THE MATTER OF AMALGAMATION OF DISCOVERTURE SOLUTIONS L.L.C AND
RELATIONAL SOLUTIONS INC WITH MINDTREE LIMITED**

Based on the draft Scheme of Amalgamation ('the Scheme') of Discoverture Solutions L.L.C ('DSL') and Relational Solutions Inc ('RSI') with Mindtree Limited ('ML') and according to the information and explanations provided to us, we hereby certify as under:

- a. As on date ML holds entire issued capital of DSL and RSI which are its wholly owned subsidiaries.
- b. Pursuant to the draft Scheme of Amalgamation shares in DSL & RSI held by ML will be cancelled and ML shall not be required to issue and / allot any shares to the members of DSL & RSI.
- c. Accordingly no valuation of shares is applicable to the Scheme. In our opinion, we state that the above Scheme is fair and reasonable since the shareholders of ML will continue to remain beneficial owners of ML in the same proportion as they held prior to the Scheme.
- d. This Certificate is issued at the request of ML in accordance with clause 24(f) of the listing agreement and SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with clarifications provided in para 4 of SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 and should not be used for any other purpose without our prior written consent.

For RCE & Co.
Chartered Accountants
Firm's Registration No. 009141S

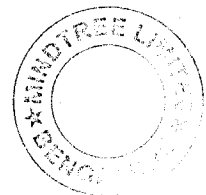

Meenakshi
Partner
Membership No. 216264



Place: Bangalore
Date: Oct 14, 2015

For Mindtree Limited


Company Secretary





Registered Office Address: Mindtree Ltd.
Global Village, RVCE Post, Mysore Road,
Bengaluru-560059, Karnataka, India.
Corporate Identity Number (CIN): L72200KA1999PLC025564
E-mail: info@mindtree.com

REPORT OF THE AUDIT COMMITTEE

MEMBERS PRESENT:

Mr. Ramesh Ramanathan, Chairman
Ms. Apurva Purohit, Member
Dr. Albert Hieronimus, Member

IN ATTENDANCE:

Ms. Vedavalli S, Company Secretary

BY INVITATION:

Mr. Subroto Bagchi, Executive Chairman
Mr. Krishnakumar N, Managing Director & CEO
Mr. NS Parthasarathy, Executive Director
Mr. Jagannathan Chakravarthi, CFO
Mr. Sushanth Paj, Chief Risk Officer

1. Mindtree Limited (MT or the 'Transferee Company') has placed before the Audit Committee at its meeting held on Oct 14, 2015, a draft of the Composite Scheme of Amalgamation of Discoverture Solutions LLC, Relational Solutions Inc., (Transferor Companies) with the Transferee Company under Section 391 to 394 and other applicable provisions of the Companies Act, 1956 and Companies Act, 2013 (including any statutory modifications or re-enactment or amendment thereof).
2. This report of the Audit Committee is provided to comply with the requirements of the SEBI Circular No. CIR/CFD/DIL/5/2013 dated Feb 4, 2013 and SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 (together 'SEBI Circulars') after considering the following documents:
 - a. Draft Composite Scheme of Merger/ Amalgamation;
 - b. Valuation report dated Oct 14, 2015 received from RCE& Co., Chartered Accountants
 - c. Draft Certificate from Deloitte Haskins and Sells, Statutory Auditors regarding the accounting treatment as specified in Clause 24 (i) read with Clause 24 (f) the Listing Agreement;
 - d. Fairness Opinion dated Oct 14, 2015 by M/s SPA Capital Advisors Ltd. ('Merchant Bankers').
3. The Audit Committee has noted that:
 - i. The Transferor Companies are the wholly owned subsidiaries of the Transferee Company and are currently engaged in the business of providing IT Services.
 - ii. Amalgamation of the Transferor Companies with the Transferee Company would inter alia have the following benefits;



Mindtree

Welcome to possible

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- a) The amalgamation will enable the Transferee Company to integrate its business operations and provide significant impetus to the growth of the Transferee Company. The consolidation of the activities by way of an amalgamation will lead to synergies of operations and a stronger and wider capital and financial base for future growth/expansion. The combined entity will have a bigger portfolio of services targeted at a wider array of customers, which will strengthen its competitive position in providing IT services /software & technology related services markets This will also enable the Transferee Company to address newer solutions and services to its customers and to transferor's customers and enhance its marketing capabilities.
 - b) The amalgamation will result in economy of scales and reduction in overheads, administrative, managerial and other expenditure, operational rationalisation, organisational efficiency, and optimal utilisation of various resources.
 - c) The managerial expertise of the Transferor Companies will contribute to the strength of the Transferee Company. Consequently, the Transferee Company will offer a strong financial structure to all creditors including the creditors of the Transferor Companies, facilitate resource mobilisation and achieve better cash flows. This would contribute substantially towards enhancement of shareholder's value of the Transferee Company.
 - d) Duplication of administrative functions will be eliminated together with the multiple record - keeping resulting in reduced expenditure.
 - e) This amalgamation will result in a significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company.
 - f) The banks, creditors and institutions, if any, are not affected by the proposed amalgamation as their security is maintained.
 - g) There shall be impetus and increase in the area of sales, network of the Transferee Company apart from reduction in costs.
 - h) The amalgamation shall result in the combination of manpower of both the companies and a single management structure for the companies.
 - i) The combined managerial and technical expertise would enable the Transferee Company to develop a business model that would be competitive and cogent.
- iii. The Audit Committee took note of the Fairness Opinion and the fact that no shares of the Transferee Company will be issued and allotted pursuant to the proposed Scheme since the entire paid-up capital of the Transferor Companies is wholly owned by the Transferee Company.
- iv. In any case, since the entire equity shareholding of the Transferor Companies is held by the Transferee Company and therefore as an internal group restructuring, it does not adversely affect the stakeholders and creditors of the Transferee Company and the Transferor Companies and is in the best interest of the Company, its shareholders, creditors and other stakeholders.



Mindtree

Welcome to possible

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E-mail: info@mindtree.com

Recommendations of the Audit Committee:

After taking into account the documents listed in Paragraph 2 above and on perusal of the rational of the Scheme, the Audit Committee approves the proposed Composite Scheme of Amalgamation and recommends the draft Composite Scheme of Amalgamation for favorable consideration by the Board of Directors, Stock Exchange(s) and the SEBI.

Date: Oct 14, 2015
Place: Bangalore

Ramesh Ramanathan
Chairman- Audit Committee

Submitted to

Mindtree Limited

FAIRNESS OPINION REPORT

On Composite Scheme of Amalgamation of

MINDTREE LIMITED

AND

DISCOVERTURE SOLUTIONS L.L.C.

AND

RELATIONAL SOLUTIONS INC

—BY

M/s SPA CAPITAL ADVISORS LTD.

25, C-Block, Community Centre,

Janak Puri, New Delhi.

Tel: 25558601 / 25517371 / 25515086

Fax: 25572763

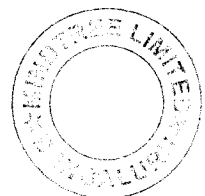
Website: www.spacapital.com

"Everything we hear is an opinion, not a fact. Everything we see is a perspective, not the truth."

October 14, 2015

For Mindtree Limited


Company Secretary



To,

The Board of Directors,
Mindtree Limited,
Global Village, RVCE Post,
Mysore Road, Bangalore-560059.

RE: Fairness Opinion on Composite Scheme of Amalgamation of Mindtree Limited, Discoverture Solutions L.L.C. and Relational Solutions Inc.

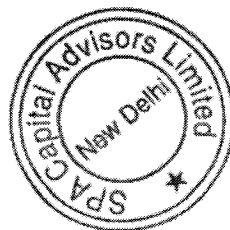
PURPOSE

We have been engaged to give fairness opinion on the "Composite Scheme of Amalgamation" of (i) Discoverture Solutions L.L.C., having its registered office at 16100 North 71st Street, suite 250, Scottsdale, Arizona 85254 (i.e. the "Transferor Company 1") and (ii) Relational Solutions Inc, having its registered office at Great Northern Corp Centre III, 25050 Country club Blvd, Suite 105, North Olmsted, Ohio 44070, (i.e. the "Transferor Company 2") (herein after jointly referred as "Transferor companies") with Mindtree Limited, having its registered office at Global Village, RVCE Post, Mysore Road, Bangalore 560 059 (i.e. the "Transferee Company") pursuant to the relevant provisions of the Companies Act, 1956.

This Fairness opinion report is required as per clause 24 (h) of listing agreement.

BACKGROUND

- The Transferor Company 1 was incorporated on October 1, 2002, as per the provisions of the Arizona Limited Liability Company Act, 1992, ("ALLC Act"), Arizona Revised Statutes, Title 29, and Chapter 4. The Transferor Company 1 is



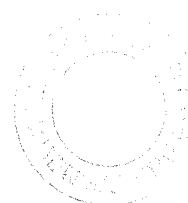
involved in the business of IT Services since 2002. It specializes in technology services for property and casualty insurance and healthcare industries.

- The Transferor Company 2 was incorporated on January 22, 1996, as per the provisions of the General Corporation Law of the State of Ohio, Sections 1701.01 to 1701.99 of the Ohio Revised Code ("ORC"). The Transferor Company 2 is involved in the business of IT Services since 1996. It specializes in technology services for consumer products and goods industries.
- The Transferee Company was incorporated as a private company on August 5, 1999, under the name MindTree Consulting Private Limited as per the provisions of the Companies Act, 1956. Subsequently, MindTree Consulting Private Limited ceased to be a private company and the name of the Transferee Company was changed to MindTree Consulting Limited on November 6, 2006. Subsequently on March 28, 2008, the name of the Transferee Company was changed from MindTree Consulting Limited to Mindtree Limited. The Transferee Company is involved in the business of software and technology.

The share capital of the Transferee Company as on March 31, 2015 is as under:

Particulars	Amount in Rs.
Authorised Share Capital	
80,00,00,000 Equity Shares of Rs. 10 each/-	800,00,00,000/-
Issued , Subscribed and Paid up Share Capital	
8,37,32,372 Equity Shares of Rs. 10 each/-	83,73,23,720/-

The Transferee Company is the sole member of the Transferor Company 1 and owns 100% membership interests in the Transferor Company 1.



The Transferee Company is the sole shareholder of the Transferor Company 2 and owns 100% of the shareholding in the Transferor Company 2.

TRANSACTION

We understand that the merger of the Transferor Companies under this Scheme of Amalgamation will be effected as a Scheme under the provisions of the other Applicable Laws and under Sections 391 to 394 of the Companies Act, 1956.

By this Scheme of Amalgamation it is proposed to amalgamate the Transferor Companies with the Transferee Company, for the purposes of better, efficient and economical management, control and running of the businesses, and for further development and growth of the business of the Transferee Company and for administrative convenience. The proposed amalgamation between the Transferor Companies and the Transferee Company shall result in the following, benefits, amongst others, to both companies, their respective members and creditors.

- (i) The amalgamation will enable the Transferee Company to integrate its business operations and provide significant impetus to the growth of the Transferee Company. The consolidation of the activities by way of an amalgamation will lead to synergies of operations and a stronger and wider capital and financial base for future growth/expansion. The combined entity will have a bigger portfolio of services targeted at a wider array of customers, which will strengthen its competitive position in providing IT services /software & technology related services markets This will also enable the Transferee Company to address newer solutions



and services to its customers and to transferor's customers and enhance its marketing capabilities.

- (ii) The amalgamation will result in economy of scales and reduction in overheads, administrative, managerial and other expenditure, operational rationalisation, organisational efficiency, and optimal utilisation of various resources.
- (iii) The managerial expertise of the Transferor Companies will contribute to the strength of the Transferee Company. Consequently, the Transferee Company will offer a strong financial structure to all creditors including the creditors of the Transferor Companies, facilitate resource mobilisation and achieve better cash flows. This would contribute substantially towards enhancement of shareholder's value of the Transferee Company.
- (iv) Duplication of administrative functions will be eliminated together with the multiple record - keeping resulting in reduced expenditure.
- (v) This amalgamation will result in a significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company.
- (vi) The banks, creditors and institutions, if any, are not affected by the proposed amalgamation as their security is maintained.
- (vii) There shall be impetus and increase in the area of sales, network of the Transferee Company apart from reduction in costs.
- (viii) The amalgamation shall result in the combination of manpower of both the companies and a single management structure for the companies.
- (ix) The combined managerial and technical expertise would enable the Transferee Company to develop a business model that would be competitive and cogent.



VALUATION REPORT

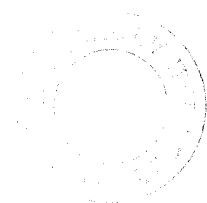
In the proposed Scheme of Arrangement, the entire equity share capital of Transferor Companies held by Transferee Company will be cancelled and there shall not be any change in the shareholding pattern of Transferee Company, As per the provisions of SEBI Circular Number CIR/CFD/DIL/8/2013 dated May 21, 2013, a valuation report from independent valuer is not required in such cases where there is no change in the shareholding pattern of the listed company.

CONCLUSION

Pursuant to the Composite Scheme of Amalgamation, Membership interest in Discoverture Solutions L.L.C., and shares in Relational Solutions Inc, will be cancelled and Mindtree Limited shall not be required to issue and / allot any shares to the members of Transferor companies.

Therefore, On the basis of information and explanation provided to us, in our opinion the scheme of amalgamation and arrangement is fair and reasonable to the holders of equity shares of Mindtree.

Disclaimer: The Final Report has been prepared for the internal and exclusive use of the Board of Directors of Mindtree Limited (the "Board of Directors") in support of the decisions to be taken by it. Therefore, the Final Report may not be disclosed, in whole or in part, to any third party or used for any purpose whatsoever other than those indicated in the Engagement and in the Final Report itself, provided that the Final Report may be transmitted to the experts appointed in compliance with the law and its content may be disclosed publicly where required by regulations of the Indian authorities. Any other use, in whole or in part, of the Final Report will have to be previously agreed and authorised in writing by SPA Capital Advisors Limited



(SPA). In preparing the Final Report, SPA has relied upon and assumed, without independent verification, the truthfulness, accuracy and completeness of the information and the financial data provided by Mindtree Limited. SPA has therefore relied upon all specific information as received and declines any responsibility should the results presented be affected by the lack of completeness or truthfulness of such information. Publicly available information deemed relevant for the purpose of the analyses contained in the Final Report has also been used. Therefore the Final Report is based on: (i) our interpretation of the information which Mindtree Limited, as well as their representatives and advisers, have supplied to us to date; (ii) our understanding of the terms upon which Mindtree Limited intends to consummate the Transaction (iii) the assumption that the Transaction will be consummated in accordance with the expected terms and within the expected time periods. The Final Report and the Opinion concern exclusively for the purpose of proposed amalgamation and do not constitute an opinion by SPA as to the absolute value of the shares of Mindtree Limited.

For SPA Capital Advisors Limited.

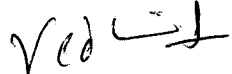


(Sourabh Garg)
Vice President

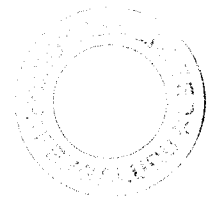


(Khushboo Tanwar)
Manager

For Mindtree Limited



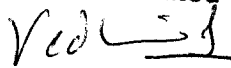
Company Secretary



COV-Mindtree

PRE AND POST AMALGAMATION SHAREHOLDING PATTERN OF THE COMPANY AS ON 30.09.2015			
I (a) Statement showing Shareholding Pattern			
Name of the Company : Mindtree Limited			
Scrip Code : 532819 Name of the Scrip : MINDTREE		Class of Security : Equity Shares of Rs. 10/- each, fully paid	
Quarter ended : 30.09.2015			
Partly Paid-up shares	No. of Partly Paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the Company
Held by promoter / promoter group	-	-	-
Held by public	-	-	-
Total	-	-	-
Outstanding convertible securities	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the Company, assuming full conversion of the convertible securities
Held by promoter / promoter group	-	-	-
Held by public	-	-	-
Total	-	-	-
Warrants	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the Company, assuming full conversion of warrants
Held by promoter / promoter group	-	-	-
Held by public	-	-	-
Total	-	-	-
Total paid-up capital of the company, assuming full conversion of warrants and convertible securities	83835626		
(Rs. 838,356,260 - 83,835,626 Equity Shares of Rs. 10/- each, fully paid)			

For Mindtree Limited


Company Secretary

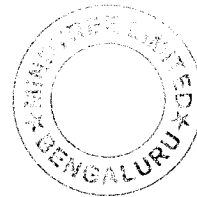

Pre and Post Amalgamation shareholding Pattern of Mindtree Limited in terms of Point number 5 of Clause 24(f) checklist of documents

Name of the Company:		Mindtree Limited							
Scrip Code:		532819				Quarter ended:		30.09.2015	
Category code (I)	Category of shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialized form (V)	Total shareholding as a percentage of total		Shares pledged or otherwise		
					As a percentage of (A+B)(1) (VI)	As a percentage of (A+B+C) (VII)	No. of shares (VIII)	As a percentage (IX) = (VIII) / (IV) * 100	
(A)	Promoter and Promoter Group[2]								
-1	Indian								
(a)	Individuals/ Hindu Undivided Family	4	8403985	8403985	10.0243600	10.0243600			
(b)	Central Government/ State Government(s)	-	-	-	-	-			
(c)	Bodies Corporate	-	-	-	-	-			
(d)	Financial Institutions/ Banks	-	-	-	-	-			
(e)	Any Other (specify)	-	-	-	-	-			
	P A C	4	1821706	1821706	2.17294972	2.17294972			
	Sub-Total (A)(1)	8	10225691	10225691	12.19730977	12.19730977			
-2	Foreign								
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-			
(b)	Bodies Corporate	1	1305992	1305992	1.55780074	1.55780074			
(c)	Institutions	-	-	-	-	-			
(d)	Qualified Foreign Investor	-	-	-	-	-			
(e)	Any Other (specify)	-	-	-	-	-			
	Sub-Total (A)(2)	1	1305992	1305992	1.55780074	1.55780074			
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	9	11531683	11531683	13.75511051	13.75511051			
(B)	Public shareholding[3]								
-1	Institutions								
(a)	Mutual Funds/ UTI	54	6066537	6066537	7.23622795	7.23622795			
(b)	Financial Institutions/ Banks	5	76806	76806	0.09161499	0.09161499			
(c)	Central Government/ State Government(s)	-	-	-	-	-			
(d)	Venture Capital Funds	-	-	-	-	-			
(e)	Insurance Companies	-	-	-	-	-			
(f)	Foreign Institutional Investors	124	31226458	31226458	37.24724141	37.24724141			
(g)	Foreign Venture Capital Investors	-	-	-	-	-			
(h)	Qualified Foreign Investor	-	-	-	-	-			
(i)	Any Other (specify)	-	-	-	-	-			
	Sub-Total (B)(1)	183	37369801	37369801	44.5750843	44.5750843			
-2	Non-Institutions								
(a)	Bodies Corporate	567	16933408	16933408	20.1983438	20.1983438			
(b)	Individuals								
	i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.	51746	4661496	4512186	5.5602805	5.5602805			
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	92	4133757	4109389	4.9307880	4.9307880			
(c)	Qualified Foreign Investor- Foreign Portfolio Investor (Corporate)	41	5358424	5358424	6.3915835	6.3915835			
(d)	Any Other (specify)	-	-	-	-	-			
	1. Clearing Members	226	165507	165507	0.1974185	0.1974185			
	2. Foreign Nationals	17	451076	426964	0.5380481	0.5380481			
	3. Non-Resident Individuals (Repatriable)	850	357863	332951	0.4268627	0.4268627			
	4. Non-Resident Individuals (Non-Repatriable)	319	110889	110889	0.1322695	0.1322695			
	5. Directors	3	2584000	2584000	3.0822219	3.0822219			
	6. Trusts	3	90	90	0.0001074	0.0001074			
	7. Hindu Undivided Family	1165	177632	177632	0.2118813	0.2118813			
	Sub-Total (B)(2)	55029	34934142	34711340	41.6698051	41.6698051			
	Total Public Shareholding (B)= (B)(1)+(B)(2)	55212	72303943	72081141	86.2448895	86.2448895			
	TOTAL (A)+(B)	55221	83835626	83612824	100.00	100.00			
(C)	Shares held by Custodians and against which Depository Receipts have been issued								
	1. Promoter and Promoter Group	-	-	-	-	-			
	2. Public	-	-	-	-	-			
	Sub-Total (C)	-	-	-	-	-			
	GRAND TOTAL (A)+(B)+(C)	55221	83835626	83612824	100.00	100.00			

For Mindtree Limited

Vedant

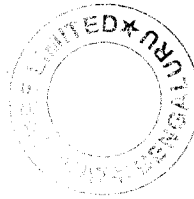
Company Secretary



Sr. No.	Name of the shareholder	Details of Shares held			Encumbered shares		Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of shares held	As a % of grand total (A)+(B)+(C)	No.	As a percentage of sub-clause (I)(a)	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
1	KRISHNAKUMAR NATARAJAN -PROMOTER	4002086	4.7737285	-	-	-	-	-	-	-	4.7737295
2	SUBROTO BAGCHI-PROMOTER	2617900	3.1226581	-	-	-	-	-	-	-	3.1226581
3	SUSMITA BAGCHI-PROMOTER GROUP/PAC	1366600	1.6300946	-	-	-	-	-	-	-	1.6300946
4	LSO INVESTMENT PRIVATE LIMITED-FOREIGN PROMOTER COMPANY	1305992	1.5578007	-	-	-	-	-	-	-	1.5578007
6	N S PARTHASARATHY-PROMOTER	1202281	1.4340932	-	-	-	-	-	-	-	1.4340932
7	ROSTOW RAVANAN-PROMOTER	581718	0.6938792	-	-	-	-	-	-	-	0.6938792
8	AKILA KRISHNAKUMAR-PROMOTER GROUP/PAC	420000	0.5009803	-	-	-	-	-	-	-	0.5009803
9	SANJAY KUMAR PANDA-PROMOTER GROUP/PAC	30000	0.0357843	-	-	-	-	-	-	-	0.0357843
10	SEENA RAVANAN-PROMOTER GROUP/PAC	5108	0.0060905	-	-	-	-	-	-	-	0.0060905
	TOTAL	11531883	13.7551105								13.7551105

For Mindtree Limited

V. S. S. S.
Company Secretary



Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) Indicated in Statement at para (I)(a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	COFFEE DAY ENTERPRISES LIMITED AADCC3895L	8730884	10.4142886	-	-	-	-	10.4142886
2	NALANDA INDIA FUND LIMITED	7898178	9.4210282	-	-	-	-	9.4210282
3	COFFEE DAY TRADING LIMITED	5297122	6.3184618	-	-	-	-	6.3184618
4	MATTHEWS INDIA FUND	2933292	3.4988610	-	-	-	-	3.4988610
5	V G SIDDHARTHA	2514000	2.9987251	-	-	-	-	2.9987251
6	AMRIT PETROLEUMS PVT LTD	1845000	2.2007350	-	-	-	-	2.2007350
7	OPPENHEIMER INTERNATIONAL SMALL COMPANY FUND	1840566	2.1954461	-	-	-	-	2.1954461
8	HDFC TRUSTEE COMPANY LTD - AC HDFC MID-CAP OPPORTUNITIES FUNDS AAATH1809A	1826871	2.1791106	-	-	-	-	2.1791106
9	ONTARIO TEACHERS' PENSION PLAN BOARD MANAGED BY AROHI ASSET MANAGEMENT PTE LTD-NP9Q	1753306	2.0913615	-	-	-	-	2.0913615
10	S JANAKIRAMAN	1565757	1.8676511	-	-	-	-	1.8676511
11	COPHALL MAURITIUS INVESTMENT LIMITED	1528443	1.8231426	-	-	-	-	1.8231426
12	AMANSA HOLDINGS PRIVATE LIMITED	1512000	1.8035292	-	-	-	-	1.8035292
13	NALANDA INDIA EQUITY FUND LIMITED	1429760	1.7054325	-	-	-	-	1.7054325
14	FRANKLIN TEMPLETON MUTUAL FUND A/C FRANKLIN INDIA PRIMA FUND AAAT14931H	1266184	1.5103173	-	-	-	-	1.5103173
15	KOTAK MAHINDRA (INTERNATIONAL) LIMITED	1194127	1.4243670	-	-	-	-	1.4243670
16	AROH ASSET MANAGEMENT PTE LTD AC AROHI EMERGING ASIA MASTER	1190876	1.4204892	-	-	-	-	1.4204892
17	IICI PRUDENTIAL VALUE DISCOVERY FUND AAAAD038F	1100000	1.3120914	-	-	-	-	1.3120914
18	SOMERSET SMALL MID CAP EM ALL COUNTRY FUND LLC	922567	1.1004474	-	-	-	-	1.1004474
	TOTAL	45348933	55.2854857	-	-	-	-	55.2854857

For Mindtree Limited

Ved

Company Secretary



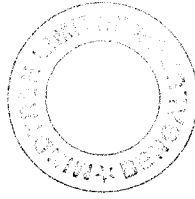
Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the Company									
(i)(c)(ii) Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (i)(a) above)	Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of total number of shares	
1	COFFEE DAY ENTERPRISES LIMITED AADCC3995L	8730884	10.414289	-	-	-	-	10.414289	
2	NALANDA INDIA FUND LIMITED	7888178	9.421028	-	-	-	-	9.421028	
3	COFFEE DAY TRADING LIMITED	5297122	6.318462	-	-	-	-	6.318462	
	TOTAL	21926184	26.153779					26.153779	
(i)(d) Statement showing details of locked-in shares									
Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (i)(a) above)	Category Type					
1	Anil Rao M	1771	0.0021	Public					
2	Arun Rangaraju	4998	0.0060	Public					
3	C Rama Mohan	3541	0.0042	Public					
4	Chinnoy Shrikant Bhagawat	1771	0.0021	Public					
5	Gaurav Jothi	5312	0.0063	Public					
6	Madhusudhan	2125	0.0025	Public					
7	Pankaj Khanna	2530	0.0030	Public					
8	Paul Norman Gottesgen	4578	0.0056	Public					
9	Radha R	5312	0.0063	Public					
10	Ramesh Gopalakrishnan	2125	0.0025	Public					
11	Ravi Shankar B	13122	0.0157	Public					
12	Suresh Hassan Prakash	2125	0.0025	Public					
13	Veeraraghavan Krishnaaswamy Raghunathapuram	5312	0.0063	Public					
	TOTAL	54722	0.0653						



For Mindtree Limited
Veduj
 Company Secretary

Sr. No.	Statement showing details of Depository Receipts (DRs) Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (l)(e) above)
1	NA	-	-	-
	TOTAL	-	-	-

For Mindtree Limited
Vedant
 Company Secretary



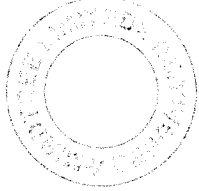
Sr. No.	(ii)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares are in excess of 1% of the total number of shares	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (i)(a) above)		
1		NA					
		TOTAL					

[1] For determining public shareholding for the purpose of Clause 40A.

[2] For definitions of "Promoter" and "Promoter Group", refer to Clause 40A.

[3] For definitions of "Public Shareholding", refer to Clause 40A.

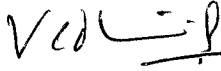
For Mindtree Limited
Neel
 Company Secretary



Shareholding of Discoverture Solutions LLC

Particulars	Pre-merger Capital	Post-merger Capital
	Amount in USD	Amount in USD
None	NIL*	Nil

* Mindtree Limited is the sole member of the Discoverture Solutions LLC (Discoverture) and owns 100% membership interests in Discoverture.

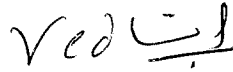
For Mindtree Limited

Company Secretary



Share capital of Relational Solutions Inc.

Particulars	Pre-merger Capital	Post-merger Capital
	Amount in USD	Amount in USD
Authorised Share Capital		
1000 Shares of Common Stock	500	Nil
Issued , Subscribed and Paid up Share Capital		
1000 Shares of Common Stock	500	Nil

For Mindtree Limited



Company Secretary



BSR & Co.

(Registered)

Chartered Accountants

Maruthi Info-Tech Centre
11-12/1 Inner Ring Road
Koramangala
Bangalore 560 071 India

Telephone +91 80 3980 6000
Fax +91 80 3980 6999

Independent Auditor's Report

To the Members of Mindtree Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Mindtree Limited ('the Company'), which comprise the balance sheet as at March 31, 2013, the statement of profit and loss and the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

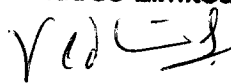
Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

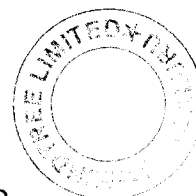
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

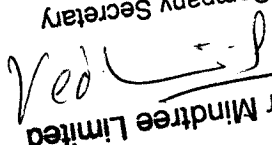
For Mindtree Limited



Company Secretary



Company Secretary



For Mindtree Limited

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Opinion

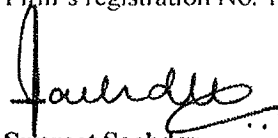
In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the balance sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the statement of profit and loss, of the profit for the year ended on that date; and
- (c) in the case of the cash flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - (i) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (ii) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (iii) the Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (iv) in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act; and
 - (v) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

for BSR & Co.
Chartered Accountants
Firm's registration No. 101248W


Supreet Sachdev

Partner
Membership No. 205385
Bangalore

April 22, 2013



Digitally signed by Supreet Sachdev

DN: cn=Supreet Sachdev

ANNEXURE TO THE AUDITOR'S REPORT

The Annexure referred to in the Auditor's Report to the members of Mindtree Limited ('the Company') for the year ended March 31, 2013.

We report as follows:

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were observed on such verification.

c) Fixed assets disposed off during the year were not substantial and therefore do not affect the going concern assumption.

2. The Company is a service company, primarily rendering software development services. Accordingly, it does not hold any physical inventories. Thus, paragraph 4(ii) of the Order is not applicable.

3. The Company has neither granted nor taken any loans, secured or unsecured, to or from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.

4. In our opinion and according to the information and explanations given to us, and having regard to the explanation that purchase of certain items of fixed assets are for the Company's specialized requirement and suitable alternative sources are not available to obtain comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for purchase of fixed assets and sale of services. The activities of the Company do not involve purchase of inventory and the sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.

5. In our opinion, and according to the information and explanations given to us, there are no contracts and arrangements the particulars of which need to be entered into the register maintained under section 301 of the Companies Act, 1956.

6. The Company has not accepted any deposits from the public.

7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

8. The Central Government of India has not prescribed the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 for any of the services rendered by the Company.

9. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees State Insurance, Income-tax, Sales-tax, Service tax, Customs duty, and other material statutory dues have been generally regularly deposited during the year



by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Wealth tax, Excise duty and Investor Education and Protection Fund.

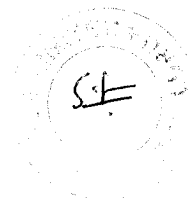
b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income tax, Sales tax, Service tax, Customs duty, Cess and other material statutory dues were in arrears as at March 31, 2013 for a period of more than six months from the date they became payable.

c) According to the information and explanations given to us, there are no dues of Customs duty and Cess which have not been deposited with the appropriate authorities on account of any dispute. The Company, however, disputes the following Income tax, Service tax and Sales tax dues:

Name of the statute	Nature of the dues	Amount (Rs in millions)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Tax and interest	78.9*	Assessment year 2002-03	Assessing Officer**
Income Tax Act, 1961	Tax and interest	46.7*	Assessment year 2003-04	Commissioner of Income Taxes (Appeals), Bangalore
Income Tax Act, 1961	Tax and interest	60.8	Assessment year 2004-05	Commissioner of Income Taxes (Appeals), Bangalore
Income Tax Act, 1961	Tax and interest	28.4	Assessment year 2005-06	Commissioner of Income Taxes (Appeals), Bangalore
Income Tax Act, 1961	Tax and interest	57.67	Assessment year 2006-07	Income Tax Appellate Tribunal
Income Tax Act, 1961	Tax and interest	118.62	Assessment year 2007-08	Income Tax Appellate Tribunal
Income Tax Act, 1961	Tax and interest	11.16	Assessment year 2007-08	Commissioner of Income Taxes (Appeals), Bangalore



Name of the statute	Nature of the dues	Amount (Rs in millions)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Tax and interest	10.10	Assessment year 2008-09	Commissioner of Income Taxes (Appeals), Bangalore
Income Tax Act, 1961	Tax and interest	34.60*	Assessment year 2007-08	Commissioner of Income Taxes (Appeals), Bangalore
Income Tax Act, 1961	Tax and interest	23.56	Assessment year 2009-10	Commissioner of Income Taxes (Appeals), Bangalore
Income Tax Act, 1961	Tax and interest	1.63	Assessment year 2009-10	Income Tax Appellate Tribunal
Income Tax Act, 1961	Tax and interest	214.20	Assessment year 2008-09	Income Tax Appellate Tribunal Bangalore
Income Tax Act, 1961	Tax and interest	65.01	Assessment year 2009-10	Dispute Resolution Panel*****
The Finance Act, 1994	Service tax	151.20	July 2003 to June 2007	Customs, Excise and Service Tax Appellate Tribunal, Pune
The Finance Act, 1994	Service tax	66.94	July 2007 to March 2008	Customs, Excise and Service Tax Appellate Tribunal, Pune
The Finance Act, 1994	Service tax and interest	11.29	July 2005 to March 2007	Customs, Excise and Service Tax Appellate Tribunal, Bangalore***



BSR & Co.

**** Stay granted by Customs, Excise and Service Tax Appellate Tribunal, Bangalore vide order dated 27 September 2012.

***** Appeal pending to be filed with the Dispute Resolution Panel

10. The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.

11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to its bankers. The Company did not have any outstanding dues to any financial institution or debenture holders during the year.

12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

13. In our opinion and according to the information and explanations given to us, the Company is not a chit fund/ nidhi/ mutual benefit fund/ society.

14. According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments.

15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

16. The Company did not have any term loans outstanding during the year.

17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we are of the opinion that the funds raised on short-term basis have not been used for long-term investment.

18. The Company has not made any preferential allotment of shares to companies/ firms/ parties covered in the register maintained under Section 301 of the Companies Act, 1956.

19. The Company did not have any outstanding debentures during the year.

20. The Company has not raised any money by public issues during the year.

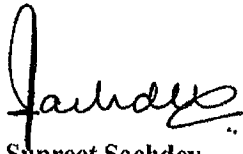


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BSR & Co.

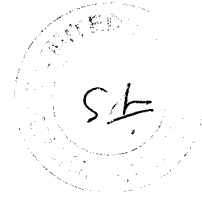
21. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

for BSR & Co.
Chartered Accountants
Firm registration No. 101248W



Supreet Sachdev
Partner
Membership No. 205385

Bangalore
April 22, 2013



Mindtree Limited
Balance sheet

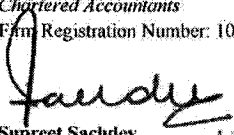
	Note	As at March 31, 2013	Rs in million As at March 31, 2012
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3.1.1	415	405
Reserves and surplus	3.1.2	12,722	9,171
		<u>13,137</u>	<u>9,576</u>
Non-current liabilities			
Long-term borrowings	3.2.1	32	37
Other long-term liabilities	3.2.2	57	46
		<u>89</u>	<u>83</u>
Current liabilities			
Short-term borrowings	3.3.1	217	407
Trade payables		189	107
Other current liabilities	3.3.2	2,166	2,455
Short-term provisions	3.3.3	1,112	724
		<u>3,684</u>	<u>3,693</u>
		<u>16,910</u>	<u>13,352</u>
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	3.4.1	2,561	2,548
Intangible assets	3.4.1	28	43
Capital work-in-progress		571	85
Non-current investments	3.4.2	244	30
Deferred tax assets (net)	3.4.3	360	320
Long-term loans and advances	3.4.4	617	544
Other non-current assets	3.4.5	1,046	1,028
		<u>5,427</u>	<u>4,598</u>
Current assets			
Current investments	3.5.1	4,027	3,075
Trade receivables	3.5.2	4,508	4,078
Cash and bank balances	3.5.3	1,238	585
Short-term loans and advances	3.5.4	430	191
Other current assets	3.5.5	1,280	825
		<u>11,483</u>	<u>8,754</u>
		<u>16,910</u>	<u>13,352</u>

Significant accounting policies and notes to the accounts 2&3

The notes referred to above form an integral part of the financial statements

As per our report of even date attached
For BSR & Co.

Chartered Accountants
Firm Registration Number: 101248W


Supreet Sachdev
Partner
Membership Number: 205385

Place: Bangalore
Date: April 22, 2013

For Mindtree Limited

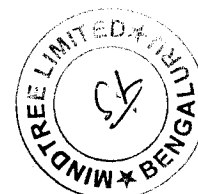

Subroto Bagchi
Chairman


Rostow Ramanan
Chief Financial Officer

Place: Bangalore
Date: April 22, 2013


N. Krishnakumar
CEO & Managing Director


Rajesh Srichand Narang
Company Secretary



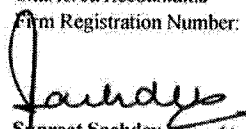
Mindtree Limited
Statement of profit and loss

Particulars	Note	Rs in million	
		For the year ended March 31, 2013	March 31, 2012
Revenue from operations		23,618	19,152
Other income	3.6	350	384
Total revenues		23,968	19,536
Expenses:			
Employee benefits expense	3.7	14,274	12,261
Finance costs	3.7	10	5
Depreciation and amortisation expense	3.4.1	624	695
Other expenses	3.7	4,824	3,958
Total expenses		19,732	16,919
Profit before tax		4,236	2,617
Tax expense:			
Current tax	3.4.3	887	534
Deferred tax		(40)	(104)
Profit for the year		3,389	2,187
Earnings per equity share	3.17		
Equity shares of par value Rs 10/- each			
Basic		82.70	54.27
Diluted		81.66	54.18
Weighted average number of equity shares used in computing earnings per share			
Basic		40,974,712	40,295,202
Diluted		41,496,296	40,363,159

Significant accounting policies and notes to the accounts. 2&3

The notes referred to above form an integral part of the financial statements

As per our report of even date attached
 For BSR & Co.
 Chartered Accountants
 Firm Registration Number: 101248W


 Supreet Sachdev

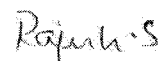
Partner
 Membership Number: 205385

Place: Bangalore
 Date : April 22, 2013

For Mindtree Limited



N. Krishnakumar
 CEO & Managing Director



Rajesh Srichand Narang
 Company Secretary

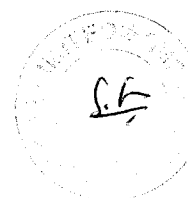


Subroto Bagchi
 Chairman



Rostov Ravanian
 Chief Financial Officer

Place: Bangalore
 Date : April 22, 2013



Mindtree Limited
Cash flow statement

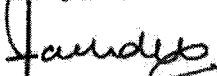
	Rs in million	
	For the year ended March 31,	
	2013	2012
Cash flow from operating activities		
Profit before tax	4,236	2,617
Adjustments for:		
Depreciation and amortisation	624	695
Amortization of stock compensation cost	2	-
Interest expense	10	5
Interest/ dividend income	(192)	(118)
Profit on sale of fixed assets	(6)	(1)
Profit on sale of investments	(133)	(27)
Provision for diminution in the value of investments	1	1
Loss on dissolution of subsidiary	3	-
Exchange difference on derivatives	(308)	(10)
Effect of exchange differences on translation of foreign currency borrowings	28	(3)
Effect of exchange differences on translation of foreign currency cash and cash equivalents	(30)	(18)
Operating profit before working capital changes	4,235	3,141
Changes in trade receivables	(430)	(1,252)
Changes in loans and advances and other assets	(564)	20
Changes in liabilities and provisions	391	721
Net cash provided by operating activities before taxes	3,632	2,630
Income taxes paid	(969)	(564)
Net cash provided by operating activities	2,663	2,066
Cash flow from investing activities		
Purchase of fixed assets	(1,066)	(484)
Proceeds from sale of fixed assets	9	2
Investment in subsidiary	(14)	-
Proceeds on dissolution of subsidiary	18	-
Interest/ dividend received from investments	179	119
Purchase of investments	(11,257)	(8,790)
Sale/ maturities of investments	10,216	6,846
Net cash used in investing activities	(1,915)	(2,307)
Cash flow from financing activities		
Issue of share capital (net of issue expenses paid)	322	144
Interest paid on loans	(11)	(5)
Repayment of borrowings	(941)	(5)
Proceeds from loans	719	410
Dividends paid (including distribution tax)	(214)	(176)
Net cash (used in)/ provided by financing activities	(125)	368
Effect of exchange differences on translation of foreign currency cash and cash equivalents	30	18
Net increase in cash and cash equivalents	653	145
Cash and cash equivalents at the beginning of the year	585	440
Cash and cash equivalents at the end of the year (Refer note 3.5.3)	1,238	585

The notes referred to above form an integral part of the financial statements

As per our report of even date attached
For BSR & Co.

Chartered Accountants

Firm Registration Number: 101248W



Supreet Sachdev

Partner

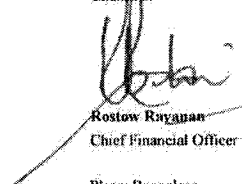
Membership Number: 205385

Place: Bangalore
Date: April 22, 2013



Subroto Bagchi

Chairman




Rostow Ruyanan

Chief Financial Officer


Place: Bangalore
Date: April 22, 2013

For Mindtree Limited



N. Krishnakumar

CEO & Managing Director



Rajesh Srichand Narang

Company Secretary



Mindtree Limited
Significant accounting policies and notes to the accounts
For the year ended March 31, 2013

1. Background

Mindtree Limited ('Mindtree' or 'the Company') is an international Information Technology consulting and implementation company that delivers business solutions through global software development. The Company is structured into two business units – Information Technology ('IT') Services and Product Engineering ('PE') Services. IT Services offer consulting and implementation and post production support for customers in manufacturing, financial services, travel and leisure and other industries, in the areas of e-business, data warehousing and business intelligence, supply chain management, ERP and maintenance and re-engineering of legacy mainframe applications. PE Services provides full life cycle product engineering, professional services and sustained engineering services. It also enables faster product realization by leveraging the expertise in the areas of hardware design, embedded software, middleware and testing and through Mindtree's own IP building blocks in the areas of Bluetooth, VOIP, IVP6, iSCSI and others in datacom, telecom, wireless, storage, industrial automation, avionics, consumer products and computing.

The Company is head quartered in Bangalore and has offices in India, United States of America, United Kingdom, Japan, Singapore, Malaysia, Australia, Germany, Switzerland, Sweden, UAE, Netherlands, Canada, Belgium and France.

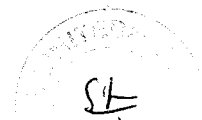
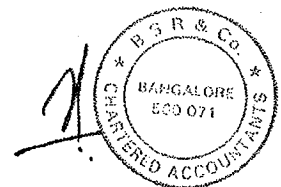
2. Significant accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting except for certain financial instruments which are measured at fair values and comply with the Accounting Standards prescribed by Companies (Accounting Standards) Rules, 2006, as amended, other pronouncements of the Institute of Chartered Accountants of India ('ICAI'), the relevant provisions of the Companies Act, 1956, (the 'Act') and the guidelines issued by Securities and Exchange Board of India ('SEBI') to the extent applicable.

2.2 Use of estimates

The preparation of financial statements in conformity with the generally accepted accounting principles ('GAAP') in India requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent liabilities as of the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in future periods.



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

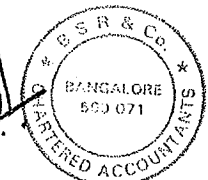
2.3 Fixed assets and depreciation

- 2.3.1 Fixed assets are carried at cost of acquisition (including directly attributable costs such as freight, installation, etc.) or construction less accumulated depreciation. Borrowing costs directly attributable to acquisition or construction of those fixed assets, which necessarily take a substantial period of time to get ready for their intended use, are capitalised.
- 2.3.2 Acquired intangible assets are capitalised at the acquisition price. Internally generated intangible assets are recorded at cost that can be measured reliably during the development phase and when it is probable that future economic benefits that are attributable to the assets will flow to the Company.
- 2.3.3 Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalised at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.
- 2.3.4 Advances paid towards the acquisition of fixed assets, outstanding at each balance sheet date are shown under capital advances. The cost of the fixed asset not ready for its intended use on such date, is disclosed under capital work-in-progress.
- 2.3.5 Depreciation is provided on the straight-line method. The rates specified under schedule XIV of the Companies Act, 1956 are considered as minimum rates. If the management's estimate of the useful life of a fixed asset at the time of the acquisition of the asset or of the remaining useful life on a subsequent review is shorter than that envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/remaining useful life. Pursuant to this policy, the management has estimated the useful life as under:

Asset classification	Useful life
Buildings	25-30 years
Computer systems (including software)	1-3 years
Test equipment	3 years
Furniture and fixtures	5 years
Electrical installations	3-5 years
Office equipment	4-5 years
Motor vehicles	4-5 years
Plant and machinery	4 years
Intellectual property	5 years

- 2.3.6 Fixed assets individually costing Rs 5,000 or less are fully depreciated in the year of purchase/ installation. Depreciation on additions and disposals during the year is provided on a pro-rata basis.

R



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2013

2.3.7 The cost of leasehold land is amortised over the period of the lease. Leasehold improvements and assets acquired on finance lease are amortised over the lease term or useful life, whichever is lower.

2.4 Investments

2.4.1 Non-current investments are carried at cost less any other-than-temporary diminution in value, determined on the specific identification basis.

2.4.2 Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is carried out separately in respect of each investment.

2.4.3 Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment, determined individually for each investment.

2.5 Cash and cash equivalents

Cash and cash equivalents comprises cash in hand and balance in bank in current accounts and deposit accounts.

2.6 Cash flow statement

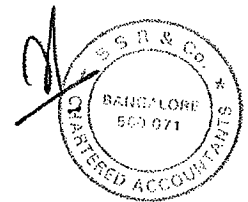
Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

2.7 Employee benefits

2.7.1 Gratuity is a defined benefit scheme and is accrued based on actuarial valuations at the balance sheet date, carried out by an independent actuary. The Company has an employees' gratuity fund managed by ICICI Prudential Life Insurance Company, SBI Life Insurance Company and Life Insurance Corporation of India. Actuarial gains and losses are charged to the statement of profit and loss.

2.7.2 Compensated absences are a long-term employee benefit and is accrued based on actuarial valuations at the balance sheet date, carried out by an independent actuary. The Company accrues for the expected cost of short-term compensated absences in the period in which the employee renders services.

2.7.3 Contributions payable to the recognised provident fund, which is a defined contribution scheme, are charged to the statement of profit and loss.



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

2.8 Revenue recognition

2.8.1 The Company derives its revenues primarily from software services. Revenue from software development on time-and-material basis is recognised as the related services are rendered. Revenue from fixed price contracts is recognised using the proportionate completion method, which is determined by relating the actual project cost of work performed to date to the estimated total project cost for each contract. Unbilled revenue represents cost and earnings in excess of billings while unearned revenue represents the billing in excess of cost and earnings. Provision for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable based on the current contract estimates.

Maintenance revenue is recognized ratably over the period of the maintenance contract.

2.8.2 Provision for discounts is recognised on an accrual basis in accordance with contractual terms of agreements with customers. Revenues are stated net of discount.

2.8.3 Dividend income is recognised when the right to receive payment is established.

2.8.4 Interest income is recognized using the time proportion method, based on the transactional interest rates.

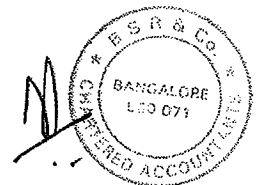
2.9 Foreign exchange transactions

2.9.1 The Company is exposed to foreign currency transactions including foreign currency revenues and receivables. With a view to minimize the volatility arising from fluctuations in currency rates, the Company enters into foreign exchange forward contracts and other derivative instruments.

2.9.2 Foreign exchange transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss for the year.

2.9.3 Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date; the resultant exchange differences are recognized in the statement of profit and loss. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

- 2.9.4 In respect of integral operations, monetary assets and liabilities are translated at the exchange rate prevailing at the date of the balance sheet. Non-monetary items are translated at the historical rate. The items in the statement of profit and loss are translated at the rates prevailing on the dates of the respective transactions. The differences arising out of the translation are recognised in the statement of profit and loss.
- 2.9.5 Forward exchange contracts and other similar instruments that are not in respect of forecasted transactions are accounted for using the guidance in Accounting Standard ('AS') 11, 'The effects of changes in foreign exchange rates'. For such forward exchange contracts and other similar instruments covered by AS 11, based on the nature and purpose of the contract, either the contracts are recorded based on the forward rate/fair value at the reporting date, or based on the spot exchange rate on the reporting date. For contracts recorded at the spot exchange rates, the premium or discount at the inception is amortized as income or expense over the life of the contract.
- 2.9.6 For forward exchange contracts and other derivatives that are not covered by AS 11 and that relate to a firm commitment or highly probable forecasted transactions, the Company has adopted Accounting Standard ('AS') 30, 'Financial Instruments: Recognition and Measurement' to the extent that the adoption did not conflict with existing accounting standards and other authoritative pronouncements of the Company Law and other regulatory requirements. In accordance with AS 30, such derivative financial instruments, which qualify for cash flow hedge accounting and where the Company has met all the conditions of cash flow hedge accounting, are fair valued at balance sheet date and the resultant exchange loss/(gain) is debited/credited to the hedge reserve until the transaction is completed. Other derivative instruments are recorded at fair value at the reporting date and the resultant exchange loss/ (gain) is debited/ credited to statement of profit and loss.

2.10 Warranties

Warranty costs (i.e. post contract support services) are estimated by the management on the basis of technical evaluation and past experience. Provision is made for estimated liability in respect of warranty costs in the year of recognition of revenue.

2.11 Provision and contingent liabilities

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

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[Circular stamp: BSR & CO. BANGALORE 560 071 REGISTERED ACCOUNTANTS]

Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

2.12 Taxation

The current income tax charge is determined in accordance with the relevant tax regulations applicable to the Company. Deferred tax charge or credit are recognised for the future tax consequences attributable to timing difference that result between the profit offered for income taxes and the profit as per the financial statements. Deferred tax in respect of timing difference which originate during the tax holiday period but reverse after the tax holiday period is recognised in the year in which the timing difference originate. For this purpose the timing differences which originate first are considered to reverse first. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, when there is a brought forward loss or unabsorbed depreciation under taxation laws, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably/ virtually certain to be realised.

Minimum alternate tax ('MAT') paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognised as an asset in the balance sheet if there is a convincing evidence that the Company will pay normal tax after the tax holiday period and the resultant assets can be measured reliably. MAT credit entitlement can be carried forward and utilized for a period of ten years from the period in which such credit is availed.

The Company offsets, on a year on year basis, the current tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

2.13 Earnings per share

In determining earnings per share, the Company considers the net profit after tax and includes the post-tax effect of any extra-ordinary item. The number of equity shares used in computing basic earnings per share is the weighted average number of equity shares outstanding during the year. The number of equity shares used in computing diluted earnings per share comprises weighted average number of equity shares considered for deriving basic earnings per share and also weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

2.14 Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset (including goodwill) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined; if no impairment loss had been recognized. In respect of goodwill, impairment loss will be reversed only when it is caused by specific external events and their effects have been reversed by subsequent external events.

2.15 Employee stock based compensation

The Company measures the compensation cost relating to employee stock options/restricted shares using the intrinsic value method. The compensation cost is amortized over the vesting/service period.

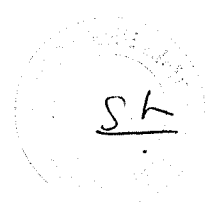
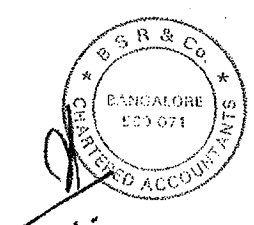
2.16 Government grants

Grants from the government are recognised when there is reasonable assurance that:

- (i) the Company will comply with the conditions attached to them; and
- (ii) the grant will be received.

Government grants related to revenue are recognised on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate. Such grants are deducted in reporting the related expense. Where the Company receives non-monetary grants, the asset is accounted for on the basis of its acquisition cost. In case a non-monetary asset is given free of cost it is recognised at a nominal value.

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

3. Notes to the accounts

3.1 Shareholders' funds

3.1.1 Share capital

a) Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
Authorised		
79,620,000 (March 31, 2012: 79,620,000) equity shares of Rs 10/- each	796	796
Issued, subscribed and paid-up capital		
41,535,055 (March 31, 2012: 40,543,923) equity shares of Rs 10/- each fully paid	415	405
Total	415	405

- b) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year is as given below:

Particulars	As at March 31, 2013		As at March 31, 2012	
	No of shares	Rs in million	No of shares	Rs in million
Number of shares outstanding at the beginning of the year	40,543,923	405	40,035,187	400
Add: Shares issued on exercise of employee stock options	991,132	10	508,736	5
Number of shares outstanding at the end of the year	41,535,055	415	40,543,923	405

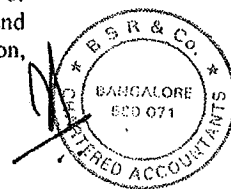
- c) The Company has only one class of shares referred to as equity shares having a par value of Rs 10/- each.

Each holder of the equity share, as reflected in the records of the Company as of the date of the shareholder meeting, is entitled to one vote in respect of each share held for all matters submitted to vote in the shareholder meeting.

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting.

The Board of Directors, at its meeting held on October 16, 2012 declared an interim dividend of 30% (Rs 3 per equity share of par value Rs 10/- each). Further, the Board of Directors declared a second interim dividend of 40% (Rs 4 per equity share of par value Rs 10/- each) and proposed a final dividend of 50% (Rs 5 per equity share of par value Rs 10/- each) for the year ended March 31, 2013. The total dividend appropriation for the year ended March 31, 2013 amounted to Rs 578 million, including corporate dividend tax of Rs 81 million.

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

During the year ended March 31, 2012, the amount of per share dividend recognized as distributions to equity shareholders was Rs 4. The dividend for the year ended March 31, 2012 includes Rs 1.50 per share of final dividend, Rs 1.50 per share of interim dividend and a special dividend of Rs 1 per equity share on the occasion of the Company crossing \$100 million in revenues and 10,000 Mindtree minds during the quarter ended September 30, 2011. The total dividend appropriation for the year ended March 31, 2012 amounted to Rs 188 million, including corporate dividend tax of Rs 26 million.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

- d) Equity shareholder holding more than 5 percent of equity shares along with the number of equity shares held at the beginning and at the end of the year is as given below:

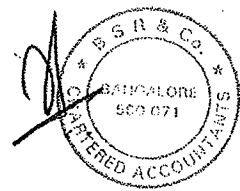
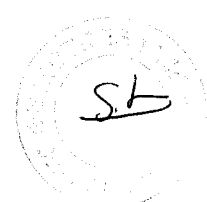
Sr. No.	Name of the shareholder	As at March 31, 2013		As at March 31, 2012	
		Number of shares	%	Number of shares	%
1	Coffee Day Resorts Private Limited	4,565,442	11.0%	4,565,442	11.3%
2	Walden Software Investment Limited	-	-	3,964,205	9.8%
3	Nalanda India Fund Limited	3,949,089	9.5%	3,949,089	9.7%
4	Global Technology Ventures Limited	2,498,561	6.0%	2,648,561	6.5%
5	Subroto Bagchi	2,078,585	5.0%	2,078,435	5.1%

- e) The Company has not allotted any fully paid up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date. Number of equity shares allotted as fully paid up without payment being received in cash is 1,300,965 during the period of five years immediately preceding March 31, 2013 and March 31, 2012. These shares were allotted to the shareholders of erstwhile Aztecsoft Limited pursuant to the scheme of amalgamation for the financial year ended March 31, 2010.

f) **Employee stock based compensation**

The Company instituted the Employees Stock Option Plan ('ESOP') in fiscal 2000, which was approved by the Board of Directors ('Board'). Under the ESOP, the Company currently administers seven stock option programs. Further, the Company has instituted Employee Restricted Stock Purchase Plan 2012 ('ERSP 2012') during the current year.

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

Program 1 [ESOP 1999]

Options under this program are exercisable at an exercise price of Rs 10 per option. All stock options have a four-year vesting term and vest at the rate of 15%, 20%, 30% and 35% at the end of 1, 2, 3 and 4 years respectively from the date of grant and become fully exercisable. Each option is entitled to 1 equity share of Rs 10 each. This program extends to employees who have joined on or before September 30, 2001 or have been issued employment offer letters on or before August 7, 2001. This plan was terminated on September 30, 2001. The contractual life of each option is 11 years after the date of grant.

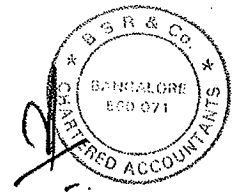
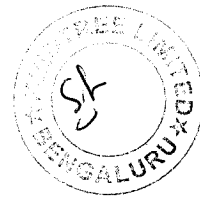
Particulars	Year ended March 31,	
	2013	2012
Outstanding options, beginning of the year	4,000	4,088
Granted during the year	-	-
Exercised during the year	500	88
Lapsed during the year	3,500	-
Forfeited during the year	-	-
Outstanding options, end of the year	-	4,000
Options vested and exercisable, end of the year	-	4,000

Program 2 [ESOP 2001]

Options under this program have been granted to employees at an exercise price of Rs 50 per option. All stock options have a four-year vesting term and vest at the rate of 15%, 20%, 30% and 35% at the end of 1, 2, 3 and 4 years respectively from the date of grant and become fully exercisable. Each option is entitled to 1 equity share of Rs 10 each. This program extends to employees who have joined on or after October 1, 2001 or have been issued employment offer letters on or after August 8, 2001 or options granted to existing employees with grant date on or after October 1, 2001. This plan was terminated on April 30, 2006. The contractual life of each option is 11 years after the date of grant.

Particulars	Year ended March 31,	
	2013	2012
Outstanding options, beginning of the year	79,367	126,763
Granted during the year	-	-
Exercised during the year	25,837	40,124
Lapsed during the year	5,612	7,272
Forfeited during the year	-	-
Outstanding options, end of the year	47,918	79,367
Options vested and exercisable, end of the year	47,918	79,367

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

Program 3 [ESOP 2006 (a)]

Options under this program have been granted to employees at an exercise price of Rs 250 per option. All stock options have a four-year vesting term and vest at the rate of 15%, 20%, 30% and 35% at the end of 1, 2, 3 and 4 years respectively from the date of grant and become fully exercisable. Each option is entitled to 1 equity share of Rs 10 each. This program extends to employees to whom the options are granted on or after May 1, 2006. This plan was terminated on October 25, 2006. The contractual life of each option is 5 years after the date of grant.

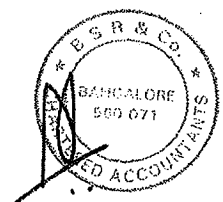
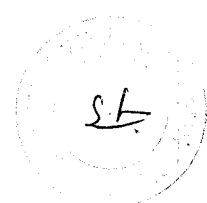
Particulars	Year ended March 31,	
	2013	2012
Outstanding options, beginning of the year	-	83,548
Granted during the year	-	-
Exercised during the year	-	45,258
Lapsed during the year	-	38,255
Forfeited during the year	-	35
Outstanding options, end of the year	-	-
Options vested and exercisable, end of the year	-	-

Program 4 [ESOP 2006 (b)]

Options under this program are granted to employees at an exercise price periodically determined by the Compensation Committee. All stock options have a four-year vesting term and vest at the rate of 15%, 20%, 30% and 35% at the end of 1, 2, 3 and 4 years respectively from the date of grant and become fully exercisable. Each option is entitled to 1 equity share of Rs 10 each. This program extends to employees to whom the options are granted on or after October 25, 2006. The contractual life of each option is 5 years after the date of grant.

Particulars	Year ended March 31,	
	2013	2012
Outstanding options, beginning of the year	1,349,038	2,308,946
Granted during the year	-	110,000
Exercised during the year	905,860	408,995
Lapsed during the year	97,528	486,768
Forfeited during the year	41,000	174,145
Outstanding options, end of the year	304,650	1,349,038
Options vested and exercisable, end of the year	115,225	1,013,388

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

Program 5 [ESOP 2008A]

Options under this program are granted to employees of erstwhile Aztecsoft Limited as per swap ratio of 2:11 as specified in the merger scheme. Each new option is entitled to 1 equity share of Rs 10 each.

Particulars	Year ended March 31,	
	2013	2012
Outstanding options, beginning of the year	124,803	150,218
Granted during the year	-	-
Exercised during the year	14,437	938
Lapsed during the year	2,118	24,477
Forfeited during the year	-	-
Outstanding options, end of the year	108,248	124,803
Options vested and exercisable, end of the year	108,248	124,803

Directors' Stock Option Plan, 2006 ('DSOP 2006')

Options under this program have been granted to independent directors at an exercise price periodically determined by the Compensation Committee. All stock options vest equally over three year vesting term at the end of 1, 2 and 3 years respectively from the date of the grant and become fully exercisable. Each option is entitled to 1 equity share of Rs 10 each. The contractual life of each option is 4 years after the date of the grant.

Particulars	Year ended March 31,	
	2013	2012
Outstanding options, beginning of the year	151,667	165,000
Granted during the year	20,000	-
Exercised during the year	36,667	13,333
Lapsed during the year	-	-
Forfeited during the year	-	-
Outstanding options, end of the year	135,000	151,667
Options vested and exercisable, end of the year	76,667	75,001



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

Program 7 [ESOP 2010A]

In-principle approvals for administering the seventh stock option program i.e. ESOP 2010 (A) has been received by the Company from the BSE and NSE for 1,135,000 equity shares of Rs 10 each. No options have been granted under the program as at March 31, 2013.

Employee Restricted Stock Purchase Plan 2012 ('ERSP 2012')

ERSP 2012 was instituted with effect from July 16, 2012 to further issue upto 1,000,000 equity shares of nominal value of Rs 10 each. Shares under this program are granted to employees at an exercise price of not less than Rs 10 per equity share or such higher price as decided by the Board of Directors. Shares shall vest over such term as determined by the Board of Directors not exceeding ten years from the date of the grant. All shares will have a minimum lock in period of one year from the date of allotment.

Particulars	Year ended March 31,	
	2013	2012
Outstanding shares, beginning of the year	-	-
Granted during the year	7,831	-
Exercised during the year	7,831	-
Lapsed during the year	-	-
Forfeited during the year	-	-
Outstanding shares, end of the year	-	-
Shares vested and exercisable, end of the year	-	-

The following table summarizes information about the weighted average exercise price of options/shares exercised under various programs:

Particulars	Amount in Rs	
	Year ended March 31,	
	2013	2012
Program 1	10.00	10.00
Program 2	50.00	50.00
Program 3	-	250.00
Program 4	336.84	308.77
Program 5	404.63	161.56
DSOP 2006	259.27	355.00
ERSP 2012	10.00	-

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

The following tables summarize information about the options outstanding under various programs as at March 31, 2013 and March 31, 2012 respectively:

Particulars	As at March 31, 2013		
	Number of shares arising out of options	Weighted average remaining contractual life (in years)	Weighted average exercise price (in Rs)
Program 1	-	-	-
Program 2	47,918	2.00	50.00
Program 3	-	-	-
Program 4	304,650	2.62	491.45
Program 5	108,248	3.21	392.82
DSOP 2006	135,000	1.95	559.41

Particulars	As at March 31, 2012		
	Number of shares arising out of options	Weighted average remaining contractual life (in years)	Weighted average exercise price (in Rs)
Program 1	4,000	0.04	10.00
Program 2	79,367	2.91	50.00
Program 3	-	-	-
Program 4	1,349,038	1.59	380.25
Program 5	124,803	4.20	390.41
DSOP 2006	151,667	2.23	495.12

The Company has recorded compensation cost for all grants using the intrinsic value-based method of accounting, in line with prescribed SEBI guidelines.

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

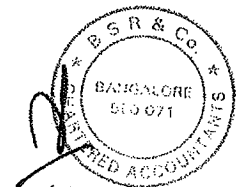
Had compensation been determined under the fair value approach described in the Guidance Note on, "Accounting for employee share based payments" issued by ICAI, the Company's net profit and basic and diluted earnings per share would have reduced to the proforma amounts as indicated:

Particulars	Rs in million except EPS data	
	Year ended March 31,	
	2013	2012
Net profit as reported	3,389	2,187
Add: Stock-based employee compensation expense (intrinsic value method)	-	-
Less: Stock-based employee compensation expense (fair value method)	74	78
Pro forma net profit	3,315	2,109
Basic earnings per share as reported	82.70	54.27
Pro forma basic earnings per share	80.89	52.34
Diluted earnings per share as reported	81.66	54.18
Pro forma diluted earnings per share	79.87	52.25

During year ended March 31, 2013, 20,000 options were granted by the Company under DSOP 2006.

The weighted average fair value of each option of Mindtree, granted during year ended March 31, 2013 was Rs 393.56 using the Black-Scholes model with the following assumptions:

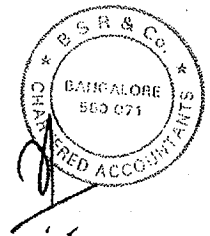
Weighted average grant date share price	Rs 556
Weighted average exercise price	Rs 556
Dividend yield %	0.18%
Expected life	3 - 5 years
Risk free interest rate	8.11%
Volatility	101.5%



Mindtree Limited
 Significant accounting policies and notes to the accounts (continued)
 For the year ended March 31, 2013

3.1.2 Reserves and surplus

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
Capital reserve		
Opening balance	87	87
Additions during the year	-	-
	87	87
Securities premium reserve		
Opening balance	1,808	1,669
Additions during the year on exercise of employee stock options	317	139
	2,125	1,808
General reserve		
Opening balance	752	533
Add: Transfer from statement of profit and loss	339	219
	1,091	752
Share option outstanding account		
Opening balance	48	48
Additions during the year	-	-
	48	48
Hedge reserve		
Opening balance	(250)	81
Additions during the year	423	(331)
	173	(250)
Surplus (Balance in the statement of profit and loss)		
Opening balance	6,726	4,946
Add: Amount transferred from statement of profit and loss	3,389	2,187
Amount available for appropriations	10,115	7,133
Appropriations:		
Interim dividend	(289)	(101)
Final dividend	(208)	(61)
Dividend distribution tax	(81)	(26)
Amount transferred to general reserve	(339)	(219)
	9,198	6,726
Total	12,722	9,171



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

3.2 Non-current liabilities

3.2.1 Long-term borrowings

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
<i>(Unsecured)</i>		
Other loans and advances	32	37
Total	32	37

Long-term borrowings represent the amount received from Council for Scientific and Industrial Research (CSIR) to develop a project under "Development of Intelligent Video Surveillance Server (IVSS) system".

The loan is an unsecured loan carrying a simple interest of 3% p.a. on the outstanding amount of loan. Repayment of loan is in 10 equal annual installments commencing from June 2011. The project implementation period was a moratorium period ending May 2011 and was not liable for repayment of installments and interest during the said period. However, the interest accrued during the period is amortized and is payable in 3 equal annual installments commencing from June 2011. Any delay in repayment entails a liability of 12% p.a. compounded monthly for the period of delay.

There is no continuing default in the repayment of the principal loan and interest amounts.

3.2.2 Other long-term liabilities

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
Interest accrued but not due on borrowings	-	1
Other long-term liabilities	57	45
Total	57	46

3.3 Current liabilities

3.3.1 Short-term borrowings

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
<i>(Secured)</i>		
Other loans from banks	217	407
Total	217	407



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

During the year, the Company has repaid packing credit loans of USD 8 million and availed additional packing credit loan of USD 4 million. These packing credit loans are secured against the trade receivables of the Company. As at March 31, 2013, the Company has outstanding packing credit loan of USD 4 million (As at March 31, 2012: USD 8 million). The Company has taken forward exchange contracts with respect to this loan. In accordance with 'AS 11' the forward premium arising at inception is amortized as an expense over the life of the contract.

Details of interest rate and repayment terms in respect of above packing credit loan are as below:

Name of the bank	As at March 31, 2013			As at March 31, 2012		
	Rs in million	Rate of interest p.a	Date of repayment	Rs in million	Rate of interest p.a	Date of repayment
HSBC	-	-	-	254	2.00%	25-May-12
HSBC	-	-	-	153	2.39%	31-Aug-12
HSBC	217	1.98%	29-May-13	-	-	-
Total	217			407		

3.3.2 Other current liabilities

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
Current maturities of long-term debt*	5	5
Interest accrued but not due on borrowings	2	2
Unearned income	36	19
Unpaid dividends	3	3
Creditors for capital goods	105	33
Advances from customers	42	69
Employee related liabilities	1,023	836
Book overdraft	136	125
Other liabilities**	814	1,363
Total	2,166	2,455

*The details of interest rates, repayment and other terms are disclosed under note 3.2.1.

**Includes derivative liability of Rs 13 million (As at March 31, 2012: Rs 590 million).

As at March 31, 2013, the Company has outstanding forward contracts amounting to USD 112.75 million (As at March 31, 2012: USD 112.5 million) and Euro 11 million (As at March 31, 2012: Euro 9 million) forward strips and leverage option contracts amounting to NIL (As at March 31, 2012: USD 29.25 million). These derivative instruments have been entered to hedge highly probable forecasted sales.



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In accordance with the provisions of AS 30, those derivative instruments which qualify for cash flow hedge accounting have been fair valued at balance sheet date and the resultant exchange gain has been credited to hedge reserve (Refer Note 3.1.2). Other derivative instruments that do not qualify for hedge accounting have been fair valued at the balance sheet date and resultant exchange gain of Rs 308 million for the year ended March 31, 2013 (year ended March 31, 2012: gain of Rs 10 million) has been recorded in the statement of profit and loss.

3.3.3 Short-term provisions

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
Provision for employee benefits		
- Gratuity	11	1
- Compensated absences	262	228
Provision for taxes	199	257
Provision for discount	145	109
Dividend payable	374	61
Dividend distribution tax payable	61	10
Provision for foreseeable losses on contracts	-	4
Provision for post contract support services	3	5
Provision for disputed dues*	57	49
Total	1,112	724

*Represents disputed tax dues provided during the previous year pursuant to unfavourable order received from the tax authorities against which the Company has preferred an appeal with the relevant authority. In respect of the provisions of Accounting Standard – 29 'Provisions, Contingent Liabilities and Contingent Assets' ('AS 29'), the disclosures required have not been provided in accordance with paragraph 72 of AS 29.

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

The following table sets out the status of the gratuity plan as required under AS 15- Employee Benefits.

Particulars	As at March 31, 2013	As at March 31, 2012
Change in projected benefit obligations		
Obligations at the beginning of the year	276	265
Service cost	62	41
Interest cost	19	19
Benefits settled	(41)	(74)
Actuarial (gain)/loss	8	25
Obligations at end of the year	324	276
Change in plan assets		
Plan assets at the beginning of the year, at fair value	275	257
Expected return on plan assets	23	19
Actuarial gain/(loss)	1	38
Contributions	55	35
Benefits settled	(41)	(74)
Plan assets at the end of the year, at fair value	313	275

Reconciliation of the present value of the obligation and the fair value of the plan assets

Particulars	Rs in million				
	2013	2012	2011	2010	2009
Fair value of plan assets at the end of the year	313	275	257	212	132
Present value of defined obligations at the end of the year	(324)	(276)	(265)	(208)	(132)
Asset/ (liability) recognised in the balance sheet	(11)	(1)	(8)	4	-



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Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

Particulars	Rs in million	
	For the year ended March 31,	
	2013	2012
Gratuity cost		
Service cost	62	41
Interest cost	19	19
Expected return on plan assets	(23)	(19)
Actuarial (gain)/loss	7	(13)
Net gratuity cost	65	28
Actual return on plan assets	24	56
Assumptions		
Interest rate	7.96%	8.54%
Expected rate of return on plan assets	8%	7.50%
Salary increase	6%	6%
Attrition rate	13.38%	18.2%
Retirement age	60	60

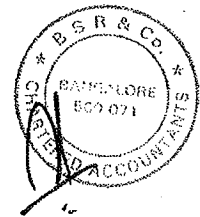
The estimates of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

The disclosure of provisions movement as required under the provisions of AS 29 is as follows:-

Provision for post contract support services

Particulars	Rs in million	
	For the year ended March 31,	
	2013	2012
Balance at the beginning of the year	5	5
Released during the year	(2)	-
Provision at the end of the year	3	5

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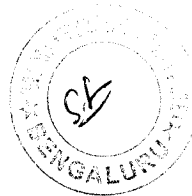
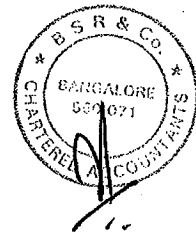
Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

Particulars	Rs in million	
	For the year ended March 31,	
	2013	2012
Balance at the beginning of the year	109	49
Provisions made during the year	144	87
Utilisations during the year	(95)	(27)
Released during the year	(13)	-
Provision at the end of the year	145	109

Particulars	Rs in million	
	For the year ended March 31,	
	2013	2012
Balance at the beginning of the year	4	2
Provisions made during the year	-	12
Utilisations during the year	(4)	(10)
Provision at the end of the year	-	4

These provisions are expected to be utilized over a period of one year.

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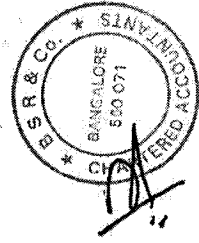


Mindtree Limited
Significant accounting policies and notes to the accounts
For the year ended March 31, 2013

3.4 Non-current assets

3.4.1 Fixed assets

Assets	Gross block				Accumulated depreciation			Net book value	
	As at April 1, 2012	Additions during the year	Deletions during the year	As at March 31, 2013	As at April 1, 2012	For the year	Deletions during the year	As at March 31, 2013	As at March 31, 2012
Tangible assets:									
Leasehold land	425	-	-	425	59	12	-	71	366
Buildings	1,626	-	-	1,626	232	57	-	289	1,394
Leasehold improvements	1,064	134	12	1,186	708	167	10	865	356
Computer systems (including software)	1,636	364	6	1,994	1,425	220	5	1,640	211
Test equipment	218	1	-	219	143	55	-	198	21
Furniture and fixtures	144	13	6	151	125	19	16	138	75
Electrical installations	222	32	7	247	180	31	6	205	19
Office equipment	468	82	8	482	330	48	8	370	42
Motor vehicles	2	-	-	2	2	-	-	2	78
Plant and machinery	8	-	-	8	1	-	-	1	-
Total (A)	5,753	626	39	6,340	3,205	609	35	3,779	2,548
Intangible assets	67	-	-	67	24	15	-	39	43
Intellectual property	67	-	-	67	24	15	-	39	43
Total (B)									
Total (A+B)	5,820	626	39	6,407	3,229	624	35	3,818	2,591
Previous year	5,624	282	86	5,820	2,618	695	84	3,229	2,591



Mindtree Limited
Significant accounting policies and notes to the accounts
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3.4.2 Non-current investments

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
Investment in mutual funds (quoted)	223	-
Investment in equity instruments (unquoted)		
- Investment in Trade	8	8
- Investment in subsidiary	14	23
Less: Provision for diminution in value of investments	(1)	(1)
Total	244	30
Aggregate amount of quoted investments	223	-
Aggregate market value of quoted investments	224	-
Aggregate amount of unquoted investments	22	31

Details of investment in mutual funds are as given below:

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
JP Morgan Mutual Fund	70	-
Birla Sun Life Mutual Fund	30	-
IDFC Mutual Fund	28	-
Tata Mutual Fund	95	-
Total	223	-

Details of investment in trade unquoted investments are as given below:

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
2,400 (previous year: 2,400) equity shares in Career Community.com Limited	1	1
643,790 (previous year: 643,790) Series A Convertible Preferred Stock at US\$ 0.0001 each fully paid at premium of US \$ 0.2557 each in 30 Second Software Inc	7	7
Total	8	8

Details of investment in subsidiary are as given below:

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
Mindtree Software (Shenzhen) Co., Ltd ('MSSL')*	-	23
Mindtree Software (Shanghai) Co., Ltd ('MSSCL')**	14	-
Total	14	23



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
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*During the year, the Company dissolved MSSL and the funds available with MSSL amounting to Rs 18 million were received by the Company. Consequently, the loss on the dissolution of MSSL amounting to Rs 3 million has been recognised in the statement of profit and loss.

**The Company has set up a new subsidiary MSSCL during the year.

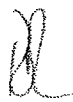
3.4.3 Taxes


Particulars	Rs in million	
	For the year ended March 31, 2013	2012
Tax expense		
- Current tax	887	672
- MAT credit entitlement	-	(138)
	887	534
Deferred tax	(40)	(104)
Total	847	430



The Company has units at Bangalore, Hyderabad and Chennai registered as Special Economic Zone (SEZ) units which are entitled to a tax holiday under Section 10AA of the Income Tax Act, 1961.

The Company also has STPI units at Bangalore and Pune which are registered as a 100 percent Export Oriented Unit, which were earlier entitled to a tax holiday under Section 10B and Section 10A of the Income Tax Act, 1961.

During the year ended March 31, 2013, the Company has recorded a foreign tax credit of Rs 97 million relating to financial year 2010-2011 and financial year 2011-2012. The Company has reflected this credit in the Income tax return for the financial year 2011-2012 and revised return for the financial year 2010-2011.





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Deferred tax assets (net):

Deferred tax assets included in the balance sheet comprises the following:

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
Excess of depreciation as per books over depreciation allowed under Income Tax Act, 1961	215	222
Provision for doubtful debts	10	6
Compensated absence	84	39
Provision for volume discount	34	34
Others	17	19
Total deferred tax assets	360	320

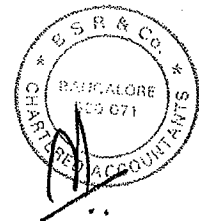
3.4.4 Long-term loans and advances

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
<i>(Unsecured considered good)</i>		
Capital advances	127	102
Security deposits*	426	442
Advances recoverable in cash or in kind or for value to be received*	64	-
Total	617	544

*Refer note 3.15 for related party balances.

3.4.5 Other non-current assets

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
<i>(Unsecured considered good)</i>		
Advance tax and tax deducted at source, net of provision for taxes	848	742
MAT credit entitlement	165	246
Other non-current assets	33	40
Total	1,046	1,028



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

3.5 Current assets

3.5.1 Current investments

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
Investment in mutual funds (quoted)	3,628	2,750
Less: Provision for diminution in the value of investments	(1)	-
Term deposits	400	325
Total	4,027	3,075
Aggregate amount of quoted investments	3,628	2,750
Aggregate market value of quoted investments	3,710	2,803
Aggregate amount of unquoted investments	400	325

Details of investment in mutual funds are as given below:

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
ICICI Prudential Mutual Fund	409	301
IDFC Mutual Fund	228	346
UTI Mutual Fund	248	233
HSBC Mutual Fund	70	170
Franklin Templeton Mutual Fund	310	176
DSP Blackrock Mutual Fund	248	215
Birla Sun Life Mutual Fund	371	291
Reliance Mutual Fund	349	267
Tata Mutual Fund	152	284
DWS Mutual Fund	198	-
SBI Mutual Fund	358	50
HDFC Mutual Fund	440	122
Axis Mutual Fund	51	120
Principal Mutual Fund	30	-
Kotak Mutual Fund	51	-
Sundaram Mutual Fund	50	-
Pinebridge Mutual Fund	30	-
Fidelity Mutual Fund	-	50
IDBI Mutual Fund	35	125
Total	3,628	2,750

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

Details of investments in term deposit are as given below:

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
HDFC Limited	400	200
Janalakshmi Financial Services Private Limited	-	125
Total	400	325

3.5.2 Trade receivables

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
<i>(Unsecured)</i>		
Debts overdue for a period exceeding six months		
- considered good	175	26
- considered doubtful	36	21
Other debts		
- considered good	4,333	4,052
- considered doubtful	10	19
Less: Provision for doubtful debts	(46)	(40)
Total	4,508	4,078

3.5.3 Cash and bank balances

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
Cash and cash equivalents		
Balances with banks in current and deposit accounts^*	1,235	582
Other bank balances**	3	3
Total	1,238	585

^The deposits maintained by the Company with banks comprises time deposits, which can be withdrawn by the Company at any point without prior notice or penalty on the principal.

* Balances with banks include the following:

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
Balance with banks held as margin money towards guarantees	1	1
Bank deposits with more than 12 months of maturity	-	1

**Other bank balances represent balances in respect of unpaid dividends and are considered restricted in nature.

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

3.5.4 Short-term loans and advances

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
<i>(Unsecured considered good)</i>		
Advances recoverable in cash or in kind or for value to be received*	440	191
Less: Provision for doubtful advances	(10)	-
Total	430	191

*Refer note 3.15 for related party balances.

3.5.5 Other current assets

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
Unbilled revenue	637	479
Other current assets*	643	346
Total	1,280	825

*Includes derivative asset of Rs 181 million (As at March 31, 2012: Rs 25 million).

3.6 Other income

Particulars	Rs in million	
	For the year ended March 31, 2013	2012
Interest income	64	53
Dividend income	128	65
Net gain on sale of investments	133	27
Foreign exchange gain/(loss)	-	196
Other non-operating income	25	43
Total	350	384

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

3.7 Expenses

	Rs in million	
Employee benefits expense	For the year ended March 31,	
	2013	2012
Salaries and wages	13,029	11,227
Contribution to provident and other funds	1,107	933
Expense on employee stock purchase plan	2	-
Staff welfare expenses	136	101
Total	14,274	12,261
Finance costs	For the year ended March 31,	
	2013	2012
Interest expense	10	5
Total	10	5
Other expenses	For the year ended March 31,	
	2013	2012
Travel expenses	935	999
Sub-contractor charges	861	661
Computer consumables	256	341
Legal and professional charges	249	216
Power and fuel	206	183
Rent (Refer note 3.16)	412	342
Repairs to buildings	55	32
Repairs to machinery	20	16
Insurance	20	20
Rates and taxes	72	103
Exchange loss, net	340	-
Other expenses	1,398	1,045
Total	4,824	3,958

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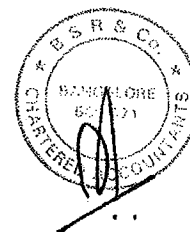
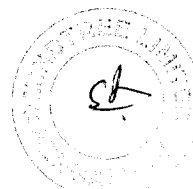


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Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

3.8 Contingent liabilities and commitments

- a) Estimated amount of contracts remaining to be executed on capital account and not provided for as at March 31, 2013 is Rs 470 million (March 31, 2012: Rs 420 million).
- b) As of the balance sheet date, the Company's net foreign currency exposure that is not hedged by a derivative instrument or otherwise is Rs 4,018 million (March 31, 2012: Rs 3,709 million).
- c) The Company has received income tax assessment for the financial year 2008-09 wherein demand of Rs 24 million has been raised against the Company on account of certain disallowances, adjustments made by the income tax department. A significant portion of this amount arises from the manner of adjustment of brought forward losses in arriving at the taxable profits of the Company. The tax demand for financial year 2008-09 also includes disallowance of portion of profit earned outside India from the STP and SEZ units.
Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Company has filed an appeal against the demands received.
- d) The Company has received income tax assessments for financial years 2006-07 and 2007-08 for the erstwhile subsidiary i.e. Mindtree Technologies Private Limited (MTPL) with demands amounting to Rs 11 million and Rs 10 million on account of certain disallowances/ adjustments made by income tax department. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Company has filed an appeal against the demand received. The Company has not deposited the amount of demand with the department.
- e) The Company has received income tax assessments under Section 143(3) of the Income-tax Act 1961 which pertain to erstwhile Aztecsoft Limited for the financial years 2001-02, 2002-03, 2003-04, 2004-05, 2005-06, 2006-07 and 2007-08 wherein demand of Rs 91 million, Rs 49 million, Rs 61 million, Rs 28 million, Rs 58 million, Rs 119 million and Rs 214 million respectively has been raised against the Company. These demands have arisen mainly on account of transfer pricing adjustments made in the order. The Company has not accepted these orders and had been advised by its legal counsel/ advisors to prefer appeals before appellate authorities and accordingly the Company has filed appeals before the Commissioner of Income Tax (Appeals) and ITAT. The Company has deposited Rs.15 million with the department against these demands.

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Significant accounting policies and notes to the accounts (continued)
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During the current year, the Company has received draft assessment order under Section 143(3) of the Income Tax Act 1961 for the financial year 2008-09 wherein demand of Rs 65 million has been raised on account of transfer pricing adjustments and the Company is in the process of filing an appeal before the Dispute Resolution Panel.

The Company had received a favourable order from the Commissioner of Income Tax (Appeals) for the year 2001-02 where in the Commissioner of Income Tax (Appeals) has accepted the Company's contentions and quashed the demand raised. The Income tax department had appealed against the above mentioned order with ITAT. ITAT, in an earlier year have passed an order setting aside both the Order of the Commissioner of Income Tax (Appeals) as well as the Assessing Officer and has remanded the matter back to the assessment officer for re-assessment. The Company has preferred an appeal with the Hon'ble High Court of Karnataka against the order of the ITAT. Further, the Hon'ble High Court of Karnataka has stayed the operation and all further proceedings pursuant to the order passed by the ITAT.

During the current year, the Hon'ble High Court of Karnataka has dismissed the appeal filed against the order of ITAT and upheld the order passed by the ITAT and accordingly the case is pending before assessing officer for re-assessment.

The Company had appealed against the demands received for financial years 2002-03, 2003-04, 2004-05, 2005-06, 2006-07 and 2007-08. Based on favourable order received by the Company for the financial year 2001-02 and an evaluation of the facts and circumstances, no provision has been made against the above orders in the financial statements.

- f) The Company has received an assessment order for financial year 2006-07 for the erstwhile subsidiary Mindtree Wireless Private Limited from the Assistant Commissioner of Income-tax ('ACIT') with a demand amounting to Rs 39 million on account of certain other disallowances/ transfer pricing adjustments made by income tax department. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Company has filed an appeal with Commissioner of Income Tax (Appeals) against the demand received. The Company has deposited Rs 5 million with the department against this demand.

3.9 Quantitative details

The Company is engaged in software development services. Such services are not capable of being expressed in any generic unit and hence, it is not possible to give the quantitative details required under paragraphs 5(viii)(c) of general instructions for preparation of the statement of profit and loss as per revised Schedule VI to the Companies Act, 1956.

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Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

3.10 Value of imports on CIF basis

Particulars	Rs in million	
	For the year ended March 31, 2013	2012
Capital goods	238	89
Others	4	9
Total	242	98

3.11 Expenditure in foreign currency

Particulars	Rs in million	
	For the year ended March 31, 2013	2012
Branch office expenses	7,821	5,962
Travel expenses	134	200
Professional charges	21	8
Others	97	540
Total	8,073	6,710

3.12 Earnings in foreign currency

Particulars	Rs in million	
	For the year ended March 31, 2013	2012
Income from software development	22,598	18,069
Other income	17	3
Total	22,615	18,072

3.13 During the year ended March 31, 2013 the Company has remitted in foreign currency, dividend Rs 8 million (year ended March 31, 2012: Rs. 10 million).

Particulars	For the year ended March 31, 2013	For the year ended March 31, 2012
Number of shares held		
Final dividend	1,743,465	2,717,566
Interim dividend	1,693,943	2,898,930
Number of shareholders		
Final dividend	46	50
Interim dividend	45	47
Amount remitted (Rs)	8 million	10 million
Year to which dividend relates	Final dividend 2011-12 Interim dividend 2012-13	Final dividend 2010-11 Interim dividend 2011-12



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

3.14 Segmental reporting

The Company's operations predominantly relate to providing IT Services and PE Services. Accordingly, the Company considers the business segment as the primary segment and geographical segment based on the location of customers as the secondary segment.

The accounting principles consistently used in the preparation of the financial statements are also consistently applied to record income and expenditure in individual segments.

Income and direct expenses in relation to segments are categorised based on items that are individually identifiable to that segment, while the remainder of costs are apportioned on an appropriate basis. Certain expenses are not specifically allocable to individual segments as the underlying services are used interchangeably. The Company therefore believes that it is not practical to provide segment disclosures relating to such expenses and accordingly such expenses are separately disclosed as unallocable and directly charged against total income.

The assets of the Company are used interchangeably between segments, and the management believes that it is currently not practical to provide segment disclosures relating to total assets and liabilities since a meaningful segregation is not possible.

Business segments

	Rs in million		
Statement of profit and loss for the year ended March 31, 2013	IT Services	PE Services	Total
Revenues	16,408	7,210	23,618
Operating expenses, net	13,214	5,544	18,758
Segmental operating income	3,194	1,666	4,860
Unallocable expenses			964
Profit for the year before interest, other income and tax			3,896
Interest expense			(10)
Other income			350
Net profit before taxes			4,236
Income taxes			(847)
Net profit after taxes			3,389

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

	Rs in million		
Statement of profit and loss for the year ended March 31, 2012	IT Services	PE Services	Total
Revenues	12,558	6,594	19,152
Operating expenses, net	10,463	5,756	16,219
Segmental operating income	2,095	838	2,933
Unallocable expenses			695
Profit for the year before interest, other income and tax			2,238
Interest expense			(5)
Other income			384
Net profit before taxes			2,617
Income taxes			(430)
Net profit after taxes			2,187

Geographical segments

Revenues	Rs in million	
	For the year ended March 31,	
	2013	2012
America	13,411	11,104
Europe	6,944	5,013
India	1,462	1,490
Rest of World	1,801	1,545
Total	23,618	19,152

3.15 Related party transactions

Name of related party	Nature of relationship
Mindtree Software (Shenzhen) Co Ltd ('MSSL'), Republic of China	Subsidiary*
Mindtree Software (Shanghai) Co., Ltd ('MSSCL'), Republic of China	Subsidiary**
Amalgamated Bean Coffee Trading Company Limited ('ABCTCL')	These entities are part of Coffee Day Group which through various entities and its promoters holds 21% equity stake in Mindtree, and the group has a nominee on the Mindtree Board.
Tanglin Developments Limited ('TDL')	
Janalakshmi Financial Services Private Limited	Entity with common key management person

*Dissolved with effect from September 06, 2012.

**Incorporated on January 29, 2013.

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

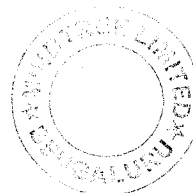
Transactions with the above related parties during the year were:

Name of related party	Nature of transaction	Rs in million	
		For the year ended March 31, 2013	2012
Amalgamated Bean Coffee Trading Company Limited	Procurement of supplies	13	16
Tanglin Developments Limited	Leasing office buildings and land (net)	310	296
	Advance paid:		
	- towards electricity deposit/ charges	220	-
	- towards lease rentals	259	-
	Advance received back:		
	- towards electricity deposit/ charges	108	-
	- towards lease rentals	147	-
	Interest on advance towards electricity charges	3	-

Balances payable to related parties are as follows:

Name of related party	Rs in million	
	As at March 31, 2013	As at March 31, 2012
Tanglin Developments Limited	9	6
MSSL	-	3

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

Balances receivable from related parties are as follows:

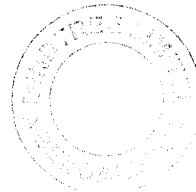
Name of related party	Nature of transactions	Rs in million	
		As at March 31, 2013	As at March 31, 2012
Tanglin Developments Limited	Rental advance		
	- Current	112	-
	- Non-current	-	
	Advance towards electricity charges		
	- Current	48	-
	- Non-current	64	-
	Security deposit returnable on termination of lease	345	345
	Interest accrued on advance towards electricity charges	3	-
Janalakshmi Financial Services Private Limited	Interest bearing deposits	-*	125

*Redeemed during the year including interest thereon.

Key managerial personnel:

Subroto Bagchi	Appointed as Chairman with effect from April 1, 2012
Dr. Albert Hieronimus	Appointed as Non-executive Vice Chairman with effect from April 1, 2012
N. Krishnakumar	CEO & Managing Director
S. Janakiraman	President & Chief Technology Officer
N S Parthasarathy*	President & COO
Anjan Lahiri*	President – IT Services
R. Srinivasan	Non-executive Director of Mindtree
V.G.Siddhartha	Non-executive Director of Mindtree
David B. Yoffie	Non-executive Director of Mindtree
Prof. Pankaj Chandra	Non-executive Director of Mindtree
Ramesh Ramanathan	Appointed as Non-executive Director of Mindtree with effect from May 2, 2012

*The Board elected Anjan Lahiri, as an additional Board member to hold office with effect from October 24, 2012 till the date of the next Annual General Meeting of the Company. The Board also elected N S Parthasarathy as an Alternate Director to S Janakiraman, with effect from October 22, 2012.



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

Remuneration paid to key managerial personnel during the year ended March 31, 2013 amounts to Rs 96 million (for the year ended March 31, 2012: Rs 73 million). Dividends paid to directors during the year ended March 31, 2013 amounts to Rs 30 million (for the year ended March 31, 2012 Rs 19 million).

The above remuneration excludes gratuity and compensated absences which cannot be separately identified from the composite amount advised by the actuary.

3.16 Lease transactions

Lease rental expense under non-cancellable operating lease during the year ended March 31, 2013 amounted to Rs 161 million (for the year ended March 31, 2012: Rs 88 million). Future minimum lease payments under non-cancellable operating lease are as below:

Particulars	Rs in million	
	As at March 31, 2013	As at March 31, 2012
Payable -- Not later than one year	203	138
Payable -- Later than one year and not later than five years	521	224

Additionally, the Company leases office facilities and residential facilities under cancellable operating leases. The rental expense under cancelable operating lease during the year ended March 31, 2013 was Rs 251 million (for the year ended March 31, 2012: Rs 254 million).

3.17 Earnings per equity share

Reconciliation of number of shares used in the computation of basic and diluted earnings per share is set out below:

Particulars	For the year ended March 31, 2013		For the year ended March 31, 2012	
	Basic EPS	Diluted EPS	Basic EPS	Diluted EPS
Weighted average number of equity shares outstanding during the year	40,974,712	40,974,712	40,295,202	40,295,202
Weighted average number of equity shares resulting from assumed exercise of employee stock options	-	521,584	-	67,957
Weighted average number of equity shares for calculation of earnings per share	40,974,712	41,496,296	40,295,202	40,363,159

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

3.18 Auditor's remuneration

Particulars	Rs in million	
	For the year ended March 31,	
	2013	2012
Statutory audit	2	2
Tax audit	1	1
Quarterly audit	11	11
Certification	1	1
Reimbursement of expenses	1	-
Total	16	15

3.19 The Company has opened a new development center at Gainesville, Florida, US to broaden its IT and Software consulting offerings to its clients in the US. The state of Florida has offered various incentives targeted to the needs of the development center. The nature and the extent of the government grant is given below:

Nature of expenses	Rs in million	
	For the year ended March 31,	
	2013	2012
Reimbursement of rent	2	-
Grant towards workforce training	4	-
Non-monetary grant of US\$ 950,000 for renovation of project facility*	51	-
Total	57	-

*The aforesaid grant is subject to fulfillment of certain conditions such as creation of minimum employment with specified average salary and capital investment at the new development center at Gainesville, Florida, US.

R



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

3.20 Dues to micro, small and medium enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2013 has been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier as at the balance sheet date.

Particulars	Rs in million	
	For the year ended March 31, 2013	For the year ended March 31, 2012
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of accounting year;	Nil	Nil
The amount of interest paid by the buyer under the Act along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil
the amount of interest due and payable for the period (where the principal has been paid but interest under the Act not paid);	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of accounting year; and	Nil	Nil
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	Nil	Nil

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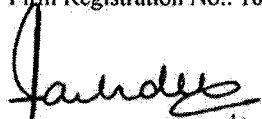


Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2013

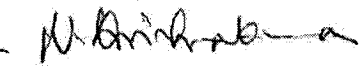
3.21 Corresponding figures for the previous year presented have been regrouped, where necessary, to conform to the current year's classification.

As per our report attached
For **BSR & Co.**
Chartered Accountants
Firm Registration No.: 101248W

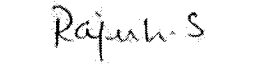
For Mindtree Limited


Supreet Sachdev
Partner
Membership No.: 205385


Subroto Bagchi
Chairman


N. Krishnakumar
CEO & Managing Director


Rostow Kavanan
Chief Financial Officer


Rajesh Srichand Narang
Company Secretary

Place: Bangalore
Date: April 22, 2013

Place: Bangalore
Date: April 22, 2013



For Mindtree Limited

Company Secretary

Maruthi Info-Tech Centre
11-12/1 Inner Ring Road
Koramangala
Bangalore 560 071 India

Telephone: + 91 80 3980 6000
Fax: + 91 80 3980 6999

Independent Auditor's Report**To the Members of Mindtree Limited****Report on the Financial Statements**

We have audited the accompanying financial statements of Mindtree Limited ('the Company'), which comprise the balance sheet as at 31 March 2014, the statement of profit and loss and the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

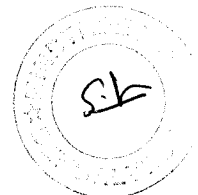
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



B S R & Co. is partnership firm with
Registration No. BA61223 converted into
B S R & Co. LLP is Limited Liability Partnership
with LLP Registration No. AAB-81811
with effect from October 14, 2013

Registered Office:
1st Floor, Lodha Excelus
Apollo Mills Compound
N.M. Joshi Marg, Mahalakshmi
Mumbai - 400 011



Opinion

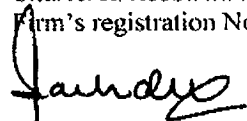
In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2014;
- (b) in the case of the statement of profit and loss, of the profit for the year ended on that date; and
- (c) in the case of the cash flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - (i) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (ii) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (iii) the balance sheet, statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - (iv) in our opinion, the balance sheet, statement of profit and loss and cash flow statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013; and
 - (v) on the basis of written representations received from the directors as on 31 March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

for **BSR & Co. LLP**
Chartered Accountants
Firm's registration No. 101248W



Supreet Sachdev
Partner
Membership No. 205385

Bangalore

16 April 2014



ANNEXURE TO THE AUDITOR'S REPORT

The Annexure referred to in the Auditor's Report to the members of Mindtree Limited ('the Company') for the year ended 31 March 2014.

We report as follows:

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were observed on such verification.
 - c) Fixed assets disposed off during the year were not substantial and therefore do not affect the going concern assumption.
2. The Company is a service company, primarily rendering software development services. Accordingly, it does not hold any physical inventories. Thus, paragraph 4(ii) of the Order is not applicable.
3. The Company has neither granted nor taken any loans, secured or unsecured, to or from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of services. The activities of the Company do not involve purchase of inventory and the sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.
5. In our opinion, and according to the information and explanations given to us, there are no contracts and arrangements the particulars of which need to be entered into the register maintained under section 301 of the Companies Act, 1956.
6. The Company has not accepted any deposits from the public.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
8. The Central Government of India has not prescribed the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 for any of the services rendered by the Company.
9. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Investor Education and Protection Fund,



Income-tax, Sales-tax, Service tax, Customs duty, and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Wealth tax, Employees State Insurance and Excise duty.

- b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Income-tax, Sales-tax, Service tax, Customs duty, Cess and other material statutory dues were in arrears as at March 31, 2014 for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, there are no dues of Customs duty and Cess which have not been deposited with the appropriate authorities on account of any dispute. The Company, however, disputes the following Income tax, Service tax and Sales tax dues:

Name of the statute	Nature of the dues	Amount (Rs in millions)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Tax and interest	78.90*	Assessment year 2002-03	Assessing Officer, Bangalore**
Income Tax Act, 1961	Tax and interest	46.70*	Assessment year 2003-04	Commissioner of Income Taxes (Appeals), Bangalore
Income Tax Act, 1961	Tax and interest	60.84	Assessment year 2004-05	Commissioner of Income Taxes (Appeals), Bangalore
Income Tax Act, 1961	Tax and interest	8.45*	Assessment year 2007-08	Income Tax Appellate Tribunal, Bangalore



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Name of the statute	Nature of the dues	Amount (Rs in millions)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Tax and interest	11.16	Assessment year 2007-08	Commissioner of Income Taxes (Appeals), Bangalore
Income Tax Act, 1961	Tax and interest	10.10	Assessment year 2008-09	Commissioner of Income Taxes (Appeals), Bangalore
Income Tax Act, 1961	Tax and interest	27.91*	Assessment year 2007-08	Income Tax Appellate Tribunal, Bangalore
Income Tax Act, 1961	Tax and interest	23.56	Assessment year 2009-10	Commissioner of Income Taxes (Appeals), Bangalore ^{SS}
Income Tax Act, 1961	Tax and interest	1.63	Assessment year 2009-10	Income Tax Appellate Tribunal Bangalore
Income Tax Act, 1961	Tax and interest	209.61*	Assessment year 2008-09	Income Tax Appellate Tribunal Bangalore
Income Tax Act, 1961	Tax and interest	62.90	Assessment year 2009-10	Income Tax Appellate Tribunal, Bangalore
Income Tax Act, 1961	Tax and interest	60.30^	Assessment year 2010-11	Assessing Officer, Bangalore
The Finance Act, 1994	Service tax and interest	11.29	June 2005 to March 2007	Customs, Excise and Service Tax Appellate Tribunal, Bangalore***

Name of the statute	Nature of the dues	Amount (Rs in millions)	Period to which the amount relates	Forum where dispute is pending
The Finance Act, 1994	Service tax and interest	24.27	July 2003 to March 2006	Customs, Excise and Service Tax Appellate Tribunal, Bangalore***
The Finance Act, 1994	Tax, interest and penalty	64.47	July 2004 to November 2005	Customs, Excise and Service Tax Appellate Tribunal, Bangalore****
The Finance Act, 1994	Tax, interest and penalty	3.11*	April 2007 to March 2008	Customs, Excise and Service Tax Appellate Tribunal, Bangalore ****
The Finance Act, 1994	Tax, interest and penalty	22.68	September 2004 to March 2007	Customs, Excise and Service Tax Appellate Tribunal, Bangalore****
The Finance Act, 1994	Tax, interest and penalty	4.68	April 2007 to February 2008	Customs, Excise and Service Tax Appellate Tribunal, Bangalore
Karnataka Sales Tax Act, 1957	Tax and penalty	0.28*	Upto July 2004	Assistant Commissioner of Commercial taxes (Recovery), Bangalore

^ The Company has not obtained the final assessment order as at the date of this report.

* The above amounts are net of amount paid under protest.

\$\$The Company is awaiting the order giving effect order from the Assessing Officer as at the date of this report.



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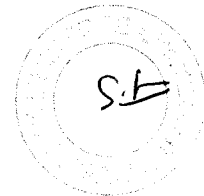
**The matter is currently pending with the Assessing Officer, as per ITAT order dated 12 July 2007.

*** Stay granted by Customs, Excise and Service Tax Appellate Tribunal, Bangalore vide original order dated 6 January 2012 and further order received dated 21 February 2013.

**** Stay granted by Customs, Excise and Service Tax Appellate Tribunal, Bangalore vide order dated 27 September 2012.

Note: The Income-Tax authorities have adjusted refund amounting to Rs.162 million in respect of the aforementioned demands without earmarking amounts to the Assessment Year which has not been reflected in the above disclosure.

10. The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to its bankers. The Company did not have any outstanding dues to any financial institution or debenture holders during the year.
12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion and according to the information and explanations given to us, the Company is not a chit fund/ nidhi/ mutual benefit fund/ society.
14. According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The Company did not have any term loans outstanding during the year.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we are of the opinion that the funds raised on short-term basis have not been used for long-term investment.
18. The Company has not made any preferential allotment of shares to companies/ firms/ parties covered in the register maintained under Section 301 of the Companies Act, 1956.
19. The Company did not have any outstanding debentures during the year.
20. The Company has not raised any money by public issues during the year.



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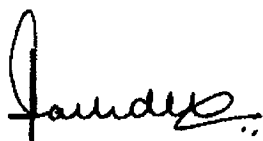
BSR & Co. LLP

21. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

for **BSR & Co. LLP**

Chartered Accountants

Firm registration No. 101248W



Supreet Sachdev

Partner

Membership No. 205385



Bangalore

16 April 2014

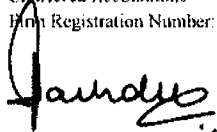
Mindtree Limited
Balance sheet

	Note	As at March 31, 2014	Rs in million As at March 31, 2013
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3.1.1	417	415
Reserves and surplus	3.1.2	15,992	12,722
		<u>16,409</u>	<u>13,137</u>
Non-current liabilities			
Long-term borrowings	3.2.1	27	32
Other long-term liabilities	3.2.2	129	57
Long-term provisions	3.2.3	39	-
		<u>195</u>	<u>89</u>
Current liabilities			
Short-term borrowings	3.3.1	-	217
Trade payables		82	189
Other current liabilities	3.3.2	2,737	2,166
Short-term provisions	3.3.3	1,574	1,112
		<u>4,393</u>	<u>3,684</u>
		<u>20,997</u>	<u>16,910</u>
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	3.4.1	3,266	2,485
Intangible assets	3.4.1	170	104
Capital work-in-progress		496	571
Non-current investments	3.4.2	189	244
Deferred tax assets (net)	3.4.3	402	360
Long-term loans and advances	3.4.4	758	617
Other non-current assets	3.4.5	1,039	1,046
		<u>6,320</u>	<u>5,427</u>
Current assets			
Current investments	3.5.1	5,160	4,027
Trade receivables	3.5.2	6,004	4,508
Cash and bank balances	3.5.3	1,175	1,238
Short-term loans and advances	3.5.4	612	430
Other current assets	3.5.5	1,726	1,280
		<u>14,677</u>	<u>11,483</u>
		<u>20,997</u>	<u>16,910</u>

Significant accounting policies and notes to the accounts 2&3

The notes referred to above form an integral part of the financial statements


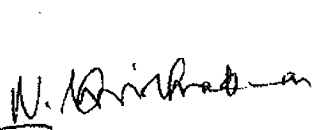
As per our report of even date attached
For B S R & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W



Supreet Sachdev
Partner
Membership Number: 205385

Place: Bangalore
Date: April 16, 2014

For Mindtree Limited

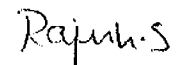
 

Subroto Bagchi
Chairman

N. Krishnakumar
CEO & Managing Director

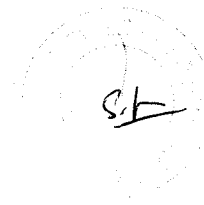


Rostow Ravanan
Chief Financial Officer



Rajesh Srichand Narang
Company Secretary

Place: Bangalore
Date: April 16, 2014



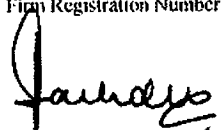
Mindtree Limited
Statement of profit and loss

Particulars	Note	Rs in million	
		For the year ended March 31, 2014	March 31, 2013
Revenue from operations		30,316	23,618
Other income	3.6	494	350
Total revenues		30,810	23,968
Expenses:			
Employee benefits expense	3.7	17,820	14,274
Finance costs	3.7	4	10
Depreciation and amortisation expense	3.4.1	809	624
Other expenses	3.7	6,390	4,824
Total expenses		25,023	19,732
Profit before tax		5,787	4,236
Tax expense:	3.4.3		
Current tax		1,317	887
Deferred tax		(42)	(40)
Profit for the year		4,512	3,389
Earnings per equity share	3.17		
Equity shares of par value Rs 10/- each			
Basic		108.50	82.70
Diluted		107.70	81.66
Weighted average number of equity shares used in computing earnings per share			
Basic		41,588,758	40,974,712
Diluted		41,896,409	41,496,296

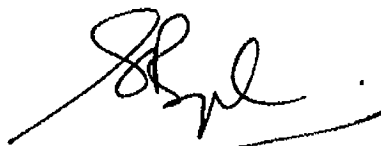
Significant accounting policies and notes to the accounts 2&3

The notes referred to above form an integral part of the financial statements

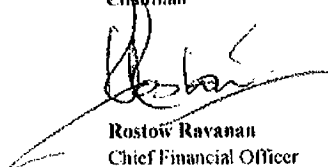
As per our report of even date attached
For BSR & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W



Supreet Sachdev
Partner
Membership Number: 205385

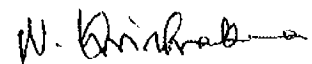


Subrato Bagchi
Chairman

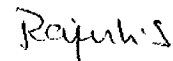


Rostow Ravanan
Chief Financial Officer

For Mindtree Limited



N. Krishnakumar
CEO & Managing Director



Rajesh Srichand Narang
Company Secretary

Place: Bangalore
Date: April 16, 2014

Place: Bangalore
Date: April 16, 2014



Mindtree Limited
Cash flow statement

	Rs in million	
	For the year ended March 31,	
	2014	2013
Cash flow from operating activities		
Profit before tax	5,787	4,236
Adjustments for:		
Depreciation and amortisation	809	624
Amortization of stock compensation cost	79	2
Interest expense	4	10
Interest/ dividend income	(215)	(192)
Profit on sale of fixed assets	(3)	(6)
Profit on sale of investments	(130)	(133)
Provision for diminution in the value of investments	(1)	1
Loss on dissolution of subsidiary	-	3
Exchange difference on derivatives	-	(308)
Effect of exchange differences on translation of foreign currency borrowings	25	28
Effect of exchange differences on translation of foreign currency cash and cash equivalents	(69)	(30)
Operating profit before working capital changes	6,286	4,235
Changes in trade receivables	(1,496)	(430)
Changes in loans and advances and other assets	(837)	(564)
Changes in liabilities and provisions	566	391
Net cash provided by operating activities before taxes	4,521	3,632
Income taxes paid	(1,297)	(969)
Net cash provided by operating activities	3,224	2,663
Cash flow from investing activities		
Purchase of fixed assets	(1,520)	(1,066)
Proceeds from sale of fixed assets	3	9
Investment in subsidiary	-	(14)
Proceeds on dissolution of subsidiary	-	18
Interest/ dividend received from investments	222	179
Purchase of investments	(11,443)	(11,257)
Sale/ maturities of investments	10,495	10,216
Net cash used in investing activities	(2,243)	(1,915)
Cash flow from financing activities		
Issue of share capital (net of issue expenses paid)	63	322
Interest paid on loans	(5)	(11)
Repayment of borrowings	(811)	(941)
Proceeds from loans	564	719
Dividends paid (including distribution tax)	(924)	(214)
Net cash used in financing activities	(1,113)	(125)
Effect of exchange differences on translation of foreign currency cash and cash equivalents	69	30
Net (decrease)/ increase in cash and cash equivalents	(63)	653
Cash and cash equivalents at the beginning of the year	1,238	585
Cash and cash equivalents at the end of the year (Refer note 3.5.3)	1,175	1,238

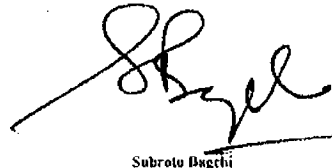
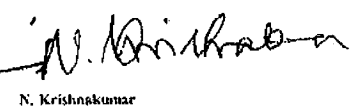
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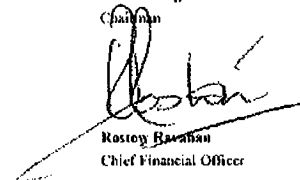
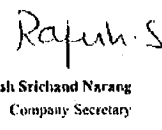
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For B S R & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W


Subroto Bagchi
Partner

Membership Number: 205385

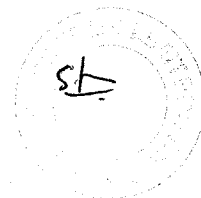
For Mindtree Limited

 
Subroto Bagchi N. Krishnakumar
Chairman CEO & Managing Director

 
Rostoy Banerjee Rajesh Srichand Narang
Chief Financial Officer Company Secretary

Place: Bangalore
Date: April 16, 2014

Place: Bangalore
Date: April 16, 2014



Mindtree Limited

Significant accounting policies and notes to the accounts

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated).

1. Background

Mindtree Limited ('Mindtree' or 'the Company') is an international Information Technology consulting and implementation company that delivers business solutions through global software development. The Company is structured into five verticals – Manufacturing, BFSI, Hitech, Travel & Transportation and Others. The Company offers services in the areas of agile, analytics and information management, application development and maintenance, business process management, business technology consulting, cloud, digital business's, independent testing, infrastructure management services, mobility, product engineering and SAP services.

The Company is head quartered in Bangalore and has offices in India, United States of America, United Kingdom, Japan, Singapore, Malaysia, Australia, Germany, Switzerland, Sweden, UAE, Netherlands, Canada, Belgium, France and Republic of China.

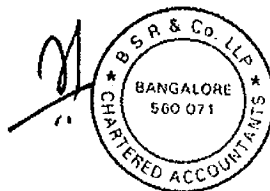
2. Significant accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting except for certain financial instruments which are measured at fair values and comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ('the Act') which as per a clarification issued by the Ministry of Corporate Affairs continue to apply under section 133 of the Companies Act 2013 (which has superseded section 211(3C) of the Companies Act 1956 w.e.f. 12 September, 2013), other pronouncements of the Institute of Chartered Accountants of India ('ICAI'), the provisions of the Companies Act, 2013 (to the extent notified and applicable) and the Companies Act, 1956, (to the extent applicable) and the guidelines issued by Securities and Exchange Board of India ('SEBI') to the extent applicable.

2.2 Use of estimates

The preparation of financial statements in conformity with the generally accepted accounting principles ('GAAP') in India requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent liabilities as of the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in future periods.



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

2.3 Fixed assets and depreciation

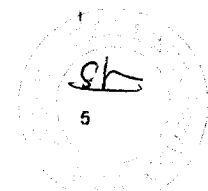
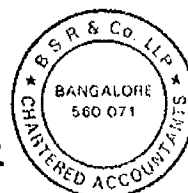
- 2.3.1 Fixed assets are carried at cost of acquisition (including directly attributable costs such as freight, installation, etc.) or construction less accumulated depreciation. Borrowing costs directly attributable to acquisition or construction of those fixed assets, which necessarily take a substantial period of time to get ready for their intended use, are capitalised.
- 2.3.2 Acquired intangible assets are capitalised at the acquisition price. Internally generated intangible assets are recorded at cost that can be measured reliably during the development phase and when it is probable that future economic benefits that are attributable to the assets will flow to the Company.
- 2.3.3 Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalised at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.
- 2.3.4 Advances paid towards the acquisition of fixed assets, outstanding at each balance sheet date are shown under capital advances. The cost of the fixed asset not ready for its intended use on such date, is disclosed under capital work-in-progress.
- 2.3.5 Depreciation is provided on the straight-line method. The rates specified under schedule XIV of the Companies Act, 1956 are considered as minimum rates. If the management's estimate of the useful life of a fixed asset at the time of the acquisition of the asset or of the remaining useful life on a subsequent review is shorter than that envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/ remaining useful life. Pursuant to this policy, the management has estimated the useful life as under:

Asset classification	Useful life
Buildings	25-30 years
Computer systems	1-3 years
Computer software	2 years
Test equipment	3 years
Furniture and fixtures	5 years
Electrical installations	3-5 years
Office equipment	4-5 years
Motor vehicles	4-5 years
Plant and machinery	4 years
Intellectual property	5 years

- 2.3.6 Fixed assets individually costing Rupees five thousand or less are fully depreciated in the year of purchase/ installation. Depreciation on additions and disposals during the year is provided on a pro-rata basis.

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Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

- 2.3.7 The cost of leasehold land is amortised over the period of the lease. Leasehold improvements and assets acquired on finance lease are amortised over the lease term or useful life, whichever is lower.

2.4 Investments

- 2.4.1 Non-current investments are carried at cost less any other-than-temporary diminution in value, determined on the specific identification basis.
- 2.4.2 Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is carried out separately in respect of each investment.
- 2.4.3 Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment, determined individually for each investment.

2.5 Cash and cash equivalents

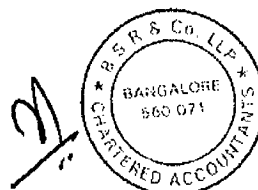
Cash and cash equivalents comprise of cash-in-hand and balance in bank in current accounts and deposit accounts.

2.6 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

2.7 Employee benefits

- 2.7.1 Gratuity is a defined benefit scheme and is accrued based on actuarial valuations at the balance sheet date, carried out by an independent actuary. The Company has an employees' gratuity fund managed by ICICI Prudential Life Insurance Company, SBI Life Insurance Company and Life Insurance Corporation of India. Actuarial gains and losses are charged to the statement of profit and loss.
- 2.7.2 Compensated absences are a long-term employee benefit and is accrued based on actuarial valuations at the balance sheet date, carried out by an independent actuary. The Company accrues for the expected cost of short-term compensated absences in the period in which the employee renders services.
- 2.7.3 Contributions payable to the recognised provident fund, which is a defined contribution scheme, are charged to the statement of profit and loss.



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

2.8 Revenue recognition

2.8.1 The Company derives its revenues primarily from software services. Revenue from software development on time-and-material basis is recognised as the related services are rendered. Revenue from fixed price contracts is recognised using the proportionate completion method, which is determined by relating the actual project cost of work performed to date to the estimated total project cost for each contract. Unbilled revenue represents cost and earnings in excess of billings while unearned revenue represents the billing in excess of cost and earnings. Provision for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable based on the current contract estimates.

Maintenance revenue is recognised ratably over the period of the maintenance contract.

2.8.2 Provision for discounts is recognised on an accrual basis in accordance with contractual terms of agreements with customers. Revenues are stated net of discount.

2.8.3 Dividend income is recognised when the right to receive payment is established.

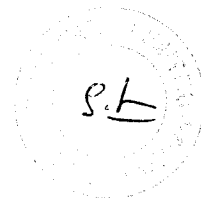
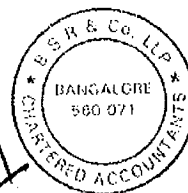
2.8.4 Interest income is recognised using the time proportion method, based on the transactional interest rates.

2.9 Foreign exchange transactions

2.9.1 The Company is exposed to foreign currency transactions including foreign currency revenues, receivables and borrowings. With a view to minimize the volatility arising from fluctuations in currency rates, the Company enters into foreign exchange forward contracts and other derivative instruments.

2.9.2 Foreign exchange transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss for the year.

2.9.3 Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date; the resultant exchange differences are recognised in the statement of profit and loss. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

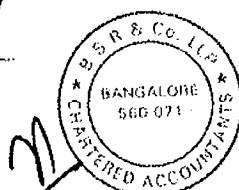

- 2.9.4 In respect of integral operations, monetary assets and liabilities are translated at the exchange rate prevailing at the date of the balance sheet. Non-monetary items are translated at the historical rate. The items in the statement of profit and loss are translated at the rates prevailing on the dates of the respective transactions. The differences arising out of the translation are recognised in the statement of profit and loss.
- 2.9.5 Forward exchange contracts and other similar instruments that are not in respect of forecasted transactions are accounted for using the guidance in Accounting Standard ('AS') 11, 'The effects of changes in foreign exchange rates'. For such forward exchange contracts and other similar instruments covered by AS 11, based on the nature and purpose of the contract, either the contracts are recorded based on the forward rate/ fair value at the reporting date, or based on the spot exchange rate on the reporting date. For contracts recorded at the spot exchange rates, the premium or discount at the inception is amortized as income or expense over the life of the contract.
- 2.9.6 For forward exchange contracts and other derivatives that are not covered by AS 11 and that relate to a firm commitment or highly probable forecasted transactions, the Company has adopted Accounting Standard ('AS') 30, 'Financial Instruments: Recognition and Measurement' to the extent that the adoption did not conflict with existing accounting standards and other authoritative pronouncements of the Company Law and other regulatory requirements. In accordance with AS 30, such derivative financial instruments, which qualify for cash flow hedge accounting and where the Company has met all the conditions of cash flow hedge accounting, are fair valued at balance sheet date and the resultant exchange loss/ gain is debited/ credited to the hedge reserve until the transaction is completed. Other derivative instruments are recorded at fair value at the reporting date and the resultant exchange loss/ gain is debited/ credited to statement of profit and loss.

2.10 Warranties

Warranty costs (i.e. post contract support services) are estimated by the management on the basis of technical evaluation and past experience. Provision is made for estimated liability in respect of warranty costs in the period of recognition of revenue.

2.11 Provision and contingent liabilities

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

2.12 Taxation

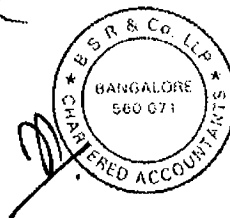
The current income tax charge is determined in accordance with the relevant tax regulations applicable to the Company. Deferred tax charge or credit are recognised for the future tax consequences attributable to timing difference that result between the profit offered for income taxes and the profit as per the financial statements. Deferred tax in respect of timing difference which originate during the tax holiday period but reverse after the tax holiday period is recognised in the year in which the timing difference originate. For this purpose the timing differences which originate first are considered to reverse first. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, when there is a brought forward loss or unabsorbed depreciation under taxation laws, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably/ virtually certain to be realised.

Minimum alternate tax ('MAT') paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognised as an asset in the balance sheet if there is a convincing evidence that the Company will pay normal tax after the tax holiday period and the resultant assets can be measured reliably. MAT credit entitlement can be carried forward and utilized for a period of ten years from the period in which such credit is availed.

The Company offsets, on a year on year basis, the current tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

2.13 Earnings per share

In determining earnings per share, the Company considers the net profit after tax and includes the post-tax effect of any extra-ordinary item. The number of equity shares used in computing basic earnings per share is the weighted average number of equity shares outstanding during the year. The number of equity shares used in computing diluted earnings per share comprises weighted average number of equity shares considered for deriving basic earnings per share and also weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.



2.14 Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset (including goodwill) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined, if no impairment loss had been recognised. In respect of goodwill, impairment loss will be reversed only when it is caused by specific external events and their effects have been reversed by subsequent external events.

2.15 Employee stock based compensation

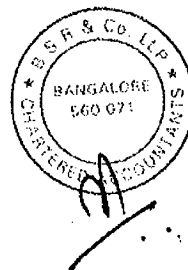
The Company measures the compensation cost relating to employee stock options, restricted shares and stock appreciation rights using the intrinsic value method. The compensation cost is amortised over the vesting/ service period.

2.16 Government grants

Grants from the government are recognised when there is reasonable assurance that:

- (i) the Company will comply with the conditions attached to them; and
- (ii) the grant will be received.

Government grants related to revenue are recognised on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate. Such grants are deducted in reporting the related expense. Where the Company receives non-monetary grants, the asset is accounted for on the basis of its acquisition cost. In case a non-monetary asset is given free of cost it is recognised at a nominal value.



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
(Rupees in millions, except share and per share data, unless otherwise stated)

3. Notes to the accounts

3.1 Shareholders' funds

3.1.1 Share capital

a)

Particulars	As at	
	March 31, 2014	March 31, 2013
Authorised		
79,620,000 (March 31, 2013: 79,620,000) equity shares of Rs 10/- each	796	796
Issued, subscribed and paid-up capital		
41,689,731 (March 31, 2013: 41,535,055) equity shares of Rs 10/- each fully paid	417	415
Total	417	415

b) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year is as given below:

Particulars	As at		As at	
	March 31, 2014		March 31, 2013	
	No of shares	Rs	No of shares	Rs
Number of shares outstanding at the beginning of the year	41,535,055	415	40,543,923	405
Add. Shares issued on exercise of employee stock options and restricted shares	154,676	2	991,132	10
Number of shares outstanding at the end of the year	41,689,731	417	41,535,055	415

c) The Company has only one class of shares referred to as equity shares having a par value of Rs 10 each.

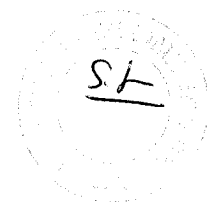
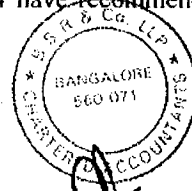
Each holder of the equity share, as reflected in the records of the Company as of the date of the shareholder meeting, is entitled to one vote in respect of each share held for all matters submitted to vote in the shareholder meeting.

The Board of Directors at their meeting held on April 16, 2014, have recommended an issue of bonus shares on the company's equity shares in the ratio of 1:1 (one additional equity share for every one existing equity share). The Company is in the process of complying with necessary formalities.

The Company declares and pays dividends in Indian rupees and foreign currency. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting.

The Board of Directors at its meeting held on October 16, 2013 had declared an interim dividend of 50% (Rs 5 per equity share on a par value of Rs 10 each). At its meeting held on January 16, 2014, the Board declared a second interim dividend of 50% (Rs 5 per equity share on a par value of Rs 10 each). The Board of Directors at its meeting held on April 16, 2014 have recommended a third interim dividend of

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
(Rupees in millions, except share and per share data, unless otherwise stated)

50% (Rs 5 per equity share of par value Rs 10 each). Further, the Board has recommended a final dividend of 50% (Rs 5 per equity share of par value Rs 10 each) for the year ended March 31, 2014 and a special dividend of 50% (Rs 5 per equity share of par value Rs 10 each) for completion of 15 years in business. If the proposed 1:1 bonus share issue is approved by shareholders prior to the date of the AGM, the final & special dividend amounts would be accordingly reduced to 25% (Rs 2.5 per equity share of Rs 10 each). The total dividend appropriation for the year ended March 31, 2014 amounted to Rs 1,221, including corporate dividend tax of Rs 180.

During the year ended March 31, 2013, the amount of per share dividend recognized as distributions to equity shareholders was Rs 12. The dividend for the year ended March 31, 2013 includes Rs 5 per share of final dividend, Rs 7 per share of interim dividend. The total dividend appropriation for the year ended March 31, 2013 amounted to Rs 578, including corporate dividend tax of Rs 81.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

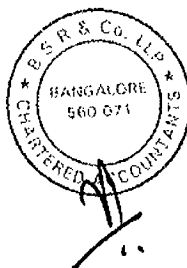
- d) Equity shareholder holding more than 5 percent of equity shares along with the number of equity shares held at the beginning and at the end of the year is as given below:

Sr. No.	Name of the shareholder	As at March 31, 2014		As at March 31, 2013	
		Number of shares	%	Number of shares	%
1	Coffee Day Resorts Private Limited	4,365,442	10.5%	4,565,442	11.0%
2	Nalanda India Fund Limited	3,949,089	9.5%	3,949,089	9.5%
3	Global Technology Ventures Limited	2,648,561	6.4%	2,498,561	6.0%
4	Subroto Bagchi *	-	-	2,078,585	5.0%

*Holds less than 5% of equity shares as at the reporting date

- e) The Company has not allotted any fully paid up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date. Number of equity shares allotted as fully paid up without payment being received in cash is 1,300,965 during the period of five years immediately preceding March 31, 2014 and March 31, 2013. These shares were allotted to the shareholders of erstwhile Aztecsoft Limited pursuant to the scheme of amalgamation for the financial year ended March 31, 2010.

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Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

1) Employee stock based compensation

The Company instituted the Employees Stock Option Plan ('ESOP') in fiscal 2000, which was approved by the Board of Directors ('the Board'). The Company currently administers seven stock option programs, a restricted stock purchase plan and a stock appreciation rights plan.

Program 1 [ESOP 1999]

Options under this program are exercisable at an exercise price of Rs 10 per option. All stock options have a four-year vesting term and vest at the rate of 15%, 20%, 30% and 35% at the end of 1, 2, 3 and 4 years respectively from the date of grant and become fully exercisable. Each option is entitled to 1 equity share of Rs 10 each. This program extends to employees who have joined on or before September 30, 2001 or have been issued employment offer letters on or before August 7, 2001. This plan was terminated on September 30, 2001. The contractual life of each option is 11 years after the date of grant.

Particulars	Year ended March 31,	
	2014	2013
Outstanding options, beginning of the year	-	4,000
Granted during the year	-	-
Exercised during the year	-	500
Lapsed during the year	-	3,500
Forfeited during the year	-	-
Outstanding options, end of the year	-	-
Options vested and exercisable, end of the year	-	-

Program 2 [ESOP 2001]

Options under this program have been granted to employees at an exercise price of Rs 50 per option. All stock options have a four-year vesting term and vest at the rate of 15%, 20%, 30% and 35% at the end of 1, 2, 3 and 4 years respectively from the date of grant and become fully exercisable. Each option is entitled to 1 equity share of Rs 10 each. This program extends to employees who have joined on or after October 1, 2001 or have been issued employment offer letters on or after August 8, 2001 or options granted to existing employees with grant date on or after October 1, 2001. This plan was terminated on April 30, 2006. The contractual life of each option is 11 years after the date of grant.



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
(Rupees in millions, except share and per share data, unless otherwise stated)

Particulars	Year ended March 31,	
	2014	2013
Outstanding options, beginning of the year	47,918	79,367
Granted during the year	-	-
Exercised during the year	12,868	25,837
Lapsed during the year	3,821	5,612
Forfeited during the year	-	-
Outstanding options, end of the year	31,229	47,918
Options vested and exercisable, end of the year	31,229	47,918

Program 3 [ESOP 2006 (a)]

Options under this program have been granted to employees at an exercise price of Rs 250 per option. All stock options have a four-year vesting term and vest at the rate of 15%, 20%, 30% and 35% at the end of 1, 2, 3 and 4 years respectively from the date of grant and become fully exercisable. Each option is entitled to 1 equity share of Rs 10 each. This program extends to employees to whom the options are granted on or after May 1, 2006. This plan was terminated on October 25, 2006. The contractual life of each option is 5 years after the date of grant. There are no options outstanding as at the reporting dates.

Program 4 [ESOP 2006 (b)]

Options under this program are granted to employees at an exercise price periodically determined by the Compensation Committee. All stock options have a four-year vesting term and vest at the rate of 15%, 20%, 30% and 35% at the end of 1, 2, 3 and 4 years respectively from the date of grant and become fully exercisable. Each option is entitled to 1 equity share of Rs 10 each. This program extends to employees to whom the options are granted on or after October 25, 2006. The contractual life of each option is 5 years after the date of grant.

Particulars	Year ended March 31,	
	2014	2013
Outstanding options, beginning of the year	304,650	1,349,038
Granted during the year	-	-
Exercised during the year	57,600	905,860
Lapsed during the year	28,475	97,528
Forfeited during the year	71,325	41,000
Outstanding options, end of the year	147,250	304,650
Options vested and exercisable, end of the year	89,175	115,225

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Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

Program 5 [ESOP 2008A]

Options under this program are granted to employees of erstwhile Aztecsoft Limited as per swap ratio of 2:11 as specified in the merger scheme. Each new option is entitled to 1 equity share of Rs 10 each.

Particulars	Year ended March 31,	
	2014	2013
Outstanding options, beginning of the year	108,248	124,803
Granted during the year	-	-
Exercised during the year	20,614	14,437
Lapsed during the year	2,610	2,118
Forfeited during the year	-	-
Outstanding options, end of the year	85,024	108,248
Options vested and exercisable, end of the year	85,024	108,248

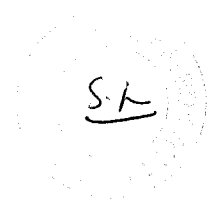
Directors' Stock Option Plan, 2006 ('DSOP 2006')

Options under this program have been granted to independent directors at an exercise price periodically determined by the Compensation Committee. All stock options vest equally over three year vesting term at the end of 1, 2 and 3 years respectively from the date of the grant and become fully exercisable. Each option is entitled to 1 equity share of Rs 10 each. The contractual life of each option is 4 years after the date of the grant.

Particulars	Year ended March 31,	
	2014	2013
Outstanding options, beginning of the year	135,000	151,667
Granted during the year	-	20,000
Exercised during the year	45,000	36,667
Lapsed during the year	10,000	-
Forfeited during the year	25,000	-
Outstanding options, end of the year	55,000	135,000
Options vested and exercisable, end of the year	41,666	76,667

Program 7 [ESOP 2010A]

In-principle approvals for administering the seventh stock option program i.e. ESOP 2010 (A) has been received by the Company from the BSE and NSE for 1,135,000 equity shares of Rs 10 each. No options have been granted under the program as at March 31, 2014.



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Significant accounting policies and notes to the accounts (continued)

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Employee Restricted Stock Purchase Plan 2012 ('ERSP 2012')

ERSP 2012 was instituted with effect from July 16, 2012 to further issue upto 1,000,000 equity shares of nominal value of Rs 10 each. Shares under this program are granted to employees at an exercise price of not less than Rs 10 per equity share or such higher price as decided by the Board of Directors. Shares shall vest over such term as determined by the Board of Directors not exceeding ten years from the date of the grant. All shares will have a minimum lock in period of one year from the date of allotment.

Particulars	Year ended March 31,	
	2014	2013
Outstanding shares, beginning of the year	-	-
Granted during the year	18,594	7,831
Exercised during the year	18,594	7,831
Lapsed during the year	-	-
Forfeited during the year	-	-
Outstanding shares, end of the year	-	-
Shares vested and exercisable, end of the year	-	-

During the year ended March 31, 2014, 18,594 shares were granted by the Company under Employee Restricted Stock Purchase Plan 2012 ('ERSP 2012')

The weighted average fair value of each unit under the above mentioned ERSP 2012 plan, granted during the year was Rs 1,138 using the Black-Scholes model with the following assumptions:

Weighted average grant date share price	Rs 1,150
Weighted average exercise price	Rs 10
Dividend yield %	0.27%
Expected life	1 year
Risk free interest rate	8.22%
Volatility	106.05%

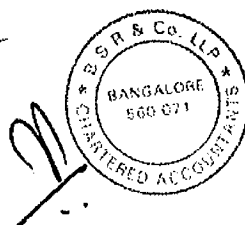
During the year, the Company has also granted stock appreciation rights ('SAR') units and letter of intent to issue shares under ERSP 2012 plan to some of its employees which is subject to certain vesting conditions. Details of the grant/issue are given below.

Particulars	SAR	ERSP 2012 plan
No of units/ shares	382,500	115,000
Contractual life	4 years	5 years
Date of grant	18-Jul-13	18-Jul-13*
Price per share/ unit	Grant price of Rs 910	Exercise price of Rs 10*

*Based on Letter of Intent

The weighted average fair value of each unit under the above mentioned ERSP 2012 plan, granted during the year was Rs 898 using the Black-Scholes model with the following assumptions:

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Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

Weighted average grant date share price	Rs 914
Weighted average exercise price	Rs 10
Dividend yield %	0.17 % - 0.30%
Expected life	5 years
Risk free interest rate	8.29%
Volatility	104.65% - 107.7%

The following table summarizes information about the weighted average exercise price of options/ shares exercised under various programs:

Particulars	Amount in Rs	
	Year ended March 31,	
	2014	2013
Program 1	-	10.00
Program 2	50.00	50.00
Program 3	-	-
Program 4	507.14	336.84
Program 5	387.64	404.63
DSOP 2006	560.00	259.27
ERSP 2012	10.00	10.00

The following tables summarize information about the options/ shares outstanding under various programs as at March 31, 2014 and March 31, 2013 respectively:

Particulars	As at March 31, 2014		
	Number of options/ shares	Weighted average remaining contractual life (in years)	Weighted average exercise price (in Rs)
Program 1	-	-	-
Program 2	31,229	1.13	50.00
Program 3	-	-	-
Program 4	147,250	1.78	496.58
Program 5	85,024	2.28	393.90
DSOP 2006	55,000	1.24	558.55
ERSP 2012	-	-	-

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Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
(Rupees in millions, except share and per share data, unless otherwise stated)

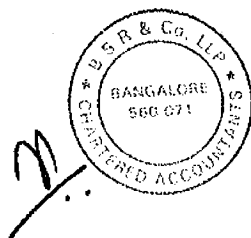
Particulars	As at March 31, 2013		
	Number of options/shares	Weighted average remaining contractual life (in years)	Weighted average exercise price (in Rs)
Program 1	-	-	-
Program 2	47,918	2.00	50.00
Program 3	-	-	-
Program 4	304,650	2.62	491.45
Program 5	108,248	3.21	392.82
DSOP 2006	135,000	1.95	559.41
ERSP 2012	-	-	-

The Company has recorded compensation cost for all grants using the intrinsic value-based method of accounting, in line with prescribed SEBI guidelines.

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

Particulars	Year ended March 31,	
	2014	2013
Net profit as reported	4,512	3,389
Add: Stock-based employee compensation expense (intrinsic value method)	79	-
Less: Stock-based employee compensation expense (fair value method)	18	(74)
Pro forma net profit	4,609	3,315
Basic earnings per share as reported	108.50	82.70
Pro forma basic earnings per share	110.83	80.89
Diluted earnings per share as reported	107.70	81.66
Pro forma diluted earnings per share	110.02	79.87

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Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

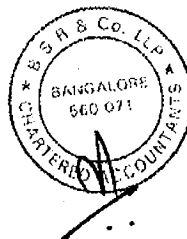
(Rupees in millions, except share and per share data, unless otherwise stated)

3.1.2 Reserves and surplus

Particulars	As at March 31, 2014	As at March 31, 2013
<i>Capital reserve</i>		
Opening balance	87	87
Additions during the year	-	-
	87	87
<i>Securities premium reserve</i>		
Opening balance	2,125	1,808
Additions during the year on exercise of employee stock options/ restricted shares	83	317
	2,208	2,125
<i>General reserve</i>		
Opening balance	1,091	752
Add: Transfer from statement of profit and loss	451	339
	1,542	1,091
<i>Share option outstanding account</i>		
Opening balance	48	48
Additions during the year	20	-
	68	48
<i>Hedge reserve</i>		
Opening balance	173	(250)
Additions during the year	(124)	423
	49	173
<i>Surplus (Balance in the statement of profit and loss)</i>		
Opening balance	9,198	6,726
Add: Amount transferred from statement of profit and loss	4,512	3,389
Amount available for appropriations	13,710	10,115
Appropriations:		
Interim dividend	(624)	(289)
Final dividend*	(417)	(208)
Dividend distribution tax	(180)	(81)
Amount transferred to general reserve	(451)	(339)
	12,038	9,198
Total	15,992	12,722

*Includes special dividend as at March 31, 2014.

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
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3.2 Non-current liabilities

3.2.1 Long-term borrowings

Particulars	As at March 31, 2014	As at March 31, 2013
<i>(Unsecured)</i>		
Other loans and advances	27	32
Total	27	32

Long-term borrowings represent the amount received from Council for Scientific and Industrial Research (CSIR) to develop a project under "Development of Intelligent Video Surveillance Server (IVSS) system".

The loan is an unsecured loan carrying a simple interest of 3% p.a on the outstanding amount of loan. Repayment of loan is in 10 equal annual installments from June 2011. Any delay in repayment entails a liability of 12% p.a. compounded monthly for the period of delay.

There is no continuing default in the repayment of the principal loan and interest amounts.

3.2.2 Other long-term liabilities

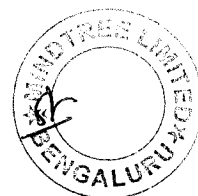
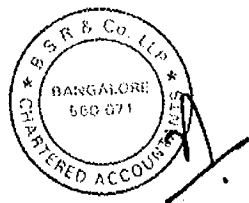
Particulars	As at March 31, 2014	As at March 31, 2013
Other long-term liabilities	97	57
Employee related liabilities	32	-
Total	129	57

3.2.3 Long-term provisions

Particulars	As at March 31, 2014	As at March 31, 2013
Provision for discount	39	-
Total	39	-

Refer note 3.3.3 for the disclosure of provisions movement as required under the provisions of Accounting Standard – 29 'Provisions, Contingent Liabilities and Contingent Assets' ('AS 29').

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Mindtree Limited
 Significant accounting policies and notes to the accounts (continued)
 For the year ended March 31, 2014
 (Rupees in millions, except share and per share data, unless otherwise stated)

3.3 Current liabilities

3.3.1 Short-term borrowings

Particulars	As at	As at
	March 31, 2014	March 31, 2013
<i>(Secured)</i>		
Packing credit loan from banks	-	217
Total	-	217

During the year, the Company has availed packing credit loans of USD 10 million and has repaid packing credit loans of USD 14 million. These packing credit loans were secured against the trade receivables of the Company. As at March 31, 2014, the Company has no outstanding packing credit loan (As at March 31, 2013: USD 4 million). The Company had taken forward exchange contracts with respect to this loan. In accordance with 'AS 11' the forward premium arising at inception was amortized as an expense over the life of the contract.

Details of interest rate and repayment terms in respect of above packing credit loan are as below:

Name of the bank	As at March 31, 2014			As at March 31, 2013		
	Rs	Rate of interest p.a	Date of repayment	Rs	Rate of interest p.a	Date of repayment
HSBC	-	-	-	217	1.98%	29-May-13
Total	-			217		

3.3.2 Other current liabilities

Particulars	As at	As at
	March 31, 2014	March 31, 2013
Current maturities of long-term debt*	5	5
Interest accrued but not due on borrowings	1	2
Unearned income	100	36
Unpaid dividends	4	3
Creditors for capital goods	175	105
Advances from customers	103	42
Employee related liabilities	1,245	1,023
Book overdraft	85	136
Other liabilities**	1,019	814
Total	2,737	2,166

*The details of interest rates, repayment and other terms are disclosed under note 3.2.1.

**Includes derivative liability of Rs 44 (As at March 31, 2013: Rs 13).

As at March 31, 2014, the Company has outstanding forward contracts amounting to USD 47.5 million (As at March 31, 2013: USD 112.75 million) and Euro 5 million (As at March 31, 2013: Euro 11 million). These derivative instruments have been entered to hedge highly probable forecasted sales.

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Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

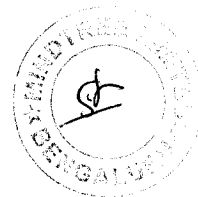
(Rupees in millions, except share and per share data, unless otherwise stated)

In accordance with the provisions of AS 30, those derivative instruments which qualify for cash flow hedge accounting have been fair valued at balance sheet date and the resultant exchange gain/ (loss) has been credited/ (debited) to hedge reserve (Refer Note 3.1.2). As of March 31, 2014, the Company does not have any derivative instruments that do not qualify for hedge accounting. However such instruments that were prevalent in the previous year have been fair valued at the balance sheet date and the resultant exchange gain Rs 308 for the year ended March 31, 2013 has been recorded in the statement of profit and loss.

3.3.3 Short-term provisions

Particulars	As at	As at
	March 31, 2014	March 31, 2013
Provision for employee benefits		
- Gratuity	2	11
- Compensated absences	320	262
Provision for taxes	219	199
Provision for discount	231	145
Dividend payable	626	374
Dividend distribution tax payable	106	61
Provision for foreseeable losses on contracts	3	-
Provision for post contract support services	4	3
Provision for disputed dues*	63	57
Total	1,574	1,112

*Represents disputed tax dues provided pursuant to unfavourable order received from the tax authorities against which the Company has preferred an appeal with the relevant authority. In respect of the provisions of AS 29, the disclosures required have not been provided in accordance with paragraph 72 of AS 29.



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

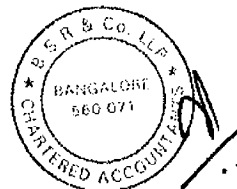
The following table sets out the status of the gratuity plan as required under AS 15- Employee Benefits.

Particulars	As at	
	March 31, 2014	March 31, 2013
Change in projected benefit obligations		
Obligations at the beginning of the year	324	276
Service cost	74	62
Interest cost	26	19
Benefits settled	(36)	(41)
Actuarial (gain)/ loss	(23)	8
Obligations at end of the year	365	324
Change in plan assets		
Plan assets at the beginning of the year, at fair value	313	275
Expected return on plan assets	26	23
Actuarial gain/ (loss)	-	1
Contributions	60	55
Benefits settled	(36)	(41)
Plan assets at the end of the year, at fair value	363	313

Reconciliation of the present value of the obligation and the fair value of the plan assets

Particulars	As at March 31,				
	2014	2013	2012	2011	2010
Fair value of plan assets at the end of the year	363	313	275	257	212
Present value of defined obligations at the end of the year	(365)	(324)	(276)	(265)	(208)
Asset/ (liability) recognised in the balance sheet	(2)	(11)	(1)	(8)	4

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Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

Particulars	For the year ended March 31,	
	2014	2013
Gratuity cost		
Service cost	74	62
Interest cost	26	19
Expected return on plan assets	(26)	(23)
Actuarial (gain)/loss	(23)	7
Net gratuity cost	51	65
Actual return on plan assets	26	24
Assumptions		
Interest rate	8.80%	7.96%
Expected rate of return on plan assets	8%	8%
Salary increase	6%	6%
Attrition rate	13%	13.38%
Retirement age	60	60

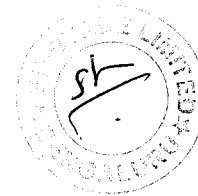
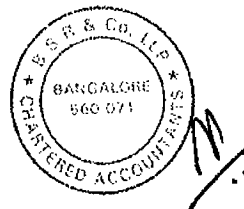
The estimates of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

The disclosure of provisions movement as required under the provisions of AS 29 is as follows:-

Provision for post contract support services

Particulars	For the year ended March 31,	
	2014	2013
Balance at the beginning of the year	3	5
Provisions made during the year	1	-
Utilisations during the year	-	-
Released during the year	-	(2)
Provision at the end of the year	4	3

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Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

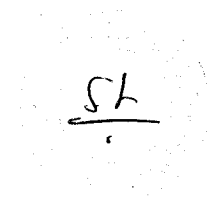
Provision for discount

Particulars	For the year ended March 31,	
	2014	2013
Balance at the beginning of the year	145	109
Provisions made during the year	290	144
Utilisations during the year	(154)	(95)
Released during the year	(11)	(13)
Provision at the end of the year	270	145
Current	231	145
Non-current	39	-

Provision for foreseeable losses on contracts

Particulars	For the year ended March 31,	
	2014	2013
Balance at the beginning of the year	-	4
Provisions made during the year	3	-
Utilisations during the year	-	(4)
Released during the year	-	-
Provision at the end of the year	3	-

The current provisions are expected to be utilized over a period of one year and the non-current provisions are expected to be utilized over a period of two to three years.



Mindtree Limited
Significant accounting policies and notes to the accounts
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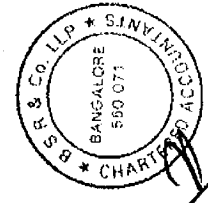
3.4 Non-current assets

3.4.1 Fixed assets

Assets	Gross block				Accumulated depreciation			Net book value	
	As at April 1, 2013	Additions during the year	Deletions during the year	As at March 31, 2014	As at April 1, 2013	For the year	Deletions during the year	As at March 31, 2014	As at March 31, 2013
Tangible assets									
Leasehold land	425	-	-	425	71	12	-	83	354
Buildings	1,626	285	-	1,911	289	59	-	348	1,337
Leasehold improvements	1,186	417	-	1,602	865	173	1	1,037	331
Computer systems	1,296	483	209	1,570	1,018	276	209	1,085	278
Test equipment	219	-	-	218	198	20	-	217	21
Furniture and fixtures	151	41	-	191	138	20	1	157	13
Electrical installations	247	114	-	360	205	52	-	256	42
Office equipment	482	119	-	600	370	67	-	436	112
Motor vehicles	2	-	-	2	2	-	-	1	-
Plant and machinery	8	-	-	8	1	-	-	1	7
Total (A)	5,642	1,460	215	6,887	3,157	679	215	3,621	2,485
Intangible assets									
Intellectual property	67	-	-	67	39	13	-	52	28
Computer Software	698	197	3	892	622	117	2	737	76
Total (B)	765	197	3	959	661	130	2	789	104
Total (A+B)	6,407	1,657	218	7,846	3,818	809	217	4,410	2,589
Previous year	5,320	626	39	5,407	3,229	624	35	3,818	2,589

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Mindtree Limited
Significant accounting policies and notes to the accounts
For the year ended March 31, 2014
(Rupees in millions, except share and per share data, unless otherwise stated).

3.4.2 Non-current investments

Particulars	As at	As at
	March 31, 2014	March 31, 2013
Investment in mutual funds (quoted)	168	223
Investment in equity instruments (unquoted)		
- Investment in Trade	8	8
- Investment in subsidiary	14	14
Less: Provision for diminution in value of investments	(1)	(1)
Total	189	244
Aggregate amount of quoted investments	168	223
Aggregate market value of quoted investments	170	224
Aggregate amount of unquoted investments	22	22

Details of investment in mutual funds are as given below:

Particulars	As at	As at
	March 31, 2014	March 31, 2013
JP Morgan Mutual Fund	-	70
Birla Sun Life Mutual Fund	-	30
IDFC Mutual Fund	-	28
Tata Mutual Fund	40	95
Reliance Mutual Fund	28	-
UTI Mutual Fund	100	-
Total	168	223

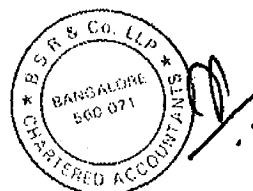
Details of investment in trade unquoted investments are as given below:

Particulars	As at	As at
	March 31, 2014	March 31, 2013
2,400 (previous year: 2,400) equity shares in Career Community.com Limited	1	1
643,790 (previous year: 643,790) Series A Convertible Preferred Stock at US\$ 0.0001 each fully paid at premium of US \$ 0.2557 each in 30 Second Software Inc	7	7
Total	8	8

Details of investment in subsidiary are as given below:

Particulars	As at	As at
	March 31, 2014	March 31, 2013
Mindtree Software (Shanghai) Co., Ltd ('MSSCL')	14	14
Total	14	14

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
(Rupees in millions, except share and per share data, unless otherwise stated)

3.4.3 Taxes

Particulars	For the year ended March 31,	
	2014	2013
Tax expense		
Current tax	1,317	887
Deferred tax	(42)	(40)
Total	1,275	847

The Company has units at Bangalore, Hyderabad and Chennai registered as Special Economic Zone (SEZ) units which are entitled to a tax holiday under Section 10AA of the Income Tax Act, 1961.

The Company also has STPI units at Bangalore and Pune which are registered as a 100 percent Export Oriented Unit, which were earlier entitled to a tax holiday under Section 10B and Section 10A of the Income Tax Act, 1961.

Deferred tax assets (net):

Deferred tax assets included in the balance sheet comprises the following:

Particulars	As at	As at
	March 31, 2014	March 31, 2013
Excess of depreciation as per books over depreciation allowed under Income Tax Act, 1961	213	215
Provision for doubtful debts	31	10
Provision for compensated absence	100	84
Provision for volume discount	29	34
Others	29	17
Total deferred tax assets	402	360

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
(Rupees in millions, except share and per share data, unless otherwise stated)

3.4.4 Long-term loans and advances

Particulars	As at March 31, 2014	As at March 31, 2013
<i>(Unsecured considered good)</i>		
Capital advances	136	127
Security deposits*	512	426
Advances recoverable in cash or in kind or for value to be received*	110	64
Total	758	617

*Refer note 3.15 for related party balances.

3.4.5 Other non-current assets

Particulars	As at March 31, 2014	As at March 31, 2013
<i>(Unsecured considered good)</i>		
Advance tax and tax deducted at source, net of provision for taxes	853	848
MAT credit entitlement	160	165
Other non-current assets	26	33
Total	1,039	1,046

3.5 Current assets

3.5.1 Current investments

Particulars	As at March 31, 2014	As at March 31, 2013
Investment in mutual funds (quoted)	4,760	3,628
Less: Provision for diminution in the value of investments	-	(1)
Term deposits	400	400
Total	5,160	4,027
Aggregate amount of quoted investments	4,760	3,628
Aggregate market value of quoted investments	4,912	3,710
Aggregate amount of unquoted investments	400	400

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
(Rupees in millions, except share and per share data, unless otherwise stated)

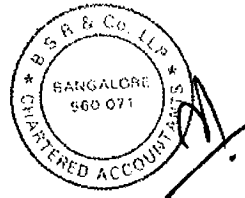
Details of investment in mutual funds are as given below:

Particulars	As at	As at
	March 31, 2014	March 31, 2013
ICICI Prudential Mutual Fund	366	409
IDFC Mutual Fund	365	228
UTI Mutual Fund	193	248
HSBC Mutual Fund	80	70
Franklin Templeton Mutual Fund	449	310
DSP Blackrock Mutual Fund	419	248
Birla Sun Life Mutual Fund	440	371
Reliance Mutual Fund	367	349
Tata Mutual Fund	306	152
DWS Mutual Fund	156	198
SBI Mutual Fund	315	358
HDFC Mutual Fund	513	440
Axis Mutual Fund	103	51
Principal Mutual Fund	-	30
Kotak Mutual Fund	54	51
JP Morgan Mutual Fund	203	-
Sundaram Mutual Fund	106	50
Pinebridge Mutual Fund	30	30
L & T Mutual Fund	142	-
IDBI Mutual Fund	153	35
Total	4,760	3,628

Details of investments in term deposit are as given below:

Particulars	As at	As at
	March 31, 2014	March 31, 2013
HDFC Limited	400	400
Total	400	400

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Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

3.5.2 Trade receivables

Particulars	As at March 31, 2014	As at March 31, 2013
<i>(Unsecured)</i>		
Debts overdue for a period exceeding six months		
- considered good	95	175
- considered doubtful	131	36
Other debts		
- considered good	5,909	4,333
- considered doubtful	5	10
Less: Provision for doubtful debts	(136)	(46)
Total	6,004	4,508

3.5.3 Cash and bank balances

Particulars	As at March 31, 2014	As at March 31, 2013
Balances with banks in current and deposit accounts^ *	1,171	1,235
Cash on hand	-	-
Other bank balances**	4	3
Total	1,175	1,238

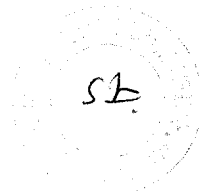
^The deposits maintained by the Company with banks comprises time deposits, which can be withdrawn by the Company at any point without prior notice or penalty on the principal.

* Balances with banks include the following:

Particulars	As at March 31, 2014	As at March 31, 2013
Balance with banks held as margin money towards guarantees	1	1

**Other bank balances represent balances in respect of unpaid dividends and are considered restricted in nature.

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
(Rupees in millions, except share and per share data, unless otherwise stated)

3.5.4 Short-term loans and advances

Particulars	As at March 31, 2014	As at March 31, 2013
<i>(Unsecured considered good)</i>		
Advances recoverable in cash or in kind or for value to be received*	627	440
Less: Provision for doubtful advances	(15)	(10)
Total	612	430

*Refer note 3.15 for related party balances.

3.5.5 Other current assets

Particulars	As at March 31, 2014	As at March 31, 2013
Unbilled revenue	1,014	637
Other current assets*	712	643
Total	1,726	1,280

*Includes derivative asset of Rs 93 (As at March 31, 2013: Rs 181).

3.6 Other income

Particulars	For the year ended March 31,	
	2014	2013
Interest income	66	64
Dividend income	150	128
Net gain on sale of investments	130	133
Foreign exchange gain/ (loss)	118	-
Other non-operating income	30	25
Total	494	350

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
(Rupees in millions, except share and per share data, unless otherwise stated)

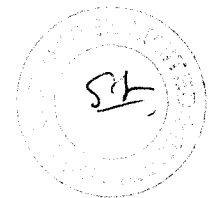
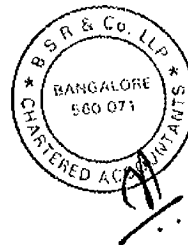
3.7 Expenses

Employee benefits expense	For the year ended March 31,	
	2014	2013
Salaries and wages	16,189	13,029
Contribution to provident and other funds	1,404	1,107
Expense on employee stock based compensation	79	2
Staff welfare expenses	148	136
Total	17,820	14,274

Finance costs	For the year ended March 31,	
	2014	2013
Interest expense	4	10
Total	4	10

Other expenses	For the year ended March 31,	
	2014	2013
Travel expenses	1,466	935
Sub-contractor charges	1,406	861
Computer consumables	325	256
Legal and professional charges	383	249
Power and fuel	255	206
Rent (Refer note 3.16)	537	412
Repairs to buildings	42	55
Repairs to machinery	28	20
Insurance	39	20
Rates and taxes	74	72
Exchange loss, net	-	340
Other expenses	1,835	1,398
Total	6,390	4,824

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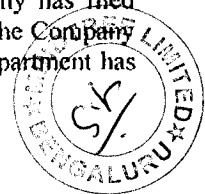
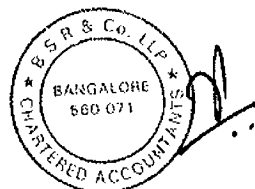
3.8 Contingent liabilities and commitments

- a) Estimated amount of contracts remaining to be executed on capital account and not provided for as at March 31, 2014 is Rs 854 (March 31, 2013: Rs 470).
- b) As of the balance sheet date, the Company's net foreign currency exposure that is not hedged by a derivative instrument or otherwise is Rs 5,683 (March 31, 2013: Rs 4,018).
- c) The Company has received an income tax assessment for the financial year 2008-09 wherein demand of Rs 24 has been raised against the Company on account of certain disallowances, adjustments made by the income tax department. A significant portion of this amount arises from the manner of adjustment of brought forward losses in arriving at the taxable profits of the Company and disallowance of portion of profit earned outside India from the STP and SEZ units.

Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Company has filed an appeal against the demands received.

The Company has received a favourable order from the Commissioner of Income tax (Appeals) for majority of grounds and considering the order passed, there will not be any demand on the Company. On the other grounds which are not favourable, the Company has filed an appeal before the Income Tax Appellate Tribunal ('ITAT').

- d) The Company has received income tax assessments for financial years 2006-07 and 2007-08 for the erstwhile subsidiary Mindtree Technologies Private Limited (MTPL) with demands amounting to Rs 11 and Rs 10 on account of certain disallowances/ adjustments made by income tax department. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Company has filed an appeal against the demand received. The Company has not deposited the amount of demand with the department.
- e) The Company has received income tax assessments under Section 143(3) of the Income-tax Act 1961 pertaining to erstwhile subsidiary Aztecsoft Limited for the financial years 2001-02, 2002-03, 2003-04, 2004-05, 2005-06, 2006-07, 2007-08 and 2008-09 wherein demand of Rs 91, Rs 49, Rs 61, Rs 28, Rs 58, Rs 119, Rs 214 and Rs 63 respectively has been raised against the Company. These demands have arisen mainly on account of transfer pricing adjustments made in the order. The Company has not accepted these orders and has been advised by its legal counsel/ advisors to prefer appeals before appellate authorities and accordingly the Company has filed appeals before the Commissioner of Income Tax (Appeals) and ITAT. The Company has deposited Rs 15 with the department against these demands. The department has adjusted pending refunds amounting to Rs 363 against these demands



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

The Company received a favourable order from the Commissioner of Income Tax (Appeals) for the year 2001-02 where in the Commissioner of Income Tax (Appeals) accepted the Company's contentions and quashed the demand raised. The Income tax department appealed against the above mentioned order with ITAT. ITAT, in an earlier year passed an order setting aside both the orders of the Commissioner of Income Tax (Appeals) as well as the Assessing Officer and remanded the matter back to the Assessing Officer for re-assessment. The Company preferred an appeal with the Hon'ble High Court of Karnataka against the order of the ITAT. The Hon'ble High Court of Karnataka has dismissed the appeal filed against the order of ITAT and upheld the order passed by the ITAT and accordingly the case is pending before Assessing Officer for re-assessment

The Company has appealed against the demands received for financial years 2002-03, 2003-04, 2004-05, 2005-06, 2006-07, 2007-08 and 2008-09. Based on favourable order received by the Company for the financial year 2001-02 and an evaluation of the facts and circumstances, no provision has been made against the above orders in the financial statements.

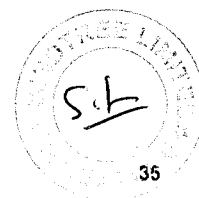
- f) The Company received an assessment order for financial year 2006-07 for the erstwhile subsidiary Mindtree Wireless Private Limited from the Assistant Commissioner of Income-tax ('ACIT') with a demand amounting to Rs 39 on account of certain other disallowances/ transfer pricing adjustments made by income tax department. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Company has filed an appeal with Commissioner of Income Tax (Appeals) against the demand received.

The Company has received the order from the Commissioner of Income Tax (Appeals) wherein the Commissioner of Income Tax (Appeals) accepted the grounds in part and in respect of unfavorable grounds, the Company has filed an appeal before Income Tax Appellate Tribunal. The final order giving effect by the Assessing Officer is completed and the demand is reduced to Rs 33. The Company has deposited Rs 5 with the department against this demand.

- g) The Company has received a draft assessment order for financial year 2009-10 from the Deputy Commissioner of Income Tax with a demand amounting to Rs 60 due to non-adjustment of brought forward losses and transfer pricing adjustments. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Company will file an appeal with Commissioner of Income Tax (Appeals) once the final order is received.

3.9 Quantitative details

The Company is engaged in software development services. Such services are not capable of being expressed in any generic unit and hence, it is not possible to give the quantitative details required under paragraphs 5(viii)(c) of general instructions for preparation of the statement of profit and loss as per revised Schedule VI to the Companies Act, 1956.



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
(Rupees in millions, except share and per share data, unless otherwise stated)

3.10 Value of imports on CIF basis

Particulars	For the year ended March 31,	
	2014	2013
Capital goods	292	238
Others	-	4
Total	292	242

3.11 Expenditure in foreign currency

Particulars	For the year ended March 31,	
	2014	2013
Branch office expenses	11,203	7,821
Travel expenses	251	134
Professional charges	28	21
Others	288	97
Total	11,770	8,073

3.12 Earnings in foreign currency

Particulars	For the year ended March 31,	
	2014	2013
Income from software development	29,484	22,598
Other income	5	17
Total	29,489	22,615

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Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

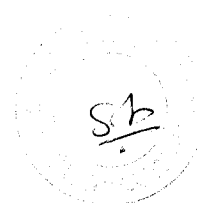
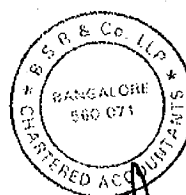
(Rupees in millions, except share and per share data, unless otherwise stated)

- 3.13 During the year ended March 31, 2014, the Company has remitted in foreign currency dividend of Rs 21 (year ended March 31, 2013: Rs 8 million)

For the year ended March 31, 2014				
Dividend	Year to which it relates	Number of shares held	Number of shareholders	Amount remitted
Second interim dividend	2012-13	1,125,384	78	4.5
Final dividend	2012-13	1,124,402	79	5.6
First interim dividend	2013-14	1,098,098	50	5.4
Second interim dividend	2013-14	1,121,908	51	5.6

For the year ended March 31, 2013				
Dividend	Year to which it relates	Number of shares held	Number of shareholders	Amount remitted
Final dividend	2011-12	1,743,465	46	3
First interim dividend	2012-13	1,693,943	45	5

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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
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3.14 Segmental reporting

Effective April 1, 2013, the Company has restructured its organisational and management structure and its internal financial reporting structure to be better aligned to market needs. Pursuant to such re-organization, the Company has identified Manufacturing, BFSI, Hitech, Travel and Transport and Others as its reportable business segments. Accordingly, as required by the accounting standards, comparatives have been restated and presented in line with the current segments.

The accounting principles consistently used in the preparation of the financial statements are also consistently applied to record income and expenditure in individual segments.

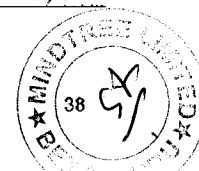
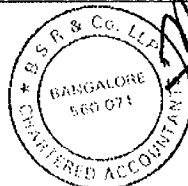
Income and direct expenses in relation to segments are categorised based on items that are individually identifiable to that segment, while the remainder of costs are apportioned on an appropriate basis. Certain expenses are not specifically allocable to individual segments as the underlying services are used interchangeably. The Company therefore believes that it is not practical to provide segment disclosures relating to such expenses and accordingly such expenses are separately disclosed as unallocable and directly charged against total income.

The assets of the Company are used interchangeably between segments, and the management believes that it is currently not practical to provide segment disclosures relating to total assets and liabilities since a meaningful segregation is not possible.

Business segments

Statement of profit and loss	For the year ended March 31,	
	2014	2013
Segment revenue		
Manufacturing	6,528	4,498
BFSI	6,986	5,293
Hitech	8,464	7,210
Travel & Transportation	6,077	4,691
Others	2,261	1,926
Total	30,316	23,618
Segment operating income		
Manufacturing	1,594	875
BFSI	450	642
Hitech	1,811	1,543
Travel & Transportation	1,363	1,103
Others	888	697
Total	6,106	4,860
Unallocable expenses	(809)	(964)
Profit for the year before interest, other income and tax	5,297	3,896
Interest expense	(4)	(10)
Other income	494	350
Net profit before taxes	5,787	4,236
Income taxes	(1,275)	(847)
Net profit after taxes	4,512	3,389

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Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

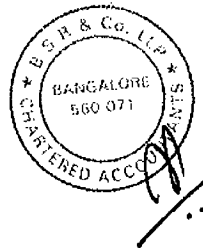
(Rupees in millions, except share and per share data, unless otherwise stated)

Geographical segments

Revenues	For the year ended March 31,	
	2014	2013
America	17,558	13,411
Europe	8,540	6,944
India	1,449	1,462
Rest of World	2,769	1,801
Total	30,316	23,618

3.15 Related party transactions

Name of related party	Nature of relationship
Mindtree Software (Shanghai) Co., Ltd ('MSSCL'), Republic of China	Subsidiary
Janaagraha Centre for Citizenship & Democracy	Entity with common key management person
Amalgamated Bean Coffee Trading Company Limited ('ABCTCL') Tanglin Developments Limited ('TDL')	These entities are part of Coffee Day Group which through various entities and its promoters holds 19.84 % equity stake in Mindtree, and the group has a nominee on the Mindtree Board.



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2014
(Rupees in millions, except share and per share data, unless otherwise stated)

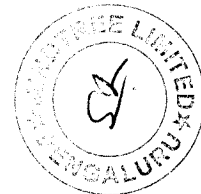
Transactions with the above related parties during the year were:

Name of related party	Nature of transaction	For the year ended March 31,	
		2014	2013
Amalgamated Bean Coffee Trading Company Limited	Procurement of supplies	17	13
Janaagraha Centre for Citizenship & Democracy	Donation paid	3	-
Tanglin Developments Limited	Leasing office buildings and land	399	310
	Advances/ deposits paid		
	- towards electricity deposit/ charges	3	220
	- towards lease rentals	486	259
	Advances/ deposits received back:		
	- towards electricity deposit/ charges	48	108
	- towards lease rentals	327	147
	Interest on advance towards electricity charges/ deposit	22	3

Balances payable to related parties are as follows:

Name of related party	As at March 31, 2014	As at March 31, 2013
Tanglin Developments Limited	-	9

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Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

Balances receivable from related parties are as follows:

Name of related party	Nature of transactions	As at March 31, 2014	As at March 31, 2013
Tanglin Developments Limited	Rental Advance		
	- Current	126	112
	- Non-current	94	-
	Advance towards electricity charges		
	- Current	48	48
	- Non-current	16	-
	Security deposit (including electricity deposit) returnable on termination of lease	399	345
	Interest accrued on advance towards electricity charges	3	3

Key Managerial Personnel:

Subroto Bagchi	Executive Chairman
Krishnakumar Natarajan	CEO & Managing Director
S. Janakiraman	Executive Director, President and Chief Technology Officer
N.S. Parthasarathy	Executive Director, President and Chief Operating Officer
Dr. Albert Hieronimus	Independent Director and Non-Executive Vice Chairman
V.G.Siddhartha	Non-Executive Director
Prof. David B. Yoffie	Independent Director
Prof. Pankaj Chandra	Independent Director
Ramesh Ramanathan	Independent Director
Apurva Purohit	Independent Director
Rostow Ramanan	Chief Financial Officer and Alternate Director to Mr. N.S.Parthasarathy
Anjan Lahiri**	-
R. Srinivasan*	-

*R Srinivasan retired with effect from July 19, 2013

**Anjan Lahiri resigned with effect from May 6, 2013.




Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

The Board of Directors appointed Apurva Purohit as an Independent Director and N S Parthasarathy as an Executive Director, effective January 1, 2014. Further, the Board of Directors appointed Rostow Ramanan as an Alternate Director to N S Parthasarathy, effective January 17, 2014.

Remuneration paid to key managerial personnel during the year ended March 31, 2014 amounts to Rs 151 (for the year ended March 31, 2013: Rs 96). Dividends paid to directors during the year ended March 31, 2014 amounts to Rs 134 (year ended March 31, 2013 amounts to Rs 30).

The above remuneration excludes gratuity and compensated absences which cannot be separately identified from the composite amount advised by the actuary.

3.16 Lease transactions

Lease rental expense under non-cancellable operating lease during the year ended March 31, 2014 amounted to Rs 266 (for the year ended March 31, 2013: Rs 161). Future minimum lease payments under non-cancellable operating lease are as below:

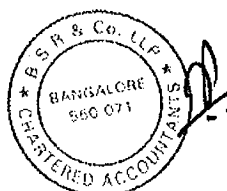
Particulars	As at	
	March 31, 2014	March 31, 2013
Payable -- Not later than one year	267	203
Payable -- Later than one year and not later than five years	473	521

Additionally, the Company leases office facilities and residential facilities under cancellable operating leases. The rental expense under cancelable operating lease during the year ended March 31, 2014 was Rs 271 (for the year ended March 31, 2013: Rs 251).

3.17 Earnings per equity share

Reconciliation of number of equity shares used in the computation of basic and diluted earnings per share is set out below:

Particulars	For the year ended March 31, 2014		For the year ended March 31, 2013	
	Basic EPS	Diluted EPS	Basic EPS	Diluted EPS
Weighted average number of equity shares outstanding during the year	41,588,758	41,588,758	40,974,712	40,974,712
Weighted average number of equity shares resulting from assumed exercise of employee stock options	-	307,651	-	521,584
Weighted average number of equity shares for calculation of earnings per share	41,588,758	41,896,409	40,974,712	41,496,296



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

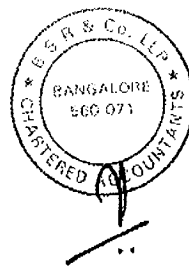
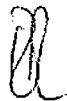
3.18 Auditor's remuneration

Particulars	For the year ended March 31,	
	2014	2013
Statutory audit	15	14
Certification	2	2
Total	17	16

3.19 The Company has a development center at Gainesville, Florida, US. The state of Florida has offered various incentives targeted to the needs of the development center. The nature and the extent of the government grant is given below:

Nature of expenses	For the year ended March 31,	
	2014	2013
Reimbursement of rent	3	2
Grant towards workforce training	28	4
Total	31	6

The Company has availed a non-monetary grant of USD 950,000 for renovation of project facility in the previous year. This grant is subject to fulfillment of certain conditions such as creation of minimum employment with specified average salary and capital investment at the development center at Gainesville, Florida, US.



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

(Rupees in millions, except share and per share data, unless otherwise stated)

3.20 Dues to micro, small and medium enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2014 has been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier as at the balance sheet date.

Particulars	For the year ended	
	March 31, 2014	March 31, 2013
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of accounting year;	Nil	Nil
The amount of interest paid by the buyer under the Act along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil
The amount of interest due and payable for the year (where the principal has been paid but interest under the Act not paid);	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of accounting year; and	Nil	Nil
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	Nil	Nil

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Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2014

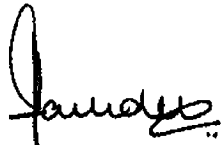
(Rupees in millions, except share and per share data, unless otherwise stated)

- 3.21 The financial statements are presented in Rs in million. Those items which are required to be disclosed and which were not presented in the financial statement due to rounding off to the nearest Rs in million are given as follows:

Balance Sheet items Particulars	Amount in Rs	
	As at March 31, 2014	As at March 31, 2013
Share application money pending allotment	27,235	-
Cash on hand	25,277	12,328

- 3.22 Corresponding figures for the previous year presented have been regrouped, where necessary, to conform to the current year's classification.

As per our report attached
For B S R & Co. LLP
Chartered Accountants
Firm Registration No.: 101248W



Supreet Sachdev
Partner
Membership No. : 205385

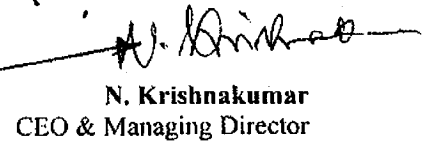


Subroto Bagchi
Chairman

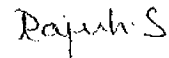


Rostow Ramanan
Chief Financial Officer

For Mindtree Limited



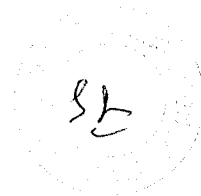
N. Krishnakumar
CEO & Managing Director



Rajesh Srichand Narang
Company Secretary

Place: Bangalore
Date: April 16, 2014

Place: Bangalore
Date: April 16, 2014



B S R & Co. LLP

Chartered Accountants

Maruthi Info-Tech Centre
11-12/1 Inner Ring Road
Koramangala
Bangalore 560 071 India

Telephone: + 91 80 3980 6000
Fax: + 91 80 3980 6999

**Independent Auditor's Report
To the Members of Mindtree Limited**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Mindtree Limited ('Mindtree' or 'the Company'), which comprise the balance sheet as at 31 March 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

B S R & Co. (a partnership firm with
Registration No. BA61223) converted into
B S R & Co. LLP (a Limited Liability Partnership
with LLP Registration No. AAB-8181)
with effect from October 14, 2013

Registered Office:
1st Floor, Lodha Excelus
Apollo Mills Compound
N.M. Joshi Marg, Mahalakshmi
Mumbai - 400 011



B S R & Co. LLP

Independent Auditor's Report (continued)

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) on the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and



2/

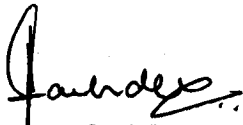
B S R & Co. LLP

- (f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 3.8 to the financial statements;
 - b. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 3.3.2 to the financial statements;
 - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

for B S R & Co. LLP

Chartered Accountants

Firm's registration number: 101248W/W-100022



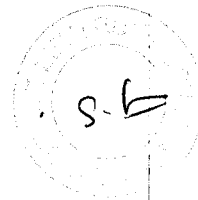
Supreet Sachdev

Partner

Membership number: 205385

Bangalore

16 April 2015



Annexure to the Independent Auditors' Report

With reference to the Annexure referred to in paragraph 1 in Report on Other Legal and Regulatory Requirements of the Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2015, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which its fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its fixed assets. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were observed on such verification.
- (ii) The Company is a service company, primarily rendering software development services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and with regard to the sale of services. The Company does not have any purchase of inventories or sale of goods since it is a service Company. We have not observed any major weakness in the internal control system during the course of the audit.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii)(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident fund, Income tax, Wealth tax, Sales-tax, Service tax, Value added tax, cess and any other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Employees' State Insurance, Custom Duty and Excise duty.

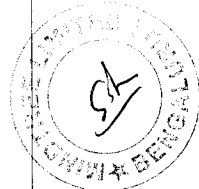
According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Income tax, Wealth tax, Sales-tax, Service tax, Value added tax, cess and other material statutory dues were in arrears, as at 31 March 2015, for a period of more than six months from the date they became payable.



- (b) According to the information and explanations given to us, there are no dues of Wealth tax, Customs duty and Cess which have not been deposited with the appropriate authorities on account of any dispute. The Company, however, disputes the following Income tax, Service tax and Sales tax dues:

Name of the statute	Nature of the dues	Amount (Rs in millions)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Tax and interest	197.74*	Assessment year 2002-03	Assessing Officer, Bangalore**
Income Tax Act, 1961	Tax and interest	46.70*	Assessment year 2003-04	Commissioner of Income Taxes (Appeals), Bangalore
Income Tax Act, 1961	Tax and interest	60.84	Assessment year 2004-05	Commissioner of Income Taxes (Appeals), Bangalore
Income Tax Act, 1961	Tax and interest	8.45*	Assessment year 2007-08	Income Tax Appellate Tribunal, Bangalore
Income Tax Act, 1961	Tax and interest	11.16	Assessment year 2007-08	Commissioner of Income Taxes (Appeals), Bangalore
Income Tax Act, 1961	Tax and interest	10.10	Assessment year 2008-09	Commissioner of Income Taxes (Appeals), Bangalore
Income Tax Act, 1961	Tax and interest	27.91*	Assessment year 2007-08	Income Tax Appellate Tribunal, Bangalore
Income Tax Act, 1961	Tax and interest	23.56	Assessment year 2009-10	Commissioner of Income Taxes (Appeals), Bangalore ^{ss}

Name of the statute	Nature of the dues	Amount (Rs in millions)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Tax and interest	122.95*	Assessment year 2008-09	Income Tax Appellate Tribunal Bangalore
Income Tax Act, 1961	Tax and interest	62.90	Assessment year 2009-10	Income Tax Appellate Tribunal, Bangalore
Income Tax Act, 1961	Tax and interest	61.46	Assessment year 2010-11	Commissioner of Income Taxes (Appeals), Bangalore
The Finance Act, 1994	Service tax and interest	11.29	June 2005 to March 2007	Customs, Excise and Service Tax Appellate Tribunal, Bangalore***
The Finance Act, 1994	Service tax and interest	24.27	July 2003 to March 2006	Customs, Excise and Service Tax Appellate Tribunal, Bangalore***
The Finance Act, 1994	Tax, interest and penalty	64.47	July 2004 to November 2005	Customs, Excise and Service Tax Appellate Tribunal, Bangalore****
The Finance Act, 1994	Tax, interest and penalty	3.11*	April 2007 to March 2008	Customs, Excise and Service Tax Appellate Tribunal, Bangalore ****
The Finance Act, 1994	Tax, interest and penalty	22.68	September 2004 to March 2007	Customs, Excise and Service Tax Appellate Tribunal, Bangalore****
The Finance Act, 1994	Tax, interest and penalty	4.68	April 2007 to February 2008	Customs, Excise and Service Tax Appellate Tribunal, Bangalore



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Name of the statute	Nature of the dues	Amount (Rs in millions)	Period to which the amount relates	Forum where dispute is pending
The Finance Act, 1994	Tax, interest and penalty	4.80	April 2008 to March 2009	Assistant Commissioner of Commercial taxes (Recovery), Bangalore
Karnataka Sales Tax Act, 1957	Tax and penalty	0.28*	Upto July 2004	Assistant Commissioner of Commercial taxes (Recovery), Bangalore

* The above amounts are net of amount paid under protest.

\$\$ The Company is awaiting the order giving effect order from the Assessing Officer as at the date of this report

** The Company has not obtained the final assessment order as at the date of this report.

*** Stay granted by Customs, Excise and Service Tax Appellate Tribunal, Bangalore vide original order dated 6 January 2012 and further order received dated 21 February 2013.

**** Stay granted by Customs, Excise and Service Tax Appellate Tribunal, Bangalore vide order dated 27 September 2012.

Note: The Income-Tax authorities have adjusted refund amounting to Rs.162 million in respect of the aforementioned demands without earmarking amounts to the Assessment Year which has not been reflected in the above disclosure.

- (c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.
- (viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (ix) The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) According to the information and explanations given to us, the Company has not taken any term loans during the year.



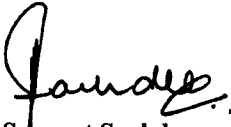
B S R & Co. LLP

- (xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

for B S R & Co. LLP

Chartered Accountants

Firm registration No. 101248W / W-100022



Supreet Sachdev

Partner

Membership No. 205385

Bangalore

16 April 2015



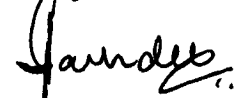
Mindtree Limited
Balance sheet

	Note	As at March 31, 2015	Rs in million As at March 31, 2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3.1.1	837	417
Reserves and surplus	3.1.2	19,271	15,992
		20,108	16,409
Share application money pending allotment	3.1.1 (g)	4	-
Non-current liabilities			
Long-term borrowings	3.2.1	23	27
Other long-term liabilities	3.2.2	334	129
Long-term provisions	3.2.3	-	39
		357	195
Current liabilities			
Trade payables		503	82
Other current liabilities	3.3.1	3,443	2,737
Short-term provisions	3.3.2	2,046	1,574
		5,992	4,393
		26,461	20,997
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	3.4.1	4,507	3,266
Intangible assets	3.4.1	119	170
Capital work-in-progress		354	496
Non-current investments	3.4.2	1,113	189
Deferred tax assets (net)	3.4.3	449	402
Long-term loans and advances	3.4.4	653	758
Other non-current assets	3.4.5	1,003	1,039
		8,198	6,320
Current assets			
Current investments	3.5.1	5,343	5,160
Trade receivables	3.5.2	6,798	6,004
Cash and bank balances	3.5.3	3,669	1,175
Short-term loans and advances	3.5.4	836	612
Other current assets	3.5.5	1,617	1,726
		18,263	14,677
		26,461	20,997

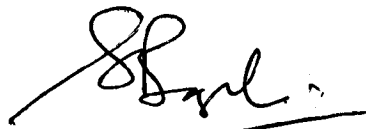
Significant accounting policies and notes to the accounts 2&3

The notes referred to above form an integral part of the financial statements

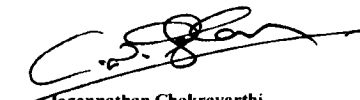
As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration Number: 101248W/W-100022



Supreet Sachdev
Partner
Membership Number: 205385



Subroto Bagchi
Chairman



Jagannathan Chakravarthi
Chief Financial Officer

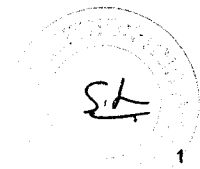
For **Mindtree Limited**



N. Krishnakumar
CEO & Managing Director

Place: Bangalore
Date: April 16, 2015

Place: Bangalore
Date: April 16, 2015



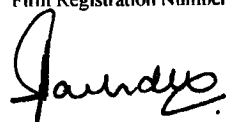
Mindtree Limited
Statement of profit and loss


Particulars	Note	Rs in million, except share and per share data	
		For the year ended March 31, 2015	March 31, 2014
Revenue from operations		35,474	30,316
Other income	3.6	831	494
Total revenues		36,305	30,810
Expenses:			
Employee benefits expense	3.7	20,646	17,820
Finance costs	3.7	1	4
Depreciation and amortisation expense	3.4.1	1,017	809
Other expenses	3.7	7,764	6,390
Total expenses		29,428	25,023
Profit before tax		6,877	5,787
Tax expense:	3.4.3		
Current tax		1,581	1,317
Deferred tax		(47)	(42)
Profit for the year		5,343	4,512
Earnings per equity share	3.17		
Equity shares of par value Rs 10/- each			
Basic		63.90	54.25
Diluted		63.62	53.90
Weighted average number of equity shares used in computing earnings per share			
Basic		83,619,436	83,177,516
Diluted		83,998,716	83,716,693

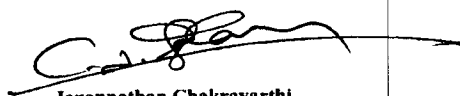
Significant accounting policies and notes to the accounts 2&3

The notes referred to above form an integral part of the financial statements

As per our report of even date attached
For **BSR & Co. LLP**
Chartered Accountants
Firm Registration Number: 101248W/W-100022


Supreet Sachdev
Partner
Membership Number: 205385


Subroto Bagchi
Chairman


Jagannathan Chakravarthi
Chief Financial Officer

For Mindtree Limited


N. Krishnakumar
CEO & Managing Director

Place: Bangalore
Date : April 16, 2015

Place: Bangalore
Date : April 16, 2015

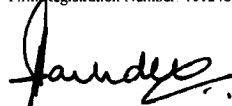


Mindtree Limited
Cash flow statement

	Rs in million	
	For the year ended March 31,	
	2015	2014
Cash flow from operating activities		
Profit before tax	6,877	5,787
Adjustments for		
Depreciation and amortisation	1,017	809
Amortization of stock compensation cost	168	79
Interest expense	1	4
Interest/ dividend income	(294)	(215)
Profit on sale of fixed assets	(6)	(3)
Profit on sale of investments	(286)	(130)
Exchange difference on derivatives	(21)	-
Effect of exchange differences on translation of foreign currency borrowings	-	25
Effect of exchange differences on translation of foreign currency cash and cash equivalents	9	(69)
Operating profit before working capital changes	7,465	6,287
Changes in trade receivables	(794)	(1,496)
Changes in loans and advances and other assets	(33)	(837)
Changes in liabilities and provisions	879	568
Net cash provided by operating activities before taxes	7,517	4,522
Income taxes paid	(1,540)	(1,297)
Net cash provided by operating activities	5,977	3,225
Cash flow from investing activities		
Purchase of fixed assets	(1,995)	(1,520)
Proceeds from sale of fixed assets	8	3
Investment in Subsidiary	(600)	-
Interest/ dividend received from investments	219	222
Purchase of investments	(9,982)	(11,444)
Sale/ maturities of investments	10,252	10,495
Net cash used in investing activities	(2,098)	(2,244)
Cash flow from financing activities		
Issue of share capital (net of issue expenses paid)	67	63
Interest paid on loans	(1)	(5)
Repayment of borrowings	(4)	(811)
Proceeds from loans	-	564
Dividends paid (including distribution tax)	(1,438)	(924)
Net cash used in financing activities	(1,376)	(1,113)
Effect of exchange differences on translation of foreign currency cash and cash equivalents	(9)	69
Net increase/ (decrease) in cash and cash equivalents	2,494	(63)
Cash and cash equivalents at the beginning of the year	1,175	1,238
Cash and cash equivalents at the end of the year (Refer note 3.5.3)	3,669	1,175

The notes referred to above form an integral part of the financial statements

As per our report of even date attached
For BSR & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W/W-100022



Supreet Sachdev
Partner
Membership Number: 205385

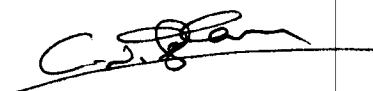
Place: Bangalore
Date: April 16, 2015

For Mindtree Limited

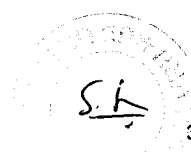
Subroto Bagchi
Chairman

N. Krishnakumar
CEO & Managing Director



Jagannathan Chakravarthi
Chief Financial Officer

Place: Bangalore
Date: April 16, 2015



Mindtree Limited

Significant accounting policies and notes to the accounts

For the year ended March 31, 2015

(Rupees in millions, except share and per share data, unless otherwise stated).

1. Background

Mindtree Limited ('Mindtree' or 'the Company') is an international Information Technology consulting and implementation company that delivers business solutions through global software development. The Company is structured into five verticals – Retail, CPG and Manufacturing (RCM), Banking, Financial Services and Insurance (BFSI), Hitech and Media Services (HTMS), Travel and Hospitality (TH) and Others. The Company offers services in the areas of agile, analytics and information management, application development and maintenance, business process management, business technology consulting, cloud, digital business's, independent testing, infrastructure management services, mobility, product engineering and SAP services.

The Company is head quartered in Bangalore and has offices in India, United States of America, United Kingdom, Japan, Singapore, Malaysia, Australia, Germany, Switzerland, Sweden, UAE, Netherlands, Canada, Belgium, France, Ireland and Republic of China.

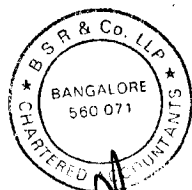
2. Significant accounting policies

2.1 Basis of preparation of financial statements

These financial statements are prepared and presented in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified and applicable) and guidelines issued by the Securities and exchange Board of India (SEBI).

2.2 Use of estimates

The preparation of financial statements in conformity with the generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent liabilities as of the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in future periods.



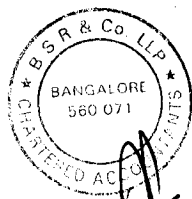
Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2015
(Rupees in millions, except share and per share data, unless otherwise stated)

2.3 Fixed assets and depreciation

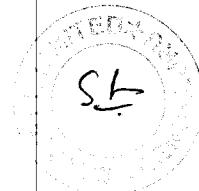
- 2.3.1 Fixed assets are carried at cost of acquisition (including directly attributable costs such as freight, installation, etc.) or construction less accumulated depreciation. Borrowing costs directly attributable to acquisition or construction of those fixed assets, which necessarily take a substantial period of time to get ready for their intended use, are capitalised.
- 2.3.2 Acquired intangible assets are capitalised at the acquisition price. Internally generated intangible assets are recorded at cost that can be measured reliably during the development phase and when it is probable that future economic benefits that are attributable to the assets will flow to the Company.
- 2.3.3 Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalised at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.
- 2.3.4 Advances paid towards the acquisition of fixed assets, outstanding at each balance sheet date are shown under capital advances. The cost of the fixed asset not ready for its intended use on such date, is disclosed under capital work-in-progress.
- 2.3.5 Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by the Company. Depreciation for assets purchased/ sold during a period is proportionately charged. Intangible assets are amortised over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use. The Company estimates the useful lives for fixed assets as follows:

Asset classification	Useful life
Buildings	5-30 years
Computer systems	2-3 years
Computer software	2 years
Test equipment	3 years
Furniture and fixtures	5 years
Electrical installations	3 years
Office equipment	4 years
Motor vehicles	4 years
Plant and machinery	4 years
Intellectual property	5 years

The Company believes that the useful lives as given above best represent the useful lives of these assets based on internal assessment and supported by technical advice where necessary which is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.



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Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2015

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2.3.6 The cost of leasehold land is amortised over the period of the lease. Leasehold improvements and assets acquired on finance lease are amortised over the lease term or useful life, whichever is lower.

2.4 Investments

2.4.1 Non-current investments are carried at cost less any other-than-temporary diminution in value, determined on the specific identification basis.

2.4.2 Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is carried out separately in respect of each investment.

2.4.3 Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment, determined individually for each investment.

2.5 Cash and cash equivalents

Cash and cash equivalents comprise of cash-in-hand and balance in bank in current accounts and deposit accounts.

2.6 Cash flow statement

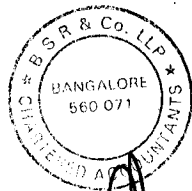
Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

2.7 Employee benefits

2.7.1 Gratuity is a defined benefit scheme and is accrued based on actuarial valuations at the balance sheet date, carried out by an independent actuary. The Company has an employees' gratuity fund managed by ICICI Prudential Life Insurance Company, SBI Life Insurance Company and Life Insurance Corporation of India. Actuarial gains and losses are charged to the statement of profit and loss.

2.7.2 Compensated absences are a long-term employee benefit and is accrued based on actuarial valuations at the balance sheet date, carried out by an independent actuary. The Company accrues for the expected cost of short-term compensated absences in the period in which the employee renders services.

2.7.3 Contributions payable to the recognised provident fund, which is a defined contribution scheme, are charged to the statement of profit and loss.



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Significant accounting policies and notes to the accounts (continued)
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2.8 Revenue recognition

2.8.1 The Company derives its revenues primarily from software services. Revenue from software development on time-and-material basis is recognised as the related services are rendered. Revenue from fixed price contracts is recognised using the proportionate completion method, which is determined by relating the actual project cost of work performed to date to the estimated total project cost for each contract. Unbilled revenue represents cost and earnings in excess of billings while unearned revenue represents the billing in excess of cost and earnings. Provision for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable based on the current contract estimates.

Maintenance revenue is recognised ratably over the period of the maintenance contract.

2.8.2 Provision for discounts is recognised on an accrual basis in accordance with contractual terms of agreements with customers. Revenues are stated net of discount.

2.8.3 Dividend income is recognised when the right to receive payment is established.

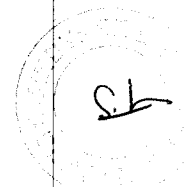
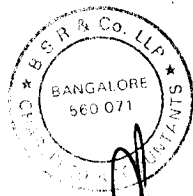
2.8.4 Interest income is recognised using the time proportion method, based on the transactional interest rates.

2.9 Foreign exchange transactions

2.9.1 The Company is exposed to foreign currency transactions including foreign currency revenues, receivables and borrowings. With a view to minimize the volatility arising from fluctuations in currency rates, the Company enters into foreign exchange forward contracts and other derivative instruments.

2.9.2 Foreign exchange transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the period are recognised in the statement of profit and loss for the period.

2.9.3 Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date; the resultant exchange differences are recognised in the statement of profit and loss. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2015

(Rupees in millions, except share and per share data, unless otherwise stated)

2.9.4 In respect of integral operations, monetary assets and liabilities are translated at the exchange rate prevailing at the date of the balance sheet. Non-monetary items are translated at the historical rate. The items in the statement of profit and loss are translated at the rates prevailing on the dates of the respective transactions. The differences arising out of the translation are recognised in the statement of profit and loss.

2.9.5 Forward exchange contracts and other similar instruments that are not in respect of forecasted transactions are accounted for using the guidance in Accounting Standard ('AS') 11, 'The effects of changes in foreign exchange rates'. For such forward exchange contracts and other similar instruments covered by AS 11, based on the nature and purpose of the contract, either the contracts are recorded based on the forward rate/ fair value at the reporting date, or based on the spot exchange rate on the reporting date. For contracts recorded at the spot exchange rates, the premium or discount at the inception is amortized as income or expense over the life of the contract.

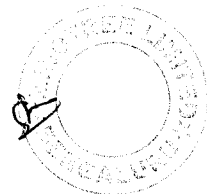
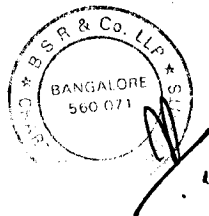
2.9.6 For forward exchange contracts and other derivatives that are not covered by AS 11 and that relate to a firm commitment or highly probable forecasted transactions, the Company has adopted Accounting Standard ('AS') 30, 'Financial Instruments: Recognition and Measurement' to the extent that the adoption did not conflict with existing accounting standards and other authoritative pronouncements of the Company Law and other regulatory requirements. In accordance with AS 30, such derivative financial instruments, which qualify for cash flow hedge accounting and where the Company has met all the conditions of cash flow hedge accounting, are fair valued at balance sheet date and the resultant exchange loss/ gain is debited/ credited to the hedge reserve until the transaction is completed. Other derivative instruments are recorded at fair value at the reporting date and the resultant exchange loss/ gain is debited/ credited to statement of profit and loss.

2.10 Warranties

Warranty costs (i.e. post contract support services) are estimated by the management on the basis of technical evaluation and past experience. Provision is made for estimated liability in respect of warranty costs in the period of recognition of revenue.

2.11 Provision and contingent liabilities

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2015

(Rupees in millions, except share and per share data, unless otherwise stated)

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

2.12 Taxation

The current income tax charge is determined in accordance with the relevant tax regulations applicable to the Company. Deferred tax charge or credit are recognised for the future tax consequences attributable to timing difference that result between the profit offered for income taxes and the profit as per the financial statements. Deferred tax in respect of timing difference which originate during the tax holiday period but reverse after the tax holiday period is recognised in the period in which the timing difference originate. For this purpose the timing differences which originate first are considered to reverse first. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, when there is a brought forward loss or unabsorbed depreciation under taxation laws, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably/ virtually certain to be realised.

Minimum alternate tax ('MAT') paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognised as an asset in the balance sheet if there is a convincing evidence that the Company will pay normal tax after the tax holiday period and the resultant assets can be measured reliably. MAT credit entitlement can be carried forward and utilized for a period of ten years from the period in which such credit is availed.

The Company offsets, on a year on year basis, the current tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

2.13 Earnings per share

In determining earnings per share, the Company considers the net profit after tax and includes the post-tax effect of any extra-ordinary item. The number of equity shares used in computing basic earnings per share is the weighted average number of equity shares outstanding during the period. The number of equity shares used in computing diluted earnings per share comprises weighted average number of equity shares considered for deriving basic earnings per share and also weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.



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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2015
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2.14 Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset (including goodwill) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined, if no impairment loss had been recognised. In respect of goodwill, impairment loss will be reversed only when it is caused by specific external events and their effects have been reversed by subsequent external events.

2.15 Employee stock based compensation

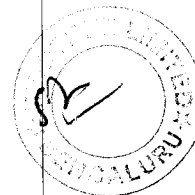
The Company measures the compensation cost relating to stock options, restricted shares and phantom stock options using the intrinsic value method. The compensation cost is amortised over the vesting/ service period.

2.16 Government grants

Grants from the government are recognised when there is reasonable assurance that:

- (i) the Company will comply with the conditions attached to them; and
- (ii) the grant will be received.

Government grants related to revenue are recognised on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate. Such grants are deducted in reporting the related expense. Where the Company receives non-monetary grants, the asset is accounted for on the basis of its acquisition cost. In case a non-monetary asset is given free of cost it is recognised at a nominal value.



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2015
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3. Notes to the accounts

3.1 Shareholders' funds

3.1.1 Share capital

a)

Particulars	As at	As at
	March 31, 2015	March 31, 2014
Authorised		
800,000,000 (March 31, 2014: 79,620,000) equity shares of Rs 10/- each	8,000	796
Issued, subscribed and paid-up capital		
83,732,372 (March 31, 2014: 41,689,731) equity shares of Rs 10/- each fully paid	837	417
Total	837	417

b) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year is as given below:

Particulars	As at		As at	
	March 31, 2015		March 31, 2014	
	No of shares	Rs	No of shares	Rs
Number of shares outstanding at the beginning of the year	41,689,731	417	41,535,055	415
Add: Shares issued on exercise of employee stock options and restricted shares	276,980	2	154,676	2
Add: Bonus shares issued *	41,765,661	418	-	-
Number of shares outstanding at the end of the year	83,732,372	837	41,689,731	417

*Refer note 3.1.1 (e).

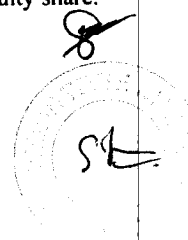
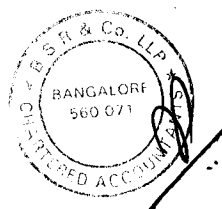
c) The Company has only one class of shares referred to as equity shares having a par value of Rs 10 each.

Each holder of the equity share, as reflected in the records of the Company as of the date of the shareholder meeting, is entitled to one vote in respect of each share held for all matters submitted to vote in the shareholder meeting.

The Company declares and pays dividends in Indian rupees and foreign currency. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting.

The Board of Directors at its meeting held on October 15, 2014 declared an interim dividend of 30% (Rs 3 per equity share of par value Rs 10/- each) for the quarter ended September 30, 2014. At its meeting held on January 19, 2015, the Board declared a second interim dividend of 40% (Rs 4 per equity share of par value Rs 10/- each) for the quarter ended December 31, 2014. Further, the Board of Directors at its meeting held on April 16, 2015 have recommended a final dividend of 100% (Rs 10 per equity share of par value Rs 10 each).

During the year ended March 31, 2014, the amount of per share dividend recognized as distributions to equity shareholders was Rs 25 per equity share.



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Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2015

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In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

- d) Equity shareholder holding more than 5 percent of equity shares along with the number of equity shares held at the beginning and at the end of the year is as given below:

Sr. No.	Name of the shareholder	As at March 31, 2015		As at March 31, 2014	
		Number of shares	%	Number of shares	%
1	Coffee Day Enterprises Limited	8,730,884	10.4%	4,365,442	10.5%
2	Nalanda India Fund Limited	7,898,178	9.4%	3,949,089	9.5%
3	Global Technology Ventures Limited	5,297,122	6.3%	2,648,561	6.4%

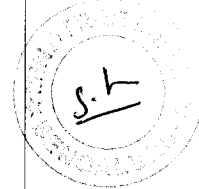
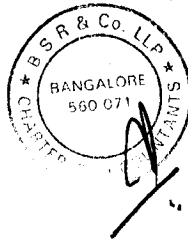
- e) In the period of five years immediately preceding March 31, 2015:
- The Company has allotted 41,765,661 fully paid up equity shares during the quarter ended June 30, 2014 pursuant to 1:1 bonus share issue approved by shareholders. Consequently, options/ units granted under the various employee share based plans are adjusted for bonus share issue.
 - The Company has not bought back any class of equity shares.
 - The Company has allotted a total of 1,300,965 equity shares as fully paid up without payment being received in cash. These shares were allotted to the shareholders of erstwhile Aztecsoft Limited pursuant to the scheme of amalgamation during the financial year ended March 31, 2010.

f) Employee stock based compensation

The Company instituted the Employees Stock Option Plan ('ESOP') in fiscal 2000, which was approved by the Board of Directors ('the Board'). The Company currently administers seven stock option programs, a restricted stock purchase plan and a phantom stock option plan.

Program 1 [ESOP 1999]

Options under this program are exercisable at an exercise price of Rs 10 per option. All stock options have a four-year vesting term and vest at the rate of 15%, 20%, 30% and 35% at the end of 1, 2, 3 and 4 years respectively from the date of grant and become fully exercisable. Each option is entitled to 1 equity share of Rs 10 each. This program extends to employees who have joined on or before September 30, 2001 or have been issued employment offer letters on or before August 7, 2001. This plan was terminated on September 30, 2001. The contractual life of each option is 11 years after the date of grant. There are no options outstanding as at the reporting date.



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Significant accounting policies and notes to the accounts (continued)
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Program 2 [ESOP 2001]

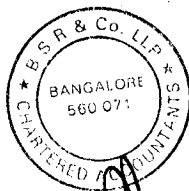
Options under this program have been granted to employees at an exercise price of Rs 50 per option (Rs 25 per option post bonus issue). All stock options have a four-year vesting term and vest at the rate of 15%, 20%, 30% and 35% at the end of 1, 2, 3 and 4 years respectively from the date of grant and become fully exercisable. Each option is entitled to 1 equity share of Rs 10 each. This program extends to employees who have joined on or after October 1, 2001 or have been issued employment offer letters on or after August 8, 2001 or options granted to existing employees with grant date on or after October 1, 2001. This plan was terminated on April 30, 2006. The contractual life of each option is 11 years after the date of grant.

Particulars	Year ended March 31,	
	2015	2014
Outstanding options, beginning of the year	54,777*	47,918
Granted during the year	-	-
Exercised during the year	29,401	12,868
Lapsed during the year	2,304	3,821
Forfeited during the year	-	-
Outstanding options, end of the year	23,072	31,229
Options vested and exercisable, end of the year	23,072	31,229

*Adjusted for bonus issue. Refer note 3.1.1 (e)

Program 3 [ESOP 2006 (a)]

Options under this program have been granted to employees at an exercise price of Rs 250 per option. All stock options have a four-year vesting term and vest at the rate of 15%, 20%, 30% and 35% at the end of 1, 2, 3 and 4 years respectively from the date of grant and become fully exercisable. Each option is entitled to 1 equity share of Rs 10 each. This program extends to employees to whom the options are granted on or after May 1, 2006. This plan was terminated on October 25, 2006. The contractual life of each option is 5 years after the date of grant. There are no options outstanding as at the reporting dates.



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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2015
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Program 4 [ESOP 2006 (b)]

Options under this program are granted to employees at an exercise price periodically determined by the Nomination and Remuneration Committee. All stock options have a four-year vesting term and vest at the rate of 15%, 20%, 30% and 35% at the end of 1, 2, 3 and 4 years respectively from the date of grant and become fully exercisable. Each option is entitled to 1 equity share of Rs 10 each. This program extends to employees to whom the options are granted on or after October 25, 2006. The contractual life of each option is 5 years after the date of grant.

Particulars	Year ended March 31,	
	2015	2014
Outstanding options, beginning of the year	213,750*	304,650
Granted during the year	-	-
Exercised during the year	92,000	57,600
Lapsed during the year	-	28,475
Forfeited during the year	47,750	71,325
Outstanding options, end of the year	74,000	147,250
Options vested and exercisable, end of the year	74,000	89,175

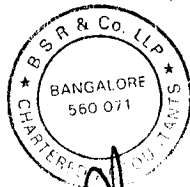
*Adjusted for bonus issue. Refer note 3.1.1 (e)

Program 5 [ESOP 2008A]

Options under this program are granted to employees of erstwhile AztecoSoft Limited as per swap ratio of 2:11 as specified in the merger scheme. Each option is entitled to 1 equity share of Rs 10 each.

Particulars	Year ended March 31,	
	2015	2014
Outstanding options, beginning of the year	168,295*	108,248
Granted during the year	-	-
Exercised during the year	51,293	20,614
Lapsed during the year	33,926	2,610
Forfeited during the year	-	-
Outstanding options, end of the year	83,076	85,024
Options vested and exercisable, end of the year	83,076	85,024

*Adjusted for bonus issue. Refer note 3.1.1 (e)



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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
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Directors' Stock Option Plan, 2006 ('DSOP 2006')

Options under this program have been granted to independent directors at an exercise price periodically determined by the Nomination and Remuneration Committee. All stock options vest equally over three year vesting term at the end of 1, 2 and 3 years respectively from the date of the grant and become fully exercisable. Each option is entitled to 1 equity share of Rs 10 each. The contractual life of each option is 4 years after the date of the grant.

Particulars	Year ended March 31,	
	2015	2014
Outstanding options, beginning of the year	75,000*	135,000
Granted during the year	-	-
Exercised during the year	35,000	45,000
Lapsed during the year	-	10,000
Forfeited during the year	-	25,000
Outstanding options, end of the year	40,000	55,000
Options vested and exercisable, end of the year	26,666	41,666

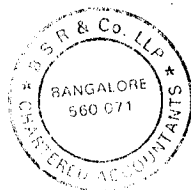
*Adjusted for bonus issue. Refer note 3.1.1 (e)

Program 7 [ESOP 2010A]

In-principle approvals for administering the seventh stock option program i.e. ESOP 2010 (A) has been received by the Company from the BSE and NSE for 1,135,000 equity shares of Rs 10 each. No options have been granted under the program as at March 31, 2015.

Employee Restricted Stock Purchase Plan 2012 ('ERSP 2012')

ERSP 2012 was instituted with effect from July 16, 2012 to issue equity shares of nominal value of Rs 10 each. Shares under this program are granted to employees at an exercise price of not less than Rs 10 per equity share or such higher price as determined by the Nomination and Remuneration Committee. Shares shall vest over such term as determined by the Nomination and Remuneration Committee not exceeding ten years from the date of the grant. All shares will have a minimum lock in period of one year from the date of allotment.



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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
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Particulars	Year ended March 31,	
	2015	2014
Outstanding shares, beginning of the year	-	-
Granted during the year	69,286	18,594
Exercised during the year	69,286	18,594
Lapsed during the year	-	-
Forfeited during the year	-	-
Outstanding shares, end of the year	-	-
Shares vested and exercisable, end of the year	-	-

During the year ended March 31, 2015, 69,286 equity shares were granted by the Company under Employee Restricted Stock Purchase Plan 2012 ('ERSP 2012')

The weighted average fair value of each unit under the above mentioned ERSP 2012 plan, granted during the year was Rs 840 using the Black-Scholes model with the following assumptions:

Weighted average grant date share price	Rs 851
Weighted average exercise price	Rs 10
Dividend yield %	0.31%
Expected life	1-2 years
Risk free interest rate	8.53%
Volatility	84.99%

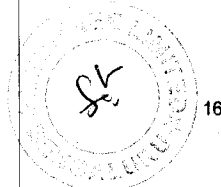
The Company has also granted phantom stock options and letter of intent to issue shares under ERSP 2012 plan to certain employees which is subject to certain vesting conditions. Details of the grant/issue as at March 31, 2015 are given below:

Particulars	Phantom stock options plan*	ERSP 2012 plan*
Total no. of units/ shares	765,000	230,000
Vested units/ shares	100,980	28,248
Lapsed units/ shares	13,770	3,852
Forfeited units/ shares	-	16,000
Cancelled units/ shares (Refer note below)	497,250	-
Outstanding units/ shares as at the end of the year	153,000	181,900
Contractual life	2 years	5 years
Date of grant	18-Jul-13	18-Jul-13**
Price per share/ unit	Grant price of Rs 455	Exercise price of Rs 10**

*Adjusted for bonus issue. Refer note 3.1.1 (e).

**Based on Letter of Intent

During the year ended March 31, 2015, the Phantom stock units which were expected to vest during the financial years 2015-16 and 2016-17 have been cancelled by the Company. As a result of the cancellation of these units, the Company has reversed the stock based compensation recorded in earlier years of Rs 57 in the statement of profit and loss for the year ended March 31, 2015.



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Significant accounting policies and notes to the accounts (continued)
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The following table summarizes information about the weighted average exercise price of options/ shares exercised under various programs:

Particulars	Amount in Rs	
	Year ended March 31,	
	2015*	2014
Program 1	-	-
Program 2	30.25	50.00
Program 3	-	-
Program 4	344.77	507.14
Program 5	201.88	387.64
DSOP 2006	560.00	560.00
ERSP 2012	10.00	10.00

*Exercise price is adjusted post bonus issue.

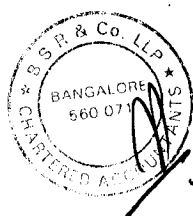
The following tables summarize information about the options/ shares outstanding under various programs as at March 31, 2015 and March 31, 2014 respectively:

Particulars	As at March 31, 2015		
	Number of options/ shares*	Weighted average remaining contractual life (in years)	Weighted average exercise price* (in Rs)
Program 1	-	-	-
Program 2	23,072	0.70	25.00
Program 3	-	-	-
Program 4	74,000	0.32	265.07
Program 5	83,076	2.32	215.18
DSOP 2006	40,000	1.10	278.00
ERSP 2012	-	-	-

*Adjusted for bonus issue. Refer note 3.1.1 (e).

Particulars	As at March 31, 2014		
	Number of options/ shares	Weighted average remaining contractual life (in years)	Weighted average exercise price (in Rs)
Program 1	-	-	-
Program 2	31,229	1.13	50.00
Program 3	-	-	-
Program 4	147,250	1.78	496.58
Program 5	85,024	2.28	393.90
DSOP 2006	55,000	1.24	558.55
ERSP 2012	-	-	-

The Company has recorded compensation cost for all grants using the intrinsic value-based method of accounting, in line with prescribed SEBI guidelines.



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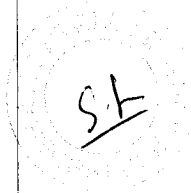
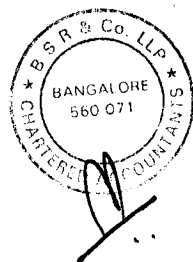
Mindtree Limited
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Had stock based compensation been determined under the fair value approach described in the Guidance Note on, "Accounting for employee share based payments" issued by ICAI, the Company's net profit and basic and diluted earnings per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

Particulars	Year ended March 31,	
	2015	2014
Net profit as reported	5,343	4,512
Add: Stock-based employee compensation expense (intrinsic value method)	168	79
Less: Stock-based employee compensation expense (fair value method)	(173)	18
Pro forma net profit	5,338	4,609
Basic earnings per share as reported	63.90	54.25
Pro forma basic earnings per share	63.85	55.42
Diluted earnings per share as reported	63.62	53.90
Pro forma diluted earnings per share	63.56	55.06

g) The Company has received Rs 4 towards allotment of 15,000 equity shares and 276 equity shares at exercise prices of Rs 285 each and Rs 25 each respectively and is shown under Share application money pending allotment. The Company expects to make the allotment during the quarter ended June 30, 2015. The Company has sufficient authorized share capital to cover the share capital amount on allotment of shares out of share application money.

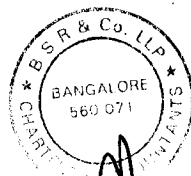
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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
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3.1.2 Reserves and surplus

Particulars	As at March 31, 2015	As at March 31, 2014
Capital reserve		
Opening balance	87	87
	<u>87</u>	<u>87</u>
Securities premium reserve		
Opening balance	2,208	2,125
Additions during the year on exercise of employee stock options/ restricted shares	108	83
Less: Amount utilised for bonus shares	(418)	-
	<u>1,898</u>	<u>2,208</u>
General reserve		
Opening balance	1,542	1,091
Add: Transfer from statement of profit and loss	-	451
	<u>1,542</u>	<u>1,542</u>
Share option outstanding account		
Opening balance	68	48
Additions during the year	10	20
	<u>78</u>	<u>68</u>
Hedge reserve		
Opening balance	49	173
Movement during the year	(49)	(124)
	<u>-</u>	<u>49</u>
Surplus (Balance in the statement of profit and loss)		
Opening balance	12,038	9,198
Add: Amount transferred from statement of profit and loss	5,343	4,512
Amount available for appropriations	<u>17,381</u>	<u>13,710</u>
Appropriations:		
Interim dividend	(586)	(624)
Final dividend	(838)	(417)
Dividend distribution tax	(291)	(180)
Amount transferred to general reserve	-	(451)
	<u>15,666</u>	<u>12,038</u>
Total	19,271	15,992



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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
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3.2 Non-current liabilities

3.2.1 Long-term borrowings

Particulars	As at March 31, 2015	As at March 31, 2014
<i>(Unsecured)</i>		
Other loans and advances	23	27
Total	23	27

Long-term borrowings represent the amount received from Council for Scientific and Industrial Research (CSIR) to develop a project under "Development of Intelligent Video Surveillance Server (IVSS) system".

The loan is an unsecured loan carrying a simple interest of 3% p.a on the outstanding amount of loan. Repayment of loan is in 10 equal annual installments from June 2011. Any delay in repayment entails a liability of 12% p.a. compounded monthly for the period of delay.

There is no continuing default in the repayment of the principal loan and interest amounts.

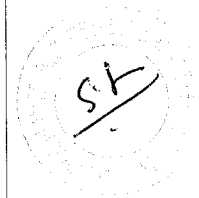
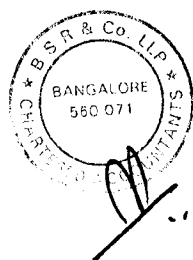
3.2.2 Other long-term liabilities

Particulars	As at March 31, 2015	As at March 31, 2014
Other long-term liabilities	334	97
Employee related liabilities	-	32
Total	334	129

3.2.3 Long-term provisions

Particulars	As at March 31, 2015	As at March 31, 2014
Provision for discount	-	39
Total	-	39

Refer note 3.3.2 for the disclosure of provisions movement as required under the provisions of Accounting Standard – 29 'Provisions, Contingent Liabilities and Contingent Assets' ('AS 29').



Mindtree Limited
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3.3 Current liabilities

3.3.1 Other current liabilities

Particulars	As at March 31, 2015	As at March 31, 2014
Current maturities of long-term debt*	5	5
Interest accrued but not due on borrowings	1	1
Unearned income	225	100
Unpaid dividends	5	4
Creditors for capital goods	218	175
Advances from customers	27	103
Employee related liabilities	1,462	1,264
Book overdraft	155	85
Other liabilities**	1,345	1,000
Total	3,443	2,737

*The details of interest rates, repayment and other terms are disclosed under note 3.2.1.

**Includes derivative liability of Rs 3 (As at March 31, 2014: Rs 44).

As at March 31, 2015, the Company has outstanding forward contracts amounting to USD 32 million (As at March 31, 2014: USD 47.5 million), GBP 2.25 million (As at March 31, 2014: Nil) and Euro 4.5 million (As at March 31, 2014: Euro 5 million). These derivative instruments have been entered to hedge highly probable forecasted sales.

In accordance with the provisions of AS 30, those forward contracts which qualify for cash flow hedge accounting have been fair valued at balance sheet date and the resultant exchange gain/ (loss) has been credited/ (debited) to hedge reserve (Refer Note 3.1.2). Other derivative instruments have been fair valued at the balance sheet date and resultant exchange gain of Rs 21 for the year ended March 31, 2015 (for the year ended March 31, 2014: Nil) has been recorded in the statement of profit and loss.

3.3.2 Short-term provisions

Particulars	As at March 31, 2015	As at March 31, 2014
Provision for employee benefits		
- Gratuity	18	2
- Compensated absences	352	320
Provision for taxes, net of advance tax and tax deducted at source	227	219
Provision for discount	367	231
Dividend payable	837	626
Dividend distribution tax payable	172	106
Provision for foreseeable losses on contracts	-	3
Provision for post contract support services	5	4
Provision for disputed dues*	68	63
Total	2,046	1,574

*Represents disputed tax dues provided pursuant to unfavourable order received from the tax authorities against which the Company has preferred an appeal with the relevant authority. In respect of the provisions of AS 29, the disclosures required have not been provided in accordance with paragraph 72 of AS 29.



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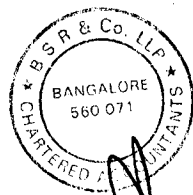
Mindtree Limited
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The following table sets out the status of the gratuity plan as required under AS 15- Employee Benefits.

Particulars	As at	
	March 31, 2015	March 31, 2014
Change in projected benefit obligations		
Obligations at the beginning of the year	365	324
Service cost	81	74
Interest cost	29	26
Benefits settled	(55)	(36)
Actuarial (gain)/ loss	(7)	(23)
Obligations at end of the year	413	365
Change in plan assets		
Plan assets at the beginning of the year, at fair value	363	313
Expected return on plan assets	29	26
Actuarial gain/ (loss)	5	-
Contributions	53	60
Benefits settled	(55)	(36)
Plan assets at the end of the year, at fair value	395	363

Reconciliation of the present value of the obligation and the fair value of the plan assets

Particulars	As at March 31,				
	2015	2014	2013	2012	2011
Fair value of plan assets at the end of the year	395	363	313	275	257
Present value of defined obligations at the end of the year	(413)	(365)	(324)	(276)	(265)
Asset/ (liability) recognised in the balance sheet	(18)	(2)	(11)	(1)	(8)



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
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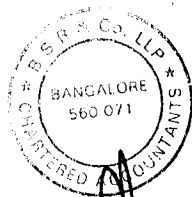
Particulars	For the year ended March 31,	
	2015	2014
Gratuity cost		
Service cost	81	74
Interest cost	29	26
Expected return on plan assets	(29)	(26)
Actuarial (gain)/loss	(12)	(23)
Net gratuity cost	69	51
Actual return on plan assets	29	26
Assumptions		
Interest rate	7.80%	8.80%
Expected rate of return on plan assets	8.75%	8.00%
Salary increase	6.00%	6.00%
Attrition rate	14.23%	13.00%
Retirement age	60	60

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

The disclosure of provisions movement as required under the provisions of AS 29 is as follows:-

Provision for post contract support services

Particulars	For the year ended March 31,	
	2015	2014
Balance at the beginning of the year	4	3
Provisions made during the year	2	1
Utilisations during the year	-	-
Released during the year	(1)	-
Provision at the end of the year	5	4



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Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2015

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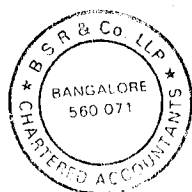
Provision for discount

Particulars	For the year ended March 31,	
	2015	2014
Balance at the beginning of the year	270	145
Provisions made during the year	433	290
Utilisations during the year	(328)	(154)
Released during the year	(8)	(11)
Provision at the end of the year	367	270
Current	367	231
Non-current	-	39

Provision for foreseeable losses on contracts

Particulars	For the year ended March 31,	
	2015	2014
Balance at the beginning of the year	3	-
Provisions made during the year	-	3
Released during the year	(3)	-
Provision at the end of the year	-	3

The current provisions are expected to be utilized over a period of one year and the non-current provisions are expected to be utilized over a period of two to three years.

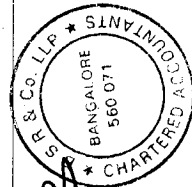


Mindtree Limited
Significant accounting policies and notes to the accounts
For the year ended March 31, 2015
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3.4 Non-current assets

3.4.1 Fixed assets

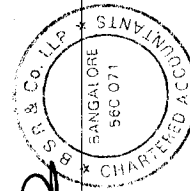
Assets	Gross block			Accumulated depreciation			Net book value		
	As at April 1, 2014	Additions during the year	Deletions during the year	As at March 31, 2015	As at April 1, 2014	For the year	Deletions during the year	As at March 31, 2015	As at March 31, 2015
Tangible assets									
Leasehold land	425	-	-	425	83	12	-	95	330
Buildings	2,694	928	1	3,621	957	149	1	1,105	2,516
Leasehold improvements	819	197	-	1,016	428	126	-	554	462
Computer systems	1,570	569	102	2,037	1,085	416	101	1,400	637
Test equipment	218	-	1	217	217	1	1	217	-
Furniture and fixtures	191	71	5	257	157	14	5	166	91
Electrical installations	360	167	6	521	256	69	6	319	202
Office equipment	600	155	24	731	436	80	24	492	239
Motor vehicles	2	27	1	28	1	5	1	5	23
Plant and machinery	8	-	-	8	1	-	-	1	7
Total (A)	6,887	2,114	140	8,861	3,621	872	139	4,354	4,507
Intangible assets									
Intellectual property	67	-	-	67	52	13	-	65	2
Computer Software	892	94	65	921	737	132	65	804	117
Total (B)	959	94	65	988	789	145	65	869	119
Total (A+B)	7,846	2,208	205	9,849	4,410	1,017	204	5,223	4,626



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3.4.1 Fixed Assets (continued)

Assets	Gross block			Accumulated depreciation			Net book value	
	As at April 1, 2013	Additions during the year	Deletions during the year	As at March 31, 2014	For the year	Deletions during the year	As at March 31, 2014	As at March 31, 2014
Tangible assets								
Leasehold land	425	-	-	425	71	12	83	342
Buildings	2,332	362	-	2,694	829	128	957	1,737
Leasehold improvements	480	340	1	819	325	104	428	391
Computer systems	1,296	483	209	1,570	1,018	276	1,085	485
Test equipment	219	-	1	218	198	20	217	1
Furniture and fixtures	151	41	1	191	138	30	157	34
Electrical installations	247	114	1	360	205	52	256	104
Office equipment	482	119	1	600	370	67	436	164
Motor vehicles	2	1	1	2	2	-	1	1
Plant and machinery	8	-	-	8	1	-	1	7
Total (A)	5,642	1,460	215	6,887	3,157	679	3,621	3,266
Intangible assets								
Intellectual property	67	-	-	67	39	13	52	15
Computer Software	698	197	3	892	622	117	737	155
Total (B)	765	197	3	969	661	130	789	170
Total (A+B)	6,407	1,657	218	7,846	3,818	809	4,410	3,436



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3.4.2 Non-current investments

Particulars	As at	As at
	March 31, 2015	March 31, 2014
Investment in mutual funds (quoted)	-	168
Trade investments (unquoted)		
- Investment in equity instruments	16	15
- Investment in preference shares	7	7
- Investment in Limited Liability Company	1,091	-
Less: Provision for diminution in value of investments	(1)	(1)
Total	1,113	189
Aggregate amount of quoted investments	-	168
Aggregate market value of quoted investments	-	170
Aggregate amount of unquoted investments	1,114	22

Details of investment in mutual funds are as given below:

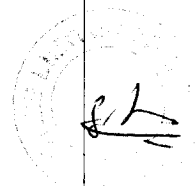
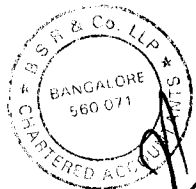
Particulars	As at March 31, 2015		As at March 31, 2014	
	No of units	Amount	No of units	Amount
Tata Mutual Fund	-	-	4,000,000	40
Reliance Mutual Fund	-	-	2,850,000	28
UTI Mutual Fund	-	-	10,000,000	100
Total	-	-		168

Details of investment in equity instruments are as given below:

Particulars	As at	As at
	March 31, 2015	March 31, 2014
2,400 (previous year: 2,400) equity shares in Career Community.com Limited	1	1
12,640 (previous year: 12,640) equity shares in Worldcast Technologies Private Limited	-	-
950,000 (previous year: Nil) equity shares of Re.1 each in NuvePro Technologies Private Limited	1	-
Investment in wholly owned subsidiary - Mindtree Software (Shanghai) Co., Ltd ('MSSCL')	14	14
Total	16	15

Details of investment in preference shares are as given below:

Particulars	As at	As at
	March 31, 2015	March 31, 2014
643,790 (previous year: 643,790) Series A Convertible Preferred Stock at US\$ 0.0001 each fully paid at premium of US \$ 0.2557 each in 30 Second Software Inc	7	7
Total	7	7



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Details of investment in Limited Liability Company is as given below:

Particulars	As at	
	March 31, 2015	March 31, 2014
Investment in wholly owned subsidiary - Discoverture Solutions L.L.C.	1,091	-
Total	1,091	-

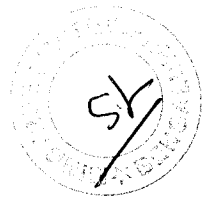
The Company has acquired 100% equity interest in Discoverture Solutions L.L.C. (Discoverture), a US based IT solution provider to the insurance industry, for a consideration of Rs 1,091. The consideration includes future payments which are based on achievement of certain specific milestones which have currently been provided for based on best estimate of the Company. The transfer of membership interests and control of Discoverture is effective February 13, 2015 and consequently, Discoverture has become a 100% subsidiary of the Company effective that date.

3.4.3 Taxes

Particulars	For the year ended March 31,	
	2015	2014
Tax expense		
Current tax	1,581	1,317
Deferred tax	(47)	(42)
Total	1,534	1,275

The Company has units at Bangalore, Hyderabad, Chennai and Bhubaneswar registered as Special Economic Zone (SEZ) units which are entitled to a tax holiday under Section 10AA of the Income Tax Act, 1961.

The Company also has STPI units at Bangalore and Pune which are registered as a 100 percent Export Oriented Unit, which were earlier entitled to a tax holiday under Section 10B and Section 10A of the Income Tax Act, 1961.



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Significant accounting policies and notes to the accounts (continued)

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Deferred tax assets (net):

Deferred tax assets included in the balance sheet comprises the following:

Particulars	As at March 31, 2015	As at March 31, 2014
Excess of depreciation as per books over depreciation allowed under Income Tax Act, 1961	205	213
Provision for doubtful debts	16	31
Provision for compensated absence	117	100
Provision for volume discount	39	29
Others	72	29
Total deferred tax assets	449	402

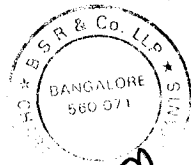
3.4.4 Long-term loans and advances

Particulars	As at March 31, 2015	As at March 31, 2014
<i>(Unsecured considered good)</i>		
Capital advances	107	136
Security deposits*	546	512
Advances recoverable in cash or in kind or for value to be received*	-	110
Total	653	758

*Refer note 3.15 for related party balances.

3.4.5 Other non-current assets

Particulars	As at March 31, 2015	As at March 31, 2014
<i>(Unsecured considered good)</i>		
Advance tax and tax deducted at source, net of provision for taxes	834	853
MAT credit entitlement	110	160
Other non-current assets	59	26
Total	1,003	1,039



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Significant accounting policies and notes to the accounts (continued)
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3.5 Current assets

3.5.1 Current investments

Particulars	As at	As at
	March 31, 2015	March 31, 2014
Investment in mutual funds (quoted)	4,643	4,760
Term deposits	700	400
Total	5,343	5,160
Aggregate amount of quoted investments	4,643	4,760
Aggregate market value of quoted investments	4,790	4,912
Aggregate amount of unquoted investments	700	400

Details of investment in mutual funds are as given below:

Particulars	As at March 31, 2015		As at March 31, 2014	
	No of units	Amount	No of units	Amount
ICICI Prudential Mutual Fund	28,722,324	472	36,627,677	366
IDFC Mutual Fund	37,530,726	433	36,124,257	365
UTI Mutual Fund	13,456,138	158	27,011,640	193
HSBC Mutual Fund	-	-	79,974	80
Franklin Templeton Mutual Fund	11,695,643	290	26,910,401	449
DSP Blackrock Mutual Fund	14,790,537	351	41,938,435	419
Birla Sun Life Mutual Fund	20,007,295	454	44,008,990	440
Reliance Mutual Fund	23,725,772	428	34,640,032	367
Tata Mutual Fund	36,229,022	422	32,316,197	306
DWS Mutual Fund	4,483,697	45	15,626,078	156
SBI Mutual Fund	13,787,278	358	25,554,712	315
HDFC Mutual Fund	27,872,023	424	51,091,613	513
Axis Mutual Fund	100,840	104	103,111	103
Bank of India AXA Mutual Fund	10,000,000	100	-	-
Kotak Mutual Fund	5,681,936	58	5,305,892	54
JP Morgan India Mutual Fund	16,989,901	189	20,253,910	203
Sundaram Mutual Fund	-	-	10,462,576	106
Prinebridge Mutual Fund	-	-	29,641	30
L & T Mutual Fund	98,576	100	140,743	142
IDBI Mutual Fund	254,281	257	152,373	153
Total		4,643		4,760

Details of investments in term deposit are as given below:

Particulars	As at	As at
	March 31, 2015	March 31, 2014
HDFC Limited	700	400
Total	700	400



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3.5.2 Trade receivables

Particulars	As at March 31, 2015	As at March 31, 2014
<i>(Unsecured)</i>		
Debts overdue for a period exceeding six months		
- considered good	62	95
- considered doubtful	72	131
Other debts		
- considered good	6,736	5,909
- considered doubtful	9	5
Less: Provision for doubtful debts	(81)	(136)
Total	6,798	6,004

3.5.3 Cash and bank balances

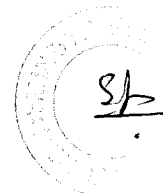
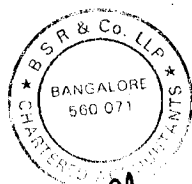
Particulars	As at March 31, 2015	As at March 31, 2014
Balances with banks in current and deposit accounts^ *	3,664	1,171
Cash on hand	-	-
Other bank balances**	5	4
Total	3,669	1,175

^The deposits maintained by the Company with banks comprises time deposits, which can be withdrawn by the Company at any point without prior notice or penalty on the principal.

* Balances with banks include the following:

Particulars	As at March 31, 2015	As at March 31, 2014
Balance with banks held as margin money towards guarantees	-	1

**Other bank balances represent balances in respect of unpaid dividends and are considered restricted in nature.



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2015
(Rupees in millions, except share and per share data, unless otherwise stated)

3.5.4 Short-term loans and advances

Particulars	As at March 31, 2015	As at March 31, 2014
<i>(Unsecured considered good)</i>		
Advances recoverable in cash or in kind or for value to be received*	856	627
Less: Provision for doubtful advances	(20)	(15)
Total	836	612

*Refer note 3.15 for related party balances. This also includes amounts pertaining to housing deposits, vehicles, medical emergencies and salary advances given to employees to the extent of Rs 194 as at March 31, 2015.

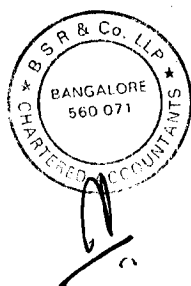
3.5.5 Other current assets

Particulars	As at March 31, 2015	As at March 31, 2014
Unbilled revenue	981	1,014
MAT credit entitlement	36	-
Other current assets*	600	712
Total	1,617	1,726

*Includes derivative asset of Rs 24 (As at March 31, 2014: Rs 93).

3.6 Other income

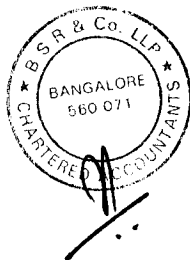
Particulars	For the year ended March 31,	
	2015	2014
Interest income	140	66
Dividend income	154	150
Net gain on sale of investments	286	130
Foreign exchange gain/ (loss)	177	118
Other non-operating income	74	30
Total	831	494



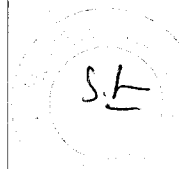
Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2015
(Rupees in millions, except share and per share data, unless otherwise stated)

3.7 Expenses		
Employee benefits expense	For the year ended March 31,	
	2015	2014
Salaries and wages	18,680	16,189
Contribution to provident and other funds	1,623	1,404
Expense on employee stock based compensation*	168	79
Staff welfare expenses	175	148
Total	20,646	17,820
Finance costs	For the year ended March 31,	
	2015	2014
Interest expense	1	4
Total	1	4
Other expenses	For the year ended March 31,	
	2015	2014
Travel expenses	1,732	1,466
Communication expenses	436	370
Sub-contractor charges	2,107	1,406
Computer consumables	441	325
Legal and professional charges	406	383
Power and fuel	275	255
Rent (Refer note 3.16)	625	537
Repairs to buildings	51	42
Repairs to machinery	35	28
Insurance	49	39
Rates and taxes	93	74
Other expenses	1,514	1,465
Total	7,764	6,390

*Refer note 3.1.1 (f)



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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
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(Rupees in millions, except share and per share data, unless otherwise stated)

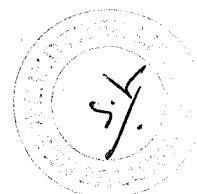
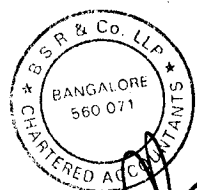
3.8 Contingent liabilities and commitments

- a) Estimated amount of contracts remaining to be executed on capital account and not provided for as at March 31, 2015 is Rs 508 (March 31, 2014: Rs 854).
- b) The Company has received an income tax assessment for the financial year 2008-09 wherein demand of Rs 24 has been raised against the Company on account of certain disallowances, adjustments made by the income tax department. A significant portion of this amount arises from the manner of adjustment of brought forward losses in arriving at the taxable profits of the Company and disallowance of portion of profit earned outside India from the STP and SEZ units.

Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Company has filed an appeal against the demands received.

The Company has received a favourable order from the Commissioner of Income tax (Appeals) for majority of grounds and considering the order passed, there will not be any demand on the Company. On the other grounds which are not favourable, the Company has filed an appeal before the Income Tax Appellate Tribunal ('ITAT').

- c) The Company has received income tax assessments for financial years 2006-07 and 2007-08 for the erstwhile subsidiary Mindtree Technologies Private Limited (MTPL) with demands amounting to Rs 11 and Rs 10 on account of certain disallowances/ adjustments made by income tax department. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Company has filed an appeal against the demand received. The Company has not deposited the amount of demand with the department.
- d) The Company has received income tax assessments under Section 143(3) of the Income-tax Act 1961 pertaining to erstwhile subsidiary Aztecsoft Limited for the financial years 2001-02, 2002-03, 2003-04, 2004-05, 2005-06, 2006-07, 2007-08 and 2008-09 wherein demand of Rs 198, Rs 49, Rs 61, Rs 28, Rs 58, Rs 119, Rs 214 and Rs 63 respectively has been raised against the Company. These demands have arisen mainly on account of transfer pricing adjustments made in the order. The Company has not accepted these orders and has been advised by its legal counsel/ advisors to prefer appeals before appellate authorities and accordingly the Company has filed appeals before the Commissioner of Income Tax (Appeals) and ITAT. The Company has deposited Rs 15 with the department against these demands. The department has adjusted pending refunds amounting to Rs 450 against these demands.



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2015

(Rupees in millions, except share and per share data, unless otherwise stated)

The Company received a favourable order from the Commissioner of Income Tax (Appeals) for the year 2001-02 where in the Commissioner of Income Tax (Appeals) accepted the Company's contentions and quashed the demand raised. The Income tax department appealed against the above mentioned order with ITAT. ITAT, in an earlier year passed an order setting aside both the orders of the Commissioner of Income Tax (Appeals) as well as the Assessing Officer and remanded the matter back to the Assessing Officer for re-assessment. The Company preferred an appeal with the Hon'ble High Court of Karnataka against the order of the ITAT. The Hon'ble High Court of Karnataka has dismissed the appeal filed against the order of ITAT and upheld the order passed by the ITAT and accordingly the case is pending before Assessing Officer for re-assessment. The Assistant Commissioner of Income tax has completed the reassessment & has issued a draft assessment order with a revised demand amounting to Rs 198 due to transfer pricing adjustments. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Company will file an appeal with Dispute Resolution Panel.

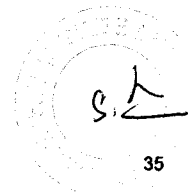
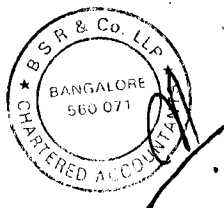
During the year, the Company has received the order from the Commissioner of Income Tax (Appeals) for the year 2004-05 and on the unfavorable grounds, the Company has a filed an appeal with ITAT, Bangalore.

The Company has appealed against the demands received for financial years 2002-03, 2003-04, 2004-05, 2005-06, 2006-07, 2007-08 and 2008-09. Based on favourable order received by the Company for the financial year 2001-02 from the Commissioner of Income Tax (Appeals) and an evaluation of the facts and circumstances, no provision has been made against the above orders in the financial statements.

- e) The Company received an assessment order for financial year 2006-07 for the erstwhile subsidiary Mindtree Wireless Private Limited from the Assistant Commissioner of Income-tax ('ACIT') with a demand amounting to Rs 39 on account of certain other disallowances/ transfer pricing adjustments made by income tax department. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Company has filed an appeal with Commissioner of Income Tax (Appeals) against the demand received.

The Company has received the order from the Commissioner of Income Tax (Appeals) wherein the Commissioner of Income Tax (Appeals) accepted the grounds in part and in respect of unfavorable grounds, the Company has filed an appeal before Income Tax Appellate Tribunal. The final order giving effect by the Assessing Officer is completed and the demand is reduced to Rs 33. The Company has deposited Rs 5 with the department against this demand.

- f) The Company has received a final assessment order for financial year 2009-10 from the Deputy Commissioner of Income Tax with a demand amounting to Rs 61 due to non-adjustment of brought forward losses and transfer pricing adjustments. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Company has filed an appeal with Commissioner of Income Tax (Appeals).



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
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3.9 Quantitative details

The Company is engaged in software development services. Such services are not capable of being expressed in any generic unit and hence, it is not possible to give the quantitative details required under paragraphs 5(viii)(c) of general instructions for preparation of the statement of profit and loss as per Schedule III to the Companies Act, 2013.

3.10 Value of imports on CIF basis

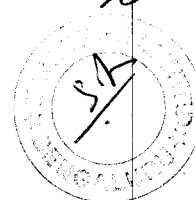
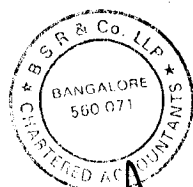
Particulars	For the year ended March 31,	
	2015	2014
Capital goods	339	292
Total	339	292

3.11 Expenditure in foreign currency

Particulars	For the year ended March 31,	
	2015	2014
Branch office expenses	15,822	11,203
Travel expenses	244	251
Professional charges	52	28
Others	363	288
Total	16,481	11,770

3.12 Earnings in foreign currency

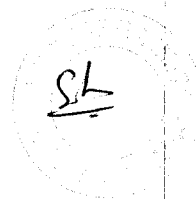
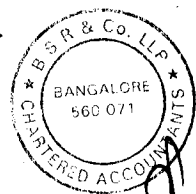
Particulars	For the year ended March 31,	
	2015	2014
Income from software development	34,452	29,484
Other income	31	5
Total	34,483	29,489



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2015
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3.13 During the year ended March 31, 2015, the Company has remitted in foreign currency dividend of Rs 29 (for the year ended March 31, 2014: Rs 21)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Number of shares held		
Final dividend 2012-13	-	1,124,402
Second interim dividend 2012-13	-	1,125,384
First interim dividend 2013-14	-	1,098,098
Second interim dividend 2013-14	-	1,121,908
Third interim dividend 2013-14	1,119,693	-
Final and special dividend 2013-14	2,150,288	-
First interim dividend 2014-15	1,870,871	-
Second interim dividend 2014-15	1,878,172	-
Number of shareholders		
Final dividend 2012-13	-	79
Second interim dividend 2012-13	-	78
First interim dividend 2013-14	-	50
Second interim dividend 2013-14	-	51
Third interim dividend 2013-14	53	-
Final and special dividend 2013-14	51	-
First interim dividend 2014-15	52	-
Second interim dividend 2014-15	56	-
Amount Remitted (in Rs)		
Final dividend 2012-13	-	5 million
Second interim dividend 2012-13	-	5 million
First interim dividend 2013-14	-	6 million
Second interim dividend 2013-14	-	5 million
Third interim dividend 2013-14	6 million	-
Final and special dividend 2013-14	10 million	-
First interim dividend 2014-15	6 million	-
Second interim dividend 2014-15	7 million	-



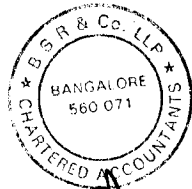
Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2015
(Rupees in millions, except share and per share data, unless otherwise stated)

3.14 Segmental reporting

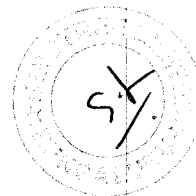
The Company is structured into five verticals – RCM, BFSI, HTMS, TH and Others. During the year, the Company has classified results of Media Services in HTMS. The results were previously classified with TH segment. Accordingly, as required by the accounting standards, comparatives have been restated and presented in line with the current segments. The Company considers business segment as the primary segment and geographical segment based on the location of customers as the secondary segment.

The accounting principles consistently used in the preparation of the financial statements are also consistently applied to record income and expenditure in individual segments.

Income and direct expenses in relation to segments are categorised based on items that are individually identifiable to that segment, while the remainder of costs are apportioned on an appropriate basis. Certain expenses are not specifically allocable to individual segments as the underlying services are used interchangeably. The Company therefore believes that it is not practical to provide segment disclosures relating to such expenses and accordingly such expenses are separately disclosed as unallocable and directly charged against total income.



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Mindtree Limited**Significant accounting policies and notes to the accounts (continued)****For the year ended March 31, 2015****(Rupees in millions, except share and per share data, unless otherwise stated)**

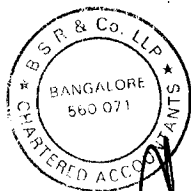
The assets of the Company are used interchangeably between segments, and the management believes that it is currently not practical to provide segment disclosures relating to total assets and liabilities since a meaningful segregation is not possible.

Business segments

Statement of profit and loss	For the year ended March 31,	
	2015	2014
Segment revenue		
RCM	7,720	6,528
BFSI	8,233	6,986
HTMS	11,641	9,806
TH	5,843	4,735
Others	2,037	2,261
Total	35,474	30,316
Segment operating income		
RCM	1,503	1,594
BFSI	912	450
HTMS	2,738	2,477
TH	1,136	697
Others	793	888
Total	7,082	6,106
Unallocable expenses	(1,035)	(809)
Profit for the year before interest, other income and tax	6,047	5,297
Interest expense	(1)	(4)
Other income	831	494
Net profit before taxes	6,877	5,787
Income taxes	(1,534)	(1,275)
Net profit after taxes	5,343	4,512

Geographical segments

Revenues	For the year ended March 31,	
	2015	2014
America	21,921	17,558
Europe	8,964	8,540
India	1,350	1,449
Rest of World	3,239	2,769
Total	35,474	30,316



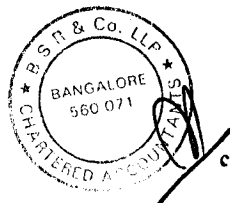
Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2015
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3.15 Related party transactions

Name of related party	Nature of relationship
Mindtree Software (Shanghai) Co., Ltd ('MSSCL'), Republic of China	Subsidiary
Discoverure Solutions L.L.C.	Subsidiary with effect from February 13, 2015.
Discoverure Solutions U.L.C.	Subsidiary with effect from February 13, 2015.
Discoverure Solutions Europe Limited	Subsidiary with effect from February 13, 2015.
Mindtree Foundation	Entity with common key managerial person
Janaagraha Centre for Citizenship & Democracy	Entity with common key managerial person
Coffee Day Global Limited Tanglin Developments Limited ('TDL')	These entities are part of Coffee Day Group which through various entities and its promoters holds 19.76% equity stake in Mindtree, and the group has a nominee on the Mindtree Board.

Transactions with the above related parties during the year were:

Name of related party	Nature of transaction	For the year ended March 31,	
		2015	2014
Mindtree Software (Shanghai) Co., Ltd	Software services received	19	-
Discoverure Solutions L.L.C.	Software services rendered	22	-
Mindtree Foundation	Donation paid	13	-
Janaagraha Centre for Citizenship & Democracy	Software services rendered	1	-
	Donation paid	4	3
Coffee Day Global Limited	Procurement of supplies	17	17



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2015

(Rupees in millions, except share and per share data, unless otherwise stated)

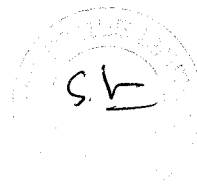
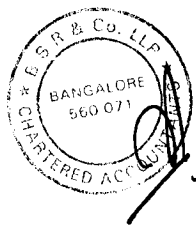
Tanglin Developments Limited	Leasing office buildings and land	321	399
	Advances/ deposits paid		
	- towards electricity deposit/ charges	9	3
	- towards lease rentals	-	486
	Advance/ deposits received back:		
	- towards electricity deposit/ charges	51	48
	- towards lease rentals	156	327
	Interest on advance towards electricity charges/ deposit		
	- amount recovered	7	-
	- amount accrued	4	22

Balances payable to related parties are as follows:

Name of related party	As at March 31, 2015	As at March 31, 2014
Mindtree Software (Shanghai) Co., Ltd	6	-

Balances receivable from related parties are as follows:

Name of related party	Nature of transactions	As at March 31, 2015	As at March 31, 2014
Discovery Solutions L.L.C.	Trade receivables	22	-
Tanglin Developments Limited	Rental Advance		
	- Current	94	126
	- Non-current	-	94
	Advance towards electricity charges		
	- Current	16	48
	- Non-current	-	16
	Security deposit (including electricity deposit) returnable on termination of lease	375	399



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2015
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Interest accrued on advance towards electricity charges	-	3
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Key Managerial Personnel:

Subroto Bagchi	Executive Chairman
Krishnakumar Natarajan	CEO and Managing Director
S. Janakiraman*	President, Chief Technology Officer and Executive Director
N.S. Parthasarathy	President, Chief Operating Officer and Executive Director
Rostow Ravanan**	Chief Financial Officer and Executive Director
Dr. Albert Hieronimus	Independent Director and Non-Executive Vice Chairman
Apurva Purohit	Independent Director
Prof. David B. Yoffie***	Independent Director
Manisha Girotra	Independent Director
Prof. Pankaj Chandra	Independent Director
Ramesh Ramanathan	Independent Director
V.G.Siddhartha	Non-Executive Director
Rajesh Srichand Narang****	Vice President - Legal and Company Secretary

*S Janakiraman resigned with effect from October 20, 2014.

**Rostow Ravanan has been designated as Head – Europe and has also taken over certain Key Accounts and Service Lines effective April 1, 2015 and Jagannathan Chakravarthi has been appointed as the Chief Financial Officer, effective April 1, 2015.

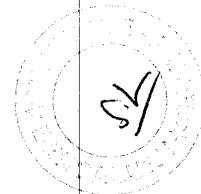
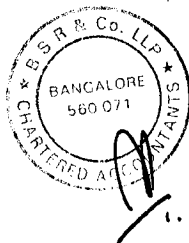
***Prof. David B. Yoffie resigned with effect from March 30, 2015.

**** Rajesh Srichand Narang resigned with effect from February 13, 2015.

The Board of Directors appointed Ms. Manisha Girotra as an Independent Director and Mr. Rostow Ravanan as an Executive Director, effective May 20, 2014.

Remuneration to key managerial personnel during the year ended March 31, 2015 amounts to Rs 224 (for the year ended March 31, 2014: Rs 151). Dividends paid to directors during the year ended March 31, 2015 amounts to Rs 173 (for the year ended March 31, 2014 amounts to Rs 134).

The above remuneration excludes gratuity and compensated absences which cannot be separately identified from the composite amount advised by the actuary.



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
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3.16 Lease transactions

Lease rental expense under non-cancellable operating lease during the year ended March 31, 2015 amounted to Rs 361 (for the year ended March 31, 2014: Rs 266). Future minimum lease payments under non-cancellable operating lease are as below:

Particulars	As at	As at
	March 31, 2015	March 31, 2014
Payable -- Not later than one year	390	267
Payable -- Later than one year and not later than five years	541	473
Payable -- later than five years	106	4

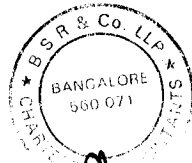
Additionally, the Company leases office facilities and residential facilities under cancellable operating leases. The rental expense under cancelable operating lease during the year ended March 31, 2015 was Rs 264 (for the year ended March 31, 2014: Rs 271).

3.17 Earnings per equity share

Reconciliation of number of equity shares used in the computation of basic and diluted earnings per share is set out below:

Particulars	For the year ended March 31, 2015		For the year ended March 31, 2014*	
	Basic EPS	Diluted EPS	Basic EPS	Diluted EPS
Weighted average number of equity shares outstanding during the year	83,619,436	83,619,436	83,177,516	83,177,516
Weighted average number of equity shares resulting from assumed exercise of employee stock options	-	379,280	-	539,177
Weighted average number of equity shares for calculation of earnings per share	83,619,436	83,998,716	83,177,516	83,716,693

*In accordance with Accounting Standard 20 on 'Earnings Per Share', basic and diluted earnings per share is adjusted for 1:1 bonus issue for previous year presented.



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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2015
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3.18 Auditor's remuneration

Particulars	For the year ended March 31,	
	2015	2014
Statutory audit	16	15
Certification	2	2
Total	18	17

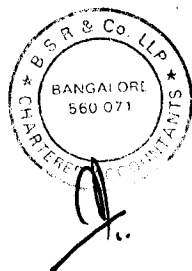
3.19 The Company has a development center at Gainesville, Florida, US. The state of Florida has offered various incentives targeted to the needs of the development center. The nature and the extent of the government grant is given below:

Nature of expenses	For the year ended March 31,	
	2015	2014
Reimbursement of rent	-	3
Grant towards workforce training	24	28
Total	24	31

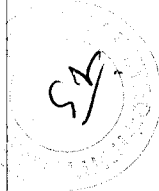
The Company had availed a non-monetary grant of USD 950,000 for renovation of project facility. This grant is subject to fulfillment of certain conditions such as creation of minimum employment with specified average salary and capital investment at the development center at Gainesville, Florida, US.

3.20 Dues to micro, small and medium enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2015 has been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier as at the balance sheet date.



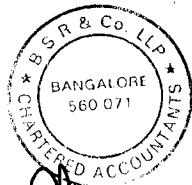
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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2015
(Rupees in millions, except share and per share data, unless otherwise stated)

Particulars	For the year ended	
	March 31, 2015	March 31, 2014
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of accounting year;	Nil	Nil
The amount of interest paid by the buyer under the Act along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil
the amount of interest due and payable for the year (where the principal has been paid but interest under the Act not paid);	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of accounting year; and	Nil	Nil
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	Nil	Nil

3.21 Total of expenditure incurred on Corporate Social Responsibility activities during the year ended March 31, 2015 is Rs 40.



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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the year ended March 31, 2015
(Rupees in millions, except share and per share data, unless otherwise stated)

3.22 The financial statements are presented in Rs in million. Those items which are required to be disclosed and which are not presented in the financial statement due to rounding off to the nearest Rs in million are given as follows:

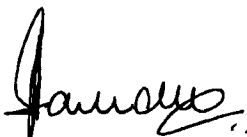
Balance Sheet items Particulars	Amount in Rs	
	As at March 31, 2015	As at March 31, 2014
Share application money pending allotment	-	27,235
Cash on hand	21,148	25,277
12,640 (previous year: 12,640) equity shares in Worldcast Technologies Private Limited	126,400	126,400

3.23 As of the balance sheet date, the Company's net foreign currency exposure that is not hedged by a derivative instrument or otherwise is Rs 6,319 (March 31, 2014: Rs 5,683).

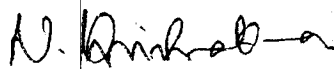
3.24 Corresponding figures for the previous year presented have been regrouped, where necessary, to conform to the current year's classification.

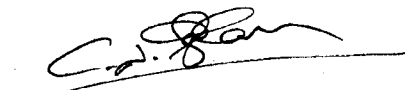
As per our report of even date attached
For BSR & Co. LLP
Chartered Accountants
 Firm Registration No.: 101248W/W-100022

For Mindtree Limited


Supreet Sachdev
Partner
 Membership No. : 205385

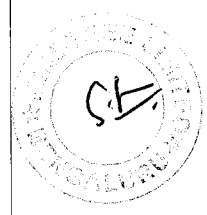

Subroto Bagchi
 Chairman


N. Krishnakumar
 CEO & Managing Director


Jagannathan Chakravarthi
 Chief Financial Officer

Place: Bangalore
 Date: April 16, 2015

Place: Bangalore
 Date: April 16, 2015



**Deloitte
Haskins & Sells**

Chartered Accountants
Deloitte Centre
Anchorage II
100/2 Richmond Road
Bengaluru - 560 025
India

Tel: + 91 (80) 66276000
Fax: + 91 (80) 66276013

**INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF DIRECTORS OF MINDTREE LIMITED****Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **MINDTREE LIMITED** ("the Company"), which comprise the Balance Sheet as at June 30, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the quarter ended June 30, 2015, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's management is responsible for the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standard (AS-25) on Interim Financial Reporting specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records; safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

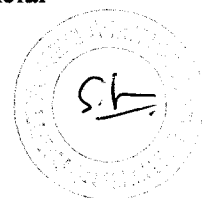
Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial

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**Deloitte
Haskins & Sells**

statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give a true and fair view in conformity with the AS-25 and accounting principles generally accepted in India, of the state of affairs of the Company as at June 30, 2015, and its profit and its cash flows for the quarter ended on that date.

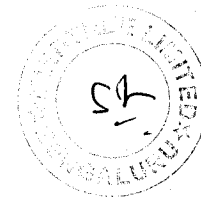
For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 008072S)



V. Balaji
Partner

(Membership No. 203685)

BENGALURU, July 16, 2015
VB/UB/VMS/CV/2015



Mindtree Limited
Balance sheet

	Note	As at June 30, 2015	Rs in million As at March 31, 2015
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3.1.1	838	837
Reserves and surplus	3.1.2	20,362	19,271
		<u>21,200</u>	<u>20,108</u>
Share application money pending allotment	3.1.1 (g)	-	4
Non-current liabilities			
Long-term borrowings	3.2.1	18	23
Other long-term liabilities	3.2.2	240	334
		<u>258</u>	<u>357</u>
Current liabilities			
Trade payables		303	503
Other current liabilities	3.3.1	2,985	3,443
Short-term provisions	3.3.2	1,565	2,046
		<u>4,853</u>	<u>5,992</u>
		<u>26,311</u>	<u>26,461</u>
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	3.4.1	4,397	4,507
Intangible assets	3.4.1	107	119
Capital work-in-progress		555	354
Non-current investments	3.4.2	1,163	1,113
Deferred tax assets (net)	3.4.3	480	449
Long-term loans and advances	3.4.4	1,621	1,639
Other non-current assets	3.4.5	17	17
		<u>8,340</u>	<u>8,198</u>
Current assets			
Current investments	3.5.1	4,017	5,343
Trade receivables	3.5.2	7,118	6,798
Cash and bank balances	3.5.3	4,105	3,669
Short-term loans and advances	3.5.4	1,337	1,448
Other current assets	3.5.5	1,394	1,005
		<u>17,971</u>	<u>18,263</u>
		<u>26,311</u>	<u>26,461</u>

Significant accounting policies and notes to the accounts 2&3


The notes referred to above form an integral part of the financial statements

As per our report of even date attached
For Deloitte Haskins & Sells
Chartered Accountants
Firm Registration Number: 008072S

V. Ni

V. Balaji
Partner
Membership Number: 203685

For Mindtree Limited

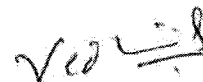
 N. Krishnakumar

Subroto Bagchi
Chairman

N. Krishnakumar
CEO & Managing Director



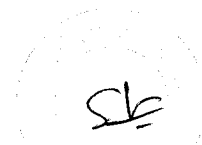
Jagannathan Chakravarthi
Chief Financial Officer



Vedavalli Sridharan
Company Secretary

Place: Bengaluru
Date: July 16, 2015

Place: Bengaluru
Date: July 16, 2015



Mindtree Limited
Statement of profit and loss

Particulars	Note	Rs in million, except share and per share data For the quarter ended	
		June 30, 2015	June 30, 2014
Revenue from operations		9,623	8,435
Other income	3.6	370	210
Total revenues		9,993	8,645
Expenses:			
Employee benefits expense	3.7	5,576	4,857
Finance costs	3.21	-	-
Depreciation and amortisation expense	3.4.1	318	228
Other expenses	3.7	2,346	1,893
Total expenses		8,240	6,978
Profit before tax		1,753	1,667
Tax expense:	3.4.3		
Current tax		414	390
Deferred tax		(31)	(17)
Profit for the period		1,370	1,294
Earnings per equity share	3.17		
Equity shares of par value Rs 10/- each			
Basic		16.36	15.51
Diluted		16.30	15.43
Weighted average number of equity shares used in computing earnings per share			
Basic		83,751,547	83,484,436
Diluted		84,044,023	83,896,530
Significant accounting policies and notes to the accounts	2&3		

The notes referred to above form an integral part of the financial statements

As per our report of even date attached
For Deloitte Haskins & Sells
Chartered Accountants
Firm Registration Number: 008072S

V. Balaji

V. Balaji
Partner
Membership Number: 203685

Subroto Bagchi

Subroto Bagchi
Chairman

Jagannathan Chakravarthi

Jagannathan Chakravarthi
Chief Financial Officer

For Mindtree Limited

N. Krishnaakumar

N. Krishnaakumar
CEO & Managing Director

Vedavalli Sridharan

Vedavalli Sridharan
Company Secretary

Place: Bengaluru
Date : July 16, 2015

Place: Bengaluru
Date : July 16, 2015



Mindtree Limited
Cash flow statement

	Rs in million	
	For the quarter ended June 30,	
	2015	2014
Cash flow from operating activities		
Profit before tax	1,753	1,667
Adjustments for :		
Depreciation and amortisation	318	228
Amortization of stock compensation cost	35	97
Interest/ dividend income	(104)	(44)
Profit on sale of fixed assets	(1)	-
Profit on sale of investments	(65)	(27)
Exchange difference on derivatives	8	(10)
Effect of exchange differences on translation of foreign currency cash and cash equivalents	(35)	(7)
Operating profit before working capital changes	1,909	1,904
Changes in trade receivables	(320)	(901)
Changes in loans and advances and other assets	(256)	117
Changes in liabilities and provisions	(710)	(196)
Net cash provided by operating activities before taxes	623	924
Income taxes paid	(291)	(254)
Net cash provided by operating activities	332	670
Cash flow from investing activities		
Purchase of fixed assets	(470)	(441)
Proceeds from sale of fixed assets	1	-
Purchase consideration	(20)	-
Interest/ dividend received from investments	51	33
Purchase of investments	(3,486)	(2,477)
Sale/ maturities of investments	4,827	2,453
Net cash provided by/ (used in) investing activities	903	(432)
Cash flow from financing activities		
Issue of share capital (net of issue expenses paid)	6	36
Interest paid on loans	(1)	(1)
Repayment of borrowings	(4)	(4)
Dividends paid (including distribution tax)	(835)	(243)
Net cash used in financing activities	(834)	(212)
Effect of exchange differences on translation of foreign currency cash and cash equivalents	35	7
Net increase in cash and cash equivalents	436	33
Cash and cash equivalents at the beginning of the period	3,669	1,175
Cash and cash equivalents at the end of the period (Refer note 3.5.3)	4,105	1,208

The notes referred to above form an integral part of the financial statements

As per our report of even date attached
For Deloitte Haskins & Sells
Chartered Accountants
Firm Registration Number: 008072S

For Mindtree Limited

V. Balaji

V. Balaji
Partner
Membership Number: 203685

Subroto Bagchi
Chairman

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N. Krishnakumar
CEO & Managing Director

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Chief Financial Officer

Jagannathan Chakravarthi
Chief Financial Officer

Vedavalli Sridharan
Company Secretary

Vedavalli Sridharan
Company Secretary

Place: Bengaluru
Date : July 16, 2015

Place: Bengaluru
Date : July 16, 2015

Mindtree Limited

Significant accounting policies and notes to the accounts

For the quarter ended June 30, 2015

(Rupees in millions, except share and per share data, unless otherwise stated).

1. Background

Mindtree Limited ('Mindtree' or 'the Company') is an international Information Technology consulting and implementation company that delivers business solutions through global software development. The Company is structured into five verticals – Retail, CPG and Manufacturing (RCM), Banking, Financial Services and Insurance (BFSI), Hitech and Media Services (HTMS), Travel and Hospitality (TH) and Others. The Company offers services in the areas of agile, analytics and information management, application development and maintenance, business process management, business technology consulting, cloud, digital business's, independent testing, infrastructure management services, mobility, product engineering and SAP services.

The Company is head quartered in Bengaluru and has offices in India, United States of America, United Kingdom, Japan, Singapore, Malaysia, Australia, Germany, Switzerland, Sweden, UAE, Netherlands, Canada, Belgium, France, Ireland and Republic of China.

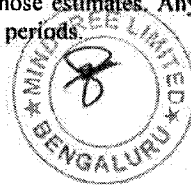
2. Significant accounting policies

2.1 Basis of preparation of financial statements

These financial statements are prepared and presented in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified and applicable) and guidelines issued by the Securities and Exchange Board of India (SEBI).

2.2 Use of estimates

The preparation of financial statements in conformity with the generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent liabilities as of the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in future periods.



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the quarter ended June 30, 2015

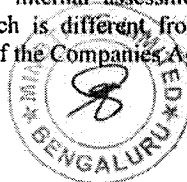
(Rupees in millions, except share and per share data, unless otherwise stated)

2.3 Fixed assets and depreciation

- 2.3.1 Fixed assets are carried at cost of acquisition (including directly attributable costs such as freight, installation, etc.) or construction less accumulated depreciation. Borrowing costs directly attributable to acquisition or construction of those fixed assets, which necessarily take a substantial period of time to get ready for their intended use, are capitalised.
- 2.3.2 Acquired intangible assets are capitalised at the acquisition price. Internally generated intangible assets are recorded at cost that can be measured reliably during the development phase and when it is probable that future economic benefits that are attributable to the assets will flow to the Company.
- 2.3.3 Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalised at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.
- 2.3.4 Advances paid towards the acquisition of fixed assets, outstanding at each balance sheet date are shown under capital advances. The cost of the fixed asset not ready for its intended use on such date, is disclosed under capital work-in-progress.
- 2.3.5 Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by the Company. Depreciation for assets purchased/ sold during a period is proportionately charged. Intangible assets are amortised over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use. The Company estimates the useful lives for fixed assets as follows:

Asset classification	Useful life
Buildings	5-30 years
Computer systems	2-3 years
Computer software	2 years
Test equipment	3 years
Furniture and fixtures	5 years
Electrical installations	3 years
Office equipment	4 years
Motor vehicles	4 years
Plant and machinery	4 years
Intellectual property	5 years

The Company believes that the useful lives as given above best represent the useful lives of these assets based on internal assessment and supported by technical advice where necessary which is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the quarter ended June 30, 2015

(Rupees in millions, except share and per share data, unless otherwise stated)

2.3.6 The cost of leasehold land is amortised over the period of the lease. Leasehold improvements and assets acquired on finance lease are amortised over the lease term or useful life, whichever is lower.

2.4 Investments

2.4.1 Non-current investments are carried at cost less any other-than-temporary diminution in value, determined on the specific identification basis.

2.4.2 Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is carried out separately in respect of each investment.

2.4.3 Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment, determined individually for each investment.

2.5 Cash and cash equivalents

Cash and cash equivalents comprise of cash-in-hand and balance in bank in current accounts and deposit accounts.

2.6 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

2.7 Employee benefits

2.7.1 Gratuity is a defined benefit scheme and is accrued based on actuarial valuations at the balance sheet date, carried out by an independent actuary. The Company has an employees' gratuity fund managed by ICICI Prudential Life Insurance Company, SBI Life Insurance Company and Life Insurance Corporation of India. Actuarial gains and losses are charged to the statement of profit and loss.

2.7.2 Compensated absences are a long-term employee benefit and is accrued based on actuarial valuations at the balance sheet date, carried out by an independent actuary. The Company accrues for the expected cost of short-term compensated absences in the period in which the employee renders services.

2.7.3 Contributions payable to the recognised provident fund, which is a defined contribution scheme, are charged to the statement of profit and loss in the period in which the employee renders services.



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the quarter ended June 30, 2015

(Rupees in millions, except share and per share data, unless otherwise stated)

2.8 Revenue recognition

2.8.1 The Company derives its revenues primarily from software services. Revenue from software development on time-and-material basis is recognised as the related services are rendered. Revenue from fixed price contracts is recognised using the proportionate completion method, which is determined by relating the actual project cost of work performed to date to the estimated total project cost for each contract. Unbilled revenue represents cost and earnings in excess of billings while unearned revenue represents the billing in excess of cost and earnings. Provision for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable based on the current contract estimates.

Maintenance revenue is recognised ratably over the period of the maintenance contract.

2.8.2 Provision for discounts is recognised on an accrual basis in accordance with contractual terms of agreements with customers. Revenues are stated net of discount.

2.8.3 Dividend income is recognised when the right to receive payment is established.

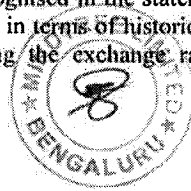
2.8.4 Interest income is recognised using the time proportion method, based on the transactional interest rates.

2.9 Foreign exchange transactions

2.9.1 The Company is exposed to foreign currency transactions including foreign currency revenues, receivables and borrowings. With a view to minimize the volatility arising from fluctuations in currency rates, the Company enters into foreign exchange forward contracts and other derivative instruments.

2.9.2 Foreign exchange transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the period are recognised in the statement of profit and loss for the period.

2.9.3 Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date; the resultant exchange differences are recognised in the statement of profit and loss. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the quarter ended June 30, 2015

(Rupees in millions, except share and per share data, unless otherwise stated)

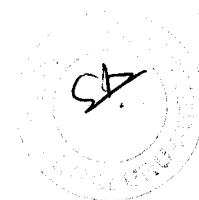
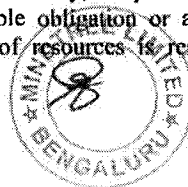
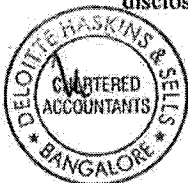
- 2.9.4 In respect of integral operations, monetary assets and liabilities are translated at the exchange rate prevailing at the date of the balance sheet. Non-monetary items are translated at the historical rate. The items in the statement of profit and loss are translated at the rates prevailing on the dates of the respective transactions. The differences arising out of the translation are recognised in the statement of profit and loss.
- 2.9.5 Forward exchange contracts and other similar instruments that are not in respect of forecasted transactions are accounted for using the guidance in Accounting Standard ('AS') 11, 'The effects of changes in foreign exchange rates'. For such forward exchange contracts and other similar instruments covered by AS 11, based on the nature and purpose of the contract, either the contracts are recorded based on the forward rate/ fair value at the reporting date, or based on the spot exchange rate on the reporting date. For contracts recorded at the spot exchange rates, the premium or discount at the inception is amortized as income or expense over the life of the contract.
- 2.9.6 For forward exchange contracts and other derivatives that are not covered by AS 11 and that relate to a firm commitment or highly probable forecasted transactions, the Company has adopted Accounting Standard ('AS') 30, 'Financial Instruments: Recognition and Measurement' to the extent that the adoption did not conflict with existing accounting standards and other authoritative pronouncements of the Company Law and other regulatory requirements. In accordance with AS 30, such derivative financial instruments, which qualify for cash flow hedge accounting and where the Company has met all the conditions of cash flow hedge accounting, are fair valued at balance sheet date and the resultant exchange loss/ gain is debited/ credited to the hedge reserve until the transaction is completed. Other derivative instruments are recorded at fair value at the reporting date and the resultant exchange loss/ gain is debited/ credited to statement of profit and loss.

2.10 Warranties

Warranty costs (i.e. post contract support services) are estimated by the management on the basis of technical evaluation and past experience. Provision is made for estimated liability in respect of warranty costs in the period of recognition of revenue.

2.11 Provision and contingent liabilities

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the quarter ended June 30, 2015

(Rupees in millions, except share and per share data, unless otherwise stated)

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

2.12 Taxation

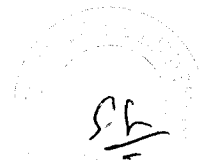
The current income tax charge is determined in accordance with the relevant tax regulations applicable to the Company. Deferred tax charge or credit are recognised for the future tax consequences attributable to timing difference that result between the profit offered for income taxes and the profit as per the financial statements. Deferred tax in respect of timing difference which originate during the tax holiday period but reverse after the tax holiday period is recognised in the period in which the timing difference originate. For this purpose the timing differences which originate first are considered to reverse first. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, when there is a brought forward loss or unabsorbed depreciation under taxation laws, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence of realisation of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably/ virtually certain to be realised.

Minimum alternate tax ('MAT') paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognised as an asset in the balance sheet if there is a convincing evidence that the Company will pay normal tax after the tax holiday period and the resultant assets can be measured reliably. MAT credit entitlement can be carried forward and utilized for a period of ten years from the period in which such credit is availed.

The Company offsets, on a year on year basis, the current tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

2.13 Earnings per share

In determining earnings per share, the Company considers the net profit after tax and includes the post-tax effect of any extra-ordinary item. The number of equity shares used in computing basic earnings per share is the weighted average number of equity shares outstanding during the period. The number of equity shares used in computing diluted earnings per share comprises weighted average number of equity shares considered for deriving basic earnings per share and also weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.



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2.14 Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset (including goodwill) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined, if no impairment loss had been recognised. In respect of goodwill, impairment loss will be reversed only when it is caused by specific external events and their effects have been reversed by subsequent external events.

2.15 Employee stock based compensation

The Company measures the compensation cost relating to stock options, restricted shares and phantom stock options using the intrinsic value method. The compensation cost is amortised over the vesting/ service period.

2.16 Government grants

Grants from the government are recognised when there is reasonable assurance that:

- (i) the Company will comply with the conditions attached to them; and
- (ii) the grant will be received.

Government grants related to revenue are recognised on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate. Such grants are deducted in reporting the related expense. Where the Company receives non-monetary grants, the asset is accounted for on the basis of its acquisition cost. In case a non-monetary asset is given free of cost it is recognised at a nominal value.



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
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3. Notes to the accounts

3.1 Shareholders' funds

3.1.1 Share capital

a)

Particulars	As at	
	June 30, 2015	March 31, 2015
Authorised		
800,000,000 (March 31, 2015: 800,000,000) equity shares of Rs 10/- each	8,000	8,000
Issued, subscribed and paid-up capital		
83,771,202 (March 31, 2015: 83,732,372) equity shares of Rs 10/- each fully paid	838	837
Total	838	837

b) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting period is as given below:

Particulars	As at		As at	
	June 30, 2015		March 31, 2015	
	No of shares	Rs	No of shares	Rs
Number of shares outstanding at the beginning of the period	83,732,372	837	41,689,731	417
Add: Shares issued on exercise of employee stock options and restricted shares	38,830	1	276,980	2
Add: Bonus shares issued *	-	-	41,765,661	418
Number of shares outstanding at the end of the period	83,771,202	838	83,732,372	837

*Refer note 3.1.1 (e).

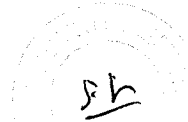
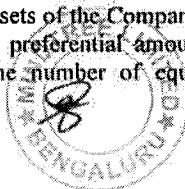
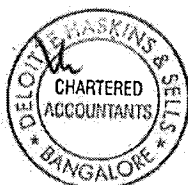
c) The Company has only one class of shares referred to as equity shares having a par value of Rs 10 each.

Each holder of the equity share, as reflected in the records of the Company as of the date of the shareholder meeting, is entitled to one vote in respect of each share held for all matters submitted to vote in the shareholder meeting.

The Company declares and pays dividends in Indian rupees and foreign currency. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting.

The Board of Directors at its meeting held on July 16, 2015 have recommended an interim dividend of 30% (Rs 3 per equity share of par value Rs 10/- each) for the quarter ended June 30, 2015.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.



Mindtree Limited

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- d) Equity shareholder holding more than 5 percent of equity shares along with the number of equity shares held at the beginning and at the end of the period is as given below:

Sr. No.	Name of the shareholder	As at June 30, 2015		As at March 31, 2015	
		Number of shares	%	Number of shares	%
1	Coffee Day Enterprises Limited	8,730,884	10.4%	8,730,884	10.4%
2	Nalanda India Fund Limited	7,898,178	9.4%	7,898,178	9.4%
3	Coffee Day Trading Limited	5,297,122	6.3%	5,297,122	6.3%

- e) In the period of five years immediately preceding June 30, 2015:
- The Company has allotted 41,765,661 fully paid up equity shares during the quarter ended June 30, 2014 pursuant to 1:1 bonus share issue approved by shareholders. Consequently, options/ units granted under the various employee share based plans are adjusted for bonus share issue.
 - The Company has not bought back any equity shares.
 - The Company has not allotted any equity shares as fully paid up without payment being received in cash.

f) Employee stock based compensation

The Company instituted the Employees Stock Option Plan ('ESOP') in fiscal 2000, which was approved by the Board of Directors ('the Board'). The Company currently administers seven stock option programs, a restricted stock purchase plan and a phantom stock option plan.

Program 1 [ESOP 1999]

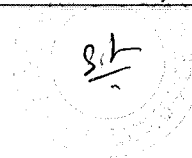
This plan was terminated on September 30, 2001 and there are no options outstanding as at the reporting date.

Program 2 [ESOP 2001]

Options under this program have been granted to employees at an exercise price of Rs 50 per option (Rs 25 per option post bonus issue). All stock options have a four-year vesting term and vest and become fully exercisable at the rate of 15%, 20%, 30% and 35% at the end of 1, 2, 3 and 4 years respectively from the date of grant. Each option is entitled to 1 equity share of Rs 10 each. This program extends to employees who have joined on or after October 1, 2001 or have been issued employment offer letters on or after August 8, 2001 or options granted to existing employees with grant date on or after October 1, 2001. This plan was terminated on April 30, 2006. The contractual life of each option is 11 years after the date of grant.

Particulars	Quarter ended June 30,	
	2015	2014
Outstanding options, beginning of the period	23,072	54,777*
Granted during the period	-	-
Exercised during the period	2,216	6,177
Lapsed during the period	904	1,504
Forfeited during the period	-	-
Outstanding options, end of the period	19,952	47,096
Options vested and exercisable, end of the period	19,952	47,096

*Adjusted for bonus issue. Refer note 3.1.1 (e)



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Significant accounting policies and notes to the accounts (continued)

For the quarter ended June 30, 2015

(Rupees in millions, except share and per share data, unless otherwise stated)

Program 3 [ESOP 2006 (a)]

This plan was terminated on October 25, 2006 and there are no options outstanding as at the reporting dates.

Program 4 [ESOP 2006 (b)]

Options under this program are granted to employees at an exercise price periodically determined by the Nomination and Remuneration Committee. All stock options have a four-year vesting term and vest and become fully exercisable at the rate of 15%, 20%, 30% and 35% at the end of 1, 2, 3 and 4 years respectively from the date of grant. Each option is entitled to 1 equity share of Rs 10 each. This program extends to employees to whom the options are granted on or after October 25, 2006. The contractual life of each option is 5 years after the date of grant.

Particulars	Quarter ended June 30,	
	2015	2014
Outstanding options, beginning of the period	74,000	213,750*
Granted during the period	-	-
Exercised during the period	35,650	33,000
Lapsed during the period	-	-
Forfeited during the period	-	47,750
Outstanding options, end of the period	38,350	133,000
Options vested and exercisable, end of the period	38,350	112,350

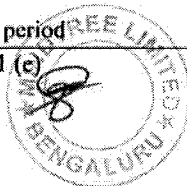
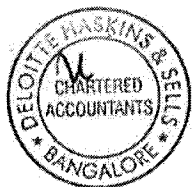
*Adjusted for bonus issue. Refer note 3.1.1 (e)

Program 5 [ESOP 2008A]

Options under this program are granted to employees of erstwhile Aztecsoft Limited as per swap ratio of 2:11 as specified in the merger scheme. Each option is entitled to 1 equity share of Rs 10 each.

Particulars	Quarter ended June 30,	
	2015	2014
Outstanding options, beginning of the period	83,076	168,295*
Granted during the period	-	-
Exercised during the period	964	1,753
Lapsed during the period	-	-
Forfeited during the period	-	-
Outstanding options, end of the period	82,112	166,542
Options vested and exercisable, end of the period	82,112	166,542

*Adjusted for bonus issue. Refer note 3.1.1 (e)



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Significant accounting policies and notes to the accounts (continued)

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Directors' Stock Option Plan, 2006 ('DSOP 2006')

Options under this program have been granted to independent directors at an exercise price periodically determined by the Nomination and Remuneration Committee. All stock options vest and become fully exercisable equally over three year vesting term at the end of 1, 2 and 3 years respectively from the date of the grant. Each option is entitled to 1 equity share of Rs 10 each. The contractual life of each option is 4 years after the date of the grant.

Particulars	Quarter ended June 30,	
	2015	2014
Outstanding options, beginning of the period	40,000	75,000*
Granted during the period	-	-
Exercised during the period	-	35,000
Lapsed during the period	-	-
Forfeited during the period	-	-
Outstanding options, end of the period	40,000	40,000
Options vested and exercisable, end of the period	40,000	26,667

*Adjusted for bonus issue. Refer note 3.1.1 (e)

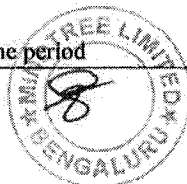
Program 7 [ESOP 2010A]

In-principle approvals for administering the seventh stock option program i.e. ESOP 2010 (A) has been received by the Company from the BSE and NSE for 1,135,000 equity shares of Rs 10 each. No options have been granted under the program as at June 30, 2015.

Employee Restricted Stock Purchase Plan 2012 ('ERSP 2012')

ERSP 2012 was instituted with effect from July 16, 2012 to issue equity shares of nominal value of Rs 10 each. Shares under this program are granted to employees at an exercise price of not less than Rs 10 per equity share or such higher price as determined by the Nomination and Remuneration Committee. Shares shall vest over such term as determined by the Nomination and Remuneration Committee not exceeding ten years from the date of the grant. All shares will have a minimum lock in period of one year from the date of allotment.

Particulars	Quarter ended June 30,	
	2015	2014
Outstanding shares, beginning of the period	-	-
Granted during the period	-	33,830
Exercised during the period	-	24,368
Lapsed during the period	-	-
Forfeited during the period	-	-
Outstanding shares, end of the period	-	9,462
Shares vested and exercisable, end of the period	-	9,462



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The Company has also granted phantom stock options and letter of intent to issue shares under ERSP 2012 plan to certain employees which is subject to certain vesting conditions. Details of the grant/issue as at June 30, 2015 are given below:

Particulars	Phantom stock options plan*	ERSP 2012 plan*
Total no. of units/ shares	765,000	230,000
Vested units/ shares	100,980	28,248
Lapsed units/ shares	31,332	8,306
Forfeited units/ shares	-	33,000
Cancelled units/ shares	497,250	-
Outstanding units/ shares as at the end of the period	135,438	160,446
Contractual life	2 years	4 years
Date of grant	18-Jul-13	18-Jul-13**
Price per share/ unit	Grant price of Rs 455	Exercise price of Rs 10**

*Adjusted for bonus issue. Refer note 3.1.1 (e).

**Based on Letter of Intent

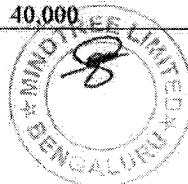
The following table summarizes information about the weighted average exercise price of options/ shares exercised under various programs:

Particulars	Amount in Rs	
	Quarter ended June 30,	
	2015	2014*
Program 2	25.00	50.00
Program 4	270.52	481.64
Program 5	239.25	179.58
DSOP 2006	-	560.00
ERSP 2012	-	10.00

*The options were exercised before the issue of bonus shares and accordingly the exercise price is not adjusted for bonus issue.

The following tables summarize information about the options/ shares outstanding under various programs as at June 30, 2015 and March 31, 2015 respectively:

Particulars	As at June 30, 2015		
	Number of options/ shares	Weighted average remaining contractual life (in years)	Weighted average exercise price (in Rs)
Program 2	19,952	0.97	25.00
Program 4	38,350	0.16	260.00
Program 5	82,112	2.08	214.89
DSOP 2006	40,000	0.85	278.00



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Significant accounting policies and notes to the accounts (continued)
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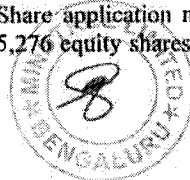
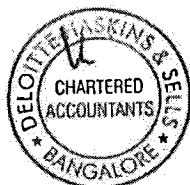
Particulars	As at March 31, 2015		
	Number of options/shares	Weighted average remaining contractual life (in years)	Weighted average exercise price (in Rs)
Program 2	23,072	0.70	25.00
Program 4	74,000	0.32	265.07
Program 5	83,076	2.32	215.18
DSOP 2006	40,000	1.10	278.00

The Company has recorded compensation cost for all grants using the intrinsic value-based method of accounting, in line with prescribed SEBI guidelines.

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

Particulars	Quarter ended June 30,	
	2015	2014
Net profit as reported	1,370	1,294
Add: Stock-based employee compensation expense (intrinsic value method)	34	97
Less: Stock-based employee compensation expense (fair value method)	(34)	(84)
Pro forma net profit	1,370	1,307
Basic earnings per share as reported	16.36	15.51
Pro forma basic earnings per share	16.36	15.66
Diluted earnings per share as reported	16.30	15.43
Pro forma diluted earnings per share	16.30	15.59

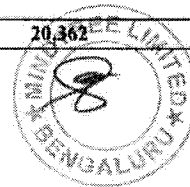
- g) As at March 31, 2015, the Company had received Rs 4 towards allotment of 15,000 equity shares and 276 equity shares at exercise prices of Rs 285 each and Rs 25 each respectively and it was shown under Share application money pending allotment. The Company made the allotment for the 15,276 equity shares during the quarter ended June 30, 2015.



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3.1.2 Reserves and surplus

Particulars	As at	
	June 30, 2015	March 31, 2015
Capital reserve		
Opening balance	87	87
	87	87
Securities premium reserve		
Opening balance	1,898	2,208
Additions during the period	10	108
Less: Amount utilised for bonus shares	-	(418)
	1,908	1,898
General reserve		
Opening balance	1,542	1,542
Add: Transfer from statement of profit and loss	-	-
	1,542	1,542
Share option outstanding account		
Opening balance	78	68
Additions during the period	13	10
	91	78
Hedge reserve		
Opening balance	-	49
Movement during the period	-	(49)
	-	-
Surplus (Balance in the statement of profit and loss)		
Opening balance	15,666	12,038
Add: Amount transferred from statement of profit and loss	1,370	5,343
Amount available for appropriations	17,036	17,381
Appropriations:		
Interim dividend	(251)	(586)
Final dividend	-	(838)
Dividend distribution tax	(51)	(291)
	16,734	15,666
Total	20,362	19,271



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Significant accounting policies and notes to the accounts (continued)
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3.2 Non-current liabilities

3.2.1 Long-term borrowings

Particulars	As at June 30, 2015	As at March 31, 2015
<i>(Unsecured)</i>		
Other loans and advances	18	23
Total	18	23

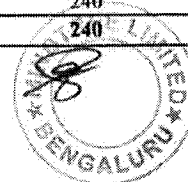
Long-term borrowings represent the amount received from Council for Scientific and Industrial Research (CSIR) to develop a project under "Development of Intelligent Video Surveillance Server (IVSS) system".

The loan is an unsecured loan carrying a simple interest of 3% p.a on the outstanding amount of loan. Repayment of loan is in 10 equal annual installments from June 2011. Any delay in repayment entails a liability of 12% p.a. compounded monthly for the period of delay.

There is no continuing default in the repayment of the principal loan and interest amounts.

3.2.2 Other long-term liabilities

Particulars	As at June 30, 2015	As at March 31, 2015
Other long-term liabilities	240	334
Total	240	334



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Significant accounting policies and notes to the accounts (continued)
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3.3 Current liabilities

3.3.1 Other current liabilities

Particulars	As at	As at
	June 30, 2015	March 31, 2015
Current maturities of long-term debt*	5	5
Interest accrued but not due on borrowings	-	1
Unearned income	199	225
Unpaid dividends	8	5
Creditors for capital goods	96	218
Advances from customers	28	27
Dividend distribution tax payable	172	-
Employee related liabilities	862	1,462
Book overdraft	4	155
Other liabilities**	1,611	1,345
Total	2,985	3,443

*The details of interest rates, repayment and other terms are disclosed under note 3.2.1.

**Includes derivative liability of Rs 3 (As at March 31, 2015: Rs 3).

As at June 30, 2015, the Company has outstanding forward contracts amounting to USD 30.5 million (As at March 31, 2015: USD 32 million), GBP 2.5 million (As at March 31, 2015: GBP 2.25 million) and Euro 4 million (As at March 31, 2015: Euro 4.5 million). These derivative instruments have been entered to hedge highly probable forecasted sales.

The above derivative instruments have been fair valued at the balance sheet date and resultant exchange loss of Rs 8 for the quarter ended June 30, 2015 (for the quarter ended June 30, 2014: exchange gain of Rs 10) has been recorded in the statement of profit and loss.

3.3.2 Short-term provisions

Particulars	As at	As at
	June 30, 2015	March 31, 2015
Provision for employee benefits		
- Gratuity	-	18
- Compensated absences	386	352
Provision for taxes, net of advance tax and tax deducted at source	368	227
Provision for discount	432	367
Dividend payable	251	837
Dividend distribution tax payable	51	172
Provision for foreseeable losses on contracts	-	-
Provision for post contract support services	6	5
Provision for disputed dues*	71	68
Total	1,565	2,046

*Represents disputed tax dues provided pursuant to unfavourable order received from the tax authorities against which the Company has preferred an appeal with the relevant authority. In respect of the provisions of AS 29, the disclosures required have not been provided in accordance with paragraph 72 of AS 29.

The following table sets out the status of the gratuity plan as required under AS 15-



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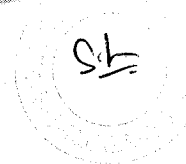
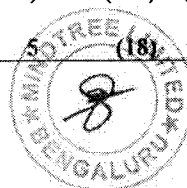
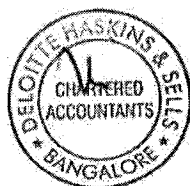
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Employee Benefits.

Particulars	As at	
	June 30, 2015	March 31, 2015
Change in projected benefit obligations		
Obligations at the beginning of the period	413	365
Service cost	24	81
Interest cost	8	29
Benefits settled	(14)	(55)
Actuarial (gain)/ loss	(40)	(7)
Obligations at end of the period	391	413
Change in plan assets		
Plan assets at the beginning of the period, at fair value	395	363
Expected return on plan assets	9	29
Actuarial gain/ (loss)	6	5
Contributions	-	53
Benefits settled	(14)	(55)
Plan assets at the end of the period, at fair value	396	395

Reconciliation of the present value of the obligation and the fair value of the plan assets

Particulars	As at June 30,		As at March 31,		
	2015	2015	2014	2013	2012
Fair value of plan assets at the end of the period	396	395	363	313	275
Present value of defined obligations at the end of the period	(391)	(413)	(365)	(324)	(276)
Asset/ (liability) recognised in the balance sheet		(18)	(2)	(11)	(1)



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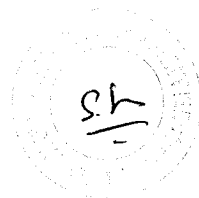
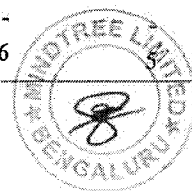
Particulars	For the quarter ended June 30,	
	2015	2014
Gratuity cost		
Service cost	20	21
Interest cost	7	7
Expected return on plan assets	(9)	(7)
Actuarial (gain)/loss	(41)	(29)
Net gratuity cost	(23)	(8)
Actual return on plan assets	15	13
Assumptions		
Interest rate	8.10%	8.70%
Expected rate of return on plan assets	7.50%	8.00%
Salary increase	5.00%	6.00%
Attrition rate	14.23%	14.23%
Retirement age	60	60

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

The disclosure of provisions movement as required under the provisions of AS 29 is as follows:-

Provision for post contract support services

Particulars	For the quarter ended		For the year ended
	2015	June 30, 2014	March 31, 2015
Balance at the beginning of the period	5	4	4
Provisions made during the period	1	1	2
Utilisations during the period	-	-	-
Released during the period	-	-	(1)
Provision at the end of the period	6		5

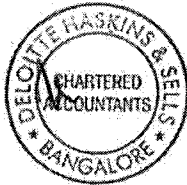


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Provision for discount

Particulars	For the quarter ended June 30,		For the year ended March 31,
	2015	2014	2015
Balance at the beginning of the period	367	270	270
Provisions made during the period	106	101	433
Utilisations during the period	(39)	(7)	(328)
Released during the period	(2)	-	(8)
Provision at the end of the period	432	364	367
Current	432	316	367
Non-current	-	48	-

The current provisions are expected to be utilized over a period of one year and the non-current provisions are expected to be utilized over a period of two to three years.

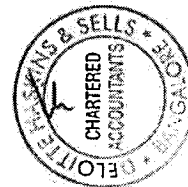


Mindtree Limited
 Significant accounting policies and notes to the accounts
 For the quarter ended June 30, 2015
 (Rupees in millions, except share and per share data, unless otherwise stated).

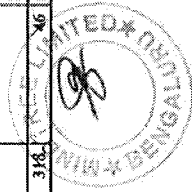
3.4 Non-current assets

3.4.1 Fixed assets

Assets	Gross block				Accumulated depreciation			Net book value	
	As at April 1, 2015	Additions during the period	Deletions during the period	As at June 30, 2015	As at April 1, 2015	For the period	Deletions during the period	As at June 30, 2015	As at June 30, 2015
Tangible assets									
Leasehold land	425	-	-	425	95	3	-	98	327
Buildings	3,621	5	-	3,626	1,105	54	-	1,159	2,467
Leasehold improvements	1,016	-	-	1,016	554	35	-	589	427
Computer systems	2,037	115	24	2,128	1,400	128	24	1,504	624
Test equipment	217	-	-	217	217	-	-	217	-
Furniture and fixtures	257	32	6	283	166	6	6	166	117
Electrical installations	521	-	1	520	319	26	1	344	176
Office equipment	731	16	11	736	492	24	11	505	231
Motor vehicles	28	-	-	28	5	2	-	7	21
Plant and machinery	8	-	-	8	1	-	-	1	7
Total (A)	8,861	168	42	8,987	4,354	278	42	4,590	4,397
Intangible assets									
Intellectual property	67	-	-	67	65	2	-	67	-
Computer Software	921	28	4	945	804	38	4	838	107
Total (B)	988	28	4	1,012	869	40	4	905	107
Total (A+B)	9,849	196	46	9,999	5,223	318	46	5,495	4,504



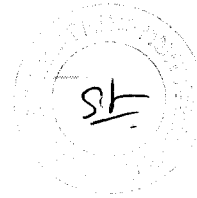
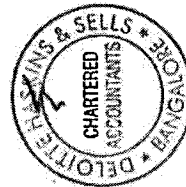
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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the quarter ended June 30, 2015
(Rupees in millions, except share and per share data, unless otherwise stated)

3.4.1 Fixed Assets (continued)

Assets	Gross block		Accumulated depreciation		Net book value				
	As at April 1, 2014	Additions during the year	Deletions during the year	As at March 31, 2015	As at April 1, 2014	For the year	Deletions during the year	As at March 31, 2015	As at March 31, 2015
Tangible assets	425	-	-	425	83	12	-	95	330
Leasehold land	2,694	928	1	3,621	957	149	1	1,105	2,516
Buildings	819	197	-	1,016	428	126	-	554	462
Leasehold improvements	1,570	569	102	2,037	1,085	416	101	1,400	637
Computer systems	218	-	1	217	217	1	1	217	-
Test equipment	191	71	5	257	157	14	5	166	91
Furniture and fixtures	360	167	6	521	256	69	6	319	202
Electrical installations	600	155	24	731	436	80	24	492	239
Office equipment	2	27	1	28	1	5	1	5	23
Motor vehicles	8	-	-	8	1	-	-	1	7
Plant and machinery	6,887	2,114	140	8,861	3,621	872	139	4,354	4,507
Total (A)	67	-	-	67	52	13	-	65	2
Intangible assets	892	94	65	921	737	132	65	804	117
Intellectual property	959	94	65	988	789	145	65	869	119
Computer Software	7,846	2,208	205	9,849	4,410	204	204	5,223	4,626
Total (A+B)									



Mindtree Limited
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3.4.2 Non-current investments

Particulars	As at	As at
	June 30, 2015	March 31, 2015
Investment in non-convertible bonds	50	-
Trade investments (unquoted)		
- Investment in equity instruments	16	16
- Investment in preference shares	7	7
- Investment in Limited Liability Company	1,091	1,091
Less: Provision for diminution in value of investments	(1)	(1)
Total	1,163	1,113
Aggregate amount of quoted investments	50	-
Aggregate market value of quoted investments	50	-
Aggregate amount of unquoted investments	1,114	1,114

Details of investment in equity instruments are as given below:

Particulars	As at	As at
	June 30, 2015	March 31, 2015
2,400 (previous year: 2,400) equity shares in Career Community.com Limited	1	1
12,640 (previous year: 12,640) equity shares in Worldcast Technologies Private Limited	-	-
950,000 (previous year: 950,000) equity shares of Re.1 each in NuvePro Technologies Private Limited	1	1
Investment in wholly owned subsidiary - Mindtree Software (Shanghai) Co., Ltd ('MSSCL')	14	14
Total	16	16

Details of investment in preference shares are as given below:

Particulars	As at	As at
	June 30, 2015	March 31, 2015
643,790 (previous year: 643,790) Series A Convertible Preferred Stock at US\$ 0.0001 each fully paid at premium of US \$ 0.2557 each in 30 Second Software Inc	7	7
Total	7	7

Details of investment in non-convertible bonds are as given below:

Particulars	As at	As at
	June 30, 2015	March 31, 2015
50 secured redeemable non-convertible bonds of Rs 1 million in the nature of promissory notes in PNB Housing Finance Limited	50	-
Total	50	-



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Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the quarter ended June 30, 2015

(Rupees in millions, except share and per share data, unless otherwise stated)

Details of investment in Limited Liability Company is as given below:

Particulars	As at	As at
	June 30, 2015	March 31, 2015
Investment in wholly owned subsidiary - Discoverure Solutions L.L.C.	1,091	1,091
Total	1,091	1,091

The Company acquired 100% equity interest in Discoverure Solutions L.L.C. (Discoverure), a US based IT solution provider to the insurance industry, for a consideration of USD 17 million during the year ended March 31, 2015. The consideration includes future payments which are based on achievement of certain specific milestones which have currently been provided for based on best estimate of the Company. The transfer of membership interests and control of Discoverure is effective February 13, 2015 and consequently, Discoverure has become a 100% subsidiary of the Company effective that date.

3.4.3 Taxes

Particulars	For the quarter ended June 30,	
	2015	2014
Tax expense		
Current tax	414	390
Deferred tax	(31)	(17)
Total	383	373

The Company has units at Bengaluru, Hyderabad, Chennai and Bhubaneshwar registered as Special Economic Zone (SEZ) units which are entitled to a tax holiday under Section 10AA of the Income Tax Act, 1961.

The Company also has STPI units at Bengaluru and Pune which are registered as a 100 percent Export Oriented Unit, which were earlier entitled to a tax holiday under Section 10B and Section 10A of the Income Tax Act, 1961.



Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the quarter ended June 30, 2015
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Deferred tax assets (net):
Deferred tax assets included in the balance sheet comprises the following:

Particulars	As at June 30, 2015	As at March 31, 2015
Excess of depreciation as per books over depreciation allowed under Income Tax Act, 1961	219	205
Provision for doubtful debts	18	16
Provision for compensated absence	124	117
Provision for volume discount	41	39
Others	78	72
Total deferred tax assets	480	449

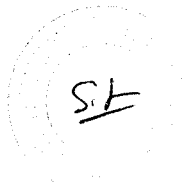
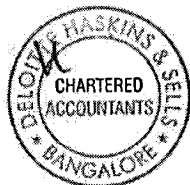
3.4.4 Long-term loans and advances

Particulars	As at June 30, 2015	As at March 31, 2015
<i>(Unsecured considered good)</i>		
Capital advances	59	107
Security deposits*	549	546
Advance tax and tax deducted at source, net of provision for taxes	855	834
MAT credit entitlement	119	110
Other loans and advances	39	42
Total	1,621	1,639

*Refer note 3.15 for related party balances.

3.4.5 Other non-current assets

Particulars	As at June 30, 2015	As at March 31, 2015
<i>(Unsecured considered good)</i>		
Other non-current assets	17	17
Total	17	17



Mindtree Limited
 Significant accounting policies and notes to the accounts (continued)
 For the quarter ended June 30, 2015
 (Rupees in millions, except share and per share data, unless otherwise stated)

3.5 Current assets

3.5.1 Current investments

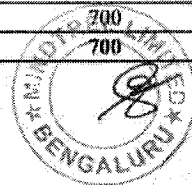
Particulars	As at	
	June 30, 2015	March 31, 2015
Investment in mutual funds (quoted)	3,317	4,643
Term deposits (unquoted)	700	700
Total	4,017	5,343
Aggregate carrying amount of quoted investments	3,317	4,643
Aggregate market value of quoted investments	3,413	4,790
Aggregate amount of unquoted investments	700	700

Details of investment in mutual funds are as given below:

Particulars	As at June 30, 2015		As at March 31, 2015	
	No of units	Amount	No of units	Amount
ICICI Prudential Mutual Fund	20,729,926	393	28,722,324	472
IDFC Mutual Fund	40,736,312	437	37,530,726	433
UTI Mutual Fund	3,643,027	249	13,456,138	158
Franklin Templeton Mutual Fund	11,863,584	292	11,695,643	290
DSP Blackrock Mutual Fund	14,660,001	148	14,790,537	351
Birla Sun Life Mutual Fund	7,702,721	240	20,007,295	454
Reliance Mutual Fund	17,651,564	301	23,725,772	428
Tata Mutual Fund	25,525,898	379	36,229,022	422
DWS Mutual Fund	4,544,693	45	4,483,697	45
SBI Mutual Fund	5,657,765	147	13,787,278	358
HDFC Mutual Fund	22,372,591	368	27,872,023	424
Axis Mutual Fund	102,092	105	100,840	104
Bank of India AXA Mutual Fund	10,000,000	100	10,000,000	100
Kotak Mutual Fund	5,750,434	58	5,681,936	58
JP Morgan India Mutual Fund	3,582,647	55	16,989,901	189
L & T Mutual Fund	-	-	98,576	100
IDBI Mutual Fund	-	-	254,281	257
Total		3,317		4,643

Details of investments in term deposit are as given below:

Particulars	As at	
	June 30, 2015	March 31, 2015
HDFC Limited	700	700
Total	700	700



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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the quarter ended June 30, 2015
(Rupees in millions, except share and per share data, unless otherwise stated)

3.5.2 Trade receivables

Particulars	As at June 30, 2015	As at March 31, 2015
<i>(Unsecured)</i>		
Debts overdue for a period exceeding six months		
- considered good	56	62
- considered doubtful	94	72
Other debts		
- considered good	7,062	6,736
- considered doubtful	7	9
Less: Provision for doubtful debts	(101)	(81)
Total	7,118	6,798

3.5.3 Cash and bank balances

Particulars	As at June 30, 2015	As at March 31, 2015
Balances with banks in current and deposit accounts*	4,097	3,664
Cash on hand	-	-
Other bank balances**	8	5
Total	4,105	3,669

*The deposits maintained by the Company with banks comprises time deposits, which can be withdrawn by the Company at any point without prior notice or penalty on-the principal.

**Other bank balances represent earmarked balances in respect of unpaid dividends.



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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the quarter ended June 30, 2015
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3.5.4 Short-term loans and advances

Particulars	As at	As at
	June 30, 2015	March 31, 2015
<i>(Unsecured considered good)</i>		
Security deposits	117	143
MAT credit entitlement	24	36
Advances recoverable in cash or in kind or for value to be received*	1,216	1,289
Less: Provision for doubtful advances	(20)	(20)
Total	1,337	1,448

*Refer note 3.15 for related party balances. This also includes amounts pertaining to housing deposits, vehicles, medical emergencies and salary advances given to employees to the extent of Rs 169 as at June 30, 2015. (As at March 31, 2015: Rs 194)

3.5.5 Other current assets

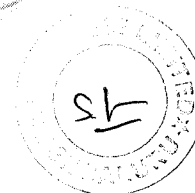
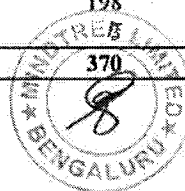
Particulars	As at	As at
	June 30, 2015	March 31, 2015
Unbilled revenue	1,373	981
Gratuity - Excess of plan assets over obligations*	5	-
Other current assets**	16	24
Total	1,394	1,005

*Refer 3.3.2 for status of gratuity plan as required under AS 15.

**Represents derivative asset of Rs 16 (As at March 31, 2015: Rs 24).

3.6 Other income

Particulars	For the quarter ended June 30,	
	2015	2014
Interest income	64	13
Dividend income	40	31
Net gain on sale of investments	65	27
Foreign exchange gain/ (loss)	198	137
Other non-operating income		2
Total	370	210

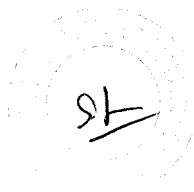
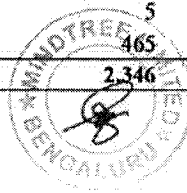


Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the quarter ended June 30, 2015
(Rupees in millions, except share and per share data, unless otherwise stated)

3.7 Expenses

Employee benefits expense	For the quarter ended June 30,	
	2015	2014
Salaries and wages	5,070	4,378
Contribution to provident and other funds	435	346
Expense on employee stock based compensation	35	97
Staff welfare expenses	36	36
Total	5,576	4,857

Other expenses	For the quarter ended June 30,	
	2015	2014
Travel expenses	625	514
Communication expenses	130	87
Sub-contractor charges	580	463
Computer consumables	143	86
Legal and professional charges	88	97
Power and fuel	80	78
Rent (Refer note 3.16)	164	152
Repairs to buildings	15	12
Repairs to machinery	7	6
Insurance	13	11
Rates and taxes	31	21
Adjustments to the carrying amount of investments	5	-
Other expenses	465	366
Total	2,346	1,893



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the quarter ended June 30, 2015

(Rupees in millions, except share and per share data, unless otherwise stated)

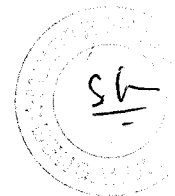
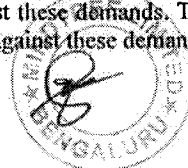
3.8 Contingent liabilities

- a) The Company has received an income tax assessment for the financial year 2008-09 wherein demand of Rs 24 has been raised against the Company on account of certain disallowances, adjustments made by the income tax department. A significant portion of this amount arises from the manner of adjustment of brought forward losses in arriving at the taxable profits of the Company and disallowance of portion of profit earned outside India from the STP and SEZ units.

Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Company has filed an appeal against the demands received.

The Company has received a favourable order from the Commissioner of Income tax (Appeals) for majority of grounds and considering the order passed, there will not be any demand on the Company. On the other grounds which are not favourable, the Company has filed an appeal before the Income Tax Appellate Tribunal ('ITAT').

- b) The Company has received income tax assessments for financial years 2006-07 and 2007-08 for the erstwhile subsidiary Mindtree Technologies Private Limited (MTPL) with demands amounting to Rs 11 and Rs 10 on account of certain disallowances/ adjustments made by income tax department. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Company has filed an appeal against the demand received. The Company has not deposited the amount of demand with the department.
- c) The Company has received income tax assessments under Section 143(3) of the Income-tax Act 1961 pertaining to erstwhile subsidiary Aztecsoft Limited for the financial years 2001-02, 2002-03, 2003-04, 2004-05, 2005-06, 2006-07, 2007-08 and 2008-09 wherein demand of Rs 210, Rs 49, Rs 61, Rs 28, Rs 58, Rs 119, Rs 214 and Rs 63 respectively has been raised against the Company. These demands have arisen mainly on account of transfer pricing adjustments made in the order. The Company has not accepted these orders and has been advised by its legal counsel/ advisors to prefer appeals before appellate authorities and accordingly the Company has filed appeals before the Commissioner of Income Tax (Appeals) and ITAT. The Company has deposited Rs 15 with the department against these demands. The department has adjusted pending refunds amounting to Rs 450 against these demands.



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the quarter ended June 30, 2015

(Rupees in millions, except share and per share data, unless otherwise stated)

The Company received a favourable order from the Commissioner of Income Tax (Appeals) for the year 2001-02 where in the Commissioner of Income Tax (Appeals) accepted the Company's contentions and quashed the demand raised. The Income tax department appealed against the above mentioned order with ITAT. ITAT, in an earlier year passed an order setting aside both the orders of the Commissioner of Income Tax (Appeals) as well as the Assessing Officer and remanded the matter back to the Assessing Officer for re-assessment. The Company preferred an appeal with the Hon'ble High Court of Karnataka against the order of the ITAT. The Hon'ble High Court of Karnataka has dismissed the appeal filed against the order of ITAT and upheld the order passed by the ITAT and accordingly the case is pending before Assessing Officer for re-assessment. The Assistant Commissioner of Income tax has completed the reassessment & has issued a draft assessment order with a revised demand amounting to Rs 198 due to transfer pricing adjustments. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Company has filed an appeal with Dispute Resolution Panel.

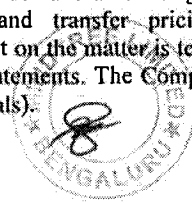
The Company has received the order from the Commissioner of Income Tax (Appeals) for the year 2004-05 and on the unfavorable grounds, the Company has a filed an appeal with ITAT, Bengaluru.

The Company has appealed against the demands received for financial years 2002-03, 2003-04, 2004-05, 2005-06, 2006-07, 2007-08 and 2008-09. Based on favourable order received by the Company for the financial year 2001-02 from the Commissioner of Income Tax (Appeals) and an evaluation of the facts and circumstances, no provision has been made against the above orders in the financial statements.

- d) The Company received an assessment order for financial year 2006-07 for the erstwhile subsidiary Mindtree Wireless Private Limited from the Assistant Commissioner of Income-tax ('ACIT') with a demand amounting to Rs 39 on account of certain other disallowances/ transfer pricing adjustments made by income tax department. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Company has filed an appeal with Commissioner of Income Tax (Appeals) against the demand received.

The Company has received the order from the Commissioner of Income Tax (Appeals) wherein the Commissioner of Income Tax (Appeals) accepted the grounds in part and in respect of unfavorable grounds, the Company has filed an appeal before Income Tax Appellate Tribunal. The final order giving effect by the Assessing Officer is completed and the demand is reduced to Rs 33. The Company has deposited Rs 5 with the department against this demand.

- e) The Company has received a final assessment order for financial year 2009-10 from the Deputy Commissioner of Income Tax with a demand amounting to Rs 61 due to non-adjustment of brought forward losses and transfer pricing adjustments. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Company has filed an appeal with Commissioner of Income Tax (Appeals).



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Mindtree Limited
Significant accounting policies and notes to the accounts (continued)
For the quarter ended June 30, 2015
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3.9 Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for as at June 30, 2015 is Rs 336 (March 31, 2015: Rs 508).

3.10 Value of imports on CIF basis

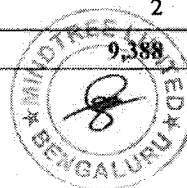
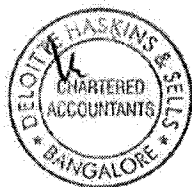
Particulars	For the quarter ended June 30,	
	2015	2014
Capital goods	64	102
Total	64	102

3.11 Expenditure in foreign currency

Particulars	For the quarter ended June 30,	
	2015	2014
Branch office expenses	4,117	3,344
Travel expenses	66	65
Professional charges	20	11
Others	80	85
Total	4,283	3,505

3.12 Earnings in foreign currency

Particulars	For the quarter ended June 30,	
	2015	2014
Income from software development	9,386	8,222
Other income	2	2
Total	9,388	8,224



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the quarter ended June 30, 2015

(Rupees in millions, except share and per share data, unless otherwise stated)

- 3.13 During the quarter ended June 30, 2015, the Company has remitted in foreign currency dividend of Rs 19 (quarter ended June 30, 2014: Rs 6)

Particulars	For the quarter ended June 30, 2015	For the quarter ended June 30, 2014
Number of shares held	1,867,400	1,119,693
Number of shareholders	55	53
Amount remitted (in Rs)	19	6
Year to which dividend relates	Final dividend 2014-15	Third interim dividend 2013-14

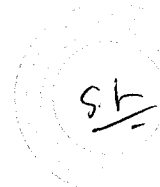
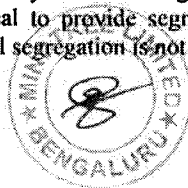
3.14 **Segmental reporting**

The Company is structured into five verticals – RCM, BFSI, HTMS, TH and Others. The Company considers business segment as the primary segment and geographical segment based on the location of customers as the secondary segment.

The accounting principles consistently used in the preparation of the financial statements are also consistently applied to record income and expenditure in individual segments.

Income and direct expenses in relation to segments are categorised based on items that are individually identifiable to that segment, while the remainder of costs are apportioned on an appropriate basis. Certain expenses are not specifically allocable to individual segments as the underlying services are used interchangeably. The Company therefore believes that it is not practical to provide segment disclosures relating to such expenses and accordingly such expenses are separately disclosed as unallocable and directly charged against total income.

The assets of the Company are used interchangeably between segments, and the management believes that it is currently not practical to provide segment disclosures relating to total assets and liabilities since a meaningful segregation is not possible.



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the quarter ended June 30, 2015

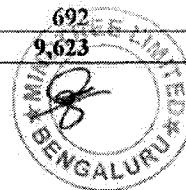
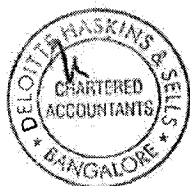
(Rupees in millions, except share and per share data, unless otherwise stated)

Business segments

Statement of profit and loss	For the quarter ended June 30,	
	2015	2014
Segment revenue		
RCM	2,164	1,785
BFSI	2,394	1,917
HTMS	3,116	2,757
TH	1,523	1,380
Others	426	596
Total	9,623	8,435
Segment operating income		
RCM	476	317
BFSI	290	201
HTMS	532	646
TH	218	268
Others	191	256
Total	1,707	1,688
Unallocable expenses	(324)	(231)
Profit for the period before interest, other income and tax	1,383	1,457
Finance costs	-	-
Other income	370	210
Net profit before taxes	1,753	1,667
Income taxes	(383)	(373)
Net profit after taxes	1,370	1,294

Geographical segments

Revenues	For the quarter ended June 30,	
	2015	2014
America	6,453	4,994
Europe	2,143	2,260
India	335	296
Rest of World	692	885
Total	9,623	8,435



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the quarter ended June 30, 2015

(Rupees in millions, except share and per share data, unless otherwise stated)

3.15 Related party transactions

Name of related party	Nature of relationship
Mindtree Software (Shanghai) Co., Ltd ('MSSCL'), Republic of China	Subsidiary
Discoverure Solutions L.L.C.	Subsidiary with effect from February 13, 2015.
Discoverure Solutions U.L.C.	Subsidiary with effect from February 13, 2015.
Discoverure Solutions Europe Limited	Subsidiary with effect from February 13, 2015.
Mindtree Foundation	Entity with common key managerial person
Coffee Day Global Limited	These entities are part of Coffee Day Group which through various entities and its promoters holds 19.75% equity stake in Mindtree, and the group has a nominee on the Mindtree Board.
Tanglin Developments Limited ('TDL')	
Mysore Amalgamated Coffee Estate Ltd	

Transactions with the above related parties during the period were:

Name of related party	Nature of transaction	For the quarter ended June 30,	
		2015	2014
Mindtree Software (Shanghai) Co., Ltd	Software services received	6	4
Mysore Amalgamated Coffee Estate Ltd	Reimbursement of travel expenses	1	-
Mindtree Foundation	Donation paid	18	13
Discoverure Solutions L.L.C.	Software services rendered	44	-
Coffee Day Global Limited	Procurement of supplies	2	4
Tanglin Developments Limited	Leasing office buildings and land	89	80

Advances/ deposits paid



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the quarter ended June 30, 2015

(Rupees in millions, except share and per share data, unless otherwise stated)

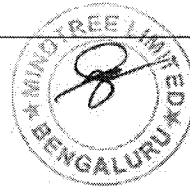
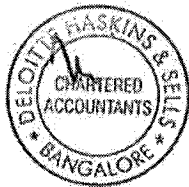
- towards electricity deposit/ charges	-	9
Advance/ deposits received back:		
- towards electricity deposit/ charges	12	15
- towards lease rentals	46	31
Interest on advance towards electricity charges/ deposit	-	4

Balances payable to related parties are as follows:

Name of related party	As at June 30, 2015	As at March 31, 2015
Mindtree Software (Shanghai) Co., Ltd	6	6

Balances receivable from related parties are as follows:

Name of related party	Nature of transactions	As at June 30, 2015	As at March 31, 2015
Discoverture Solutions L.L.C.	Trade receivables	51	22
Tanglin Developments Limited	Rental Advance	63	94
	Advance towards electricity charges	4	16
	Security deposit (including electricity deposit) returnable on termination of lease	360	375



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the quarter ended June 30, 2015

(Rupees in millions, except share and per share data, unless otherwise stated)

Key Managerial Personnel:

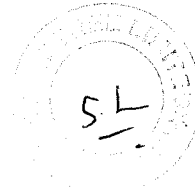
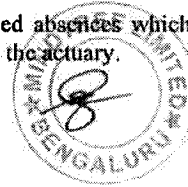
Subroto Bagchi	Executive Chairman
Krishnakumar Natarajan	CEO and Managing Director
N.S. Parthasarathy	Executive Director, President and Chief Operating Officer
Rostow Ravanan	Executive Director, Head – Europe, Service lines and Key Accounts
Dr. Albert Hieronimus	Non-Executive Vice Chairman and Independent Director
Apurva Purohit	Independent Director
Manisha Girotra	Independent Director
Prof. Pankaj Chandra	Independent Director
Ramesh Ramanathan	Independent Director
V.G.Siddhartha	Non-Executive Director
Jagannathan Chakravarthi*	Chief Financial Officer
Vedavalli Sridharan**	Company Secretary

*Appointed with effect from April 1, 2015.

**Appointed with effect from June 22, 2015.

Remuneration to key managerial personnel during the quarter ended June 30, 2015 amounts to Rs 35 (for the quarter ended June 30, 2014: Rs 106). Dividends paid to directors during the quarter ended June 30, 2015 amounts to Rs 109 (for the quarter ended June 30, 2014 amounts to Rs 32).

The above remuneration excludes gratuity and compensated absences which cannot be separately identified from the composite amount advised by the actuary.



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the quarter ended June 30, 2015

(Rupees in millions, except share and per share data, unless otherwise stated)

3.16 Lease transactions

Lease rental expense under non-cancellable operating lease during the quarter ended June 30, 2015 amounted to Rs 101 (for the quarter ended June 30, 2014: Rs 81). Future minimum lease payments under non-cancellable operating lease are as below:

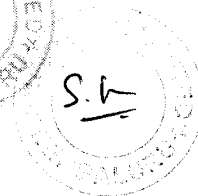
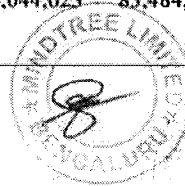
Particulars	As at	
	June 30, 2015	March 31, 2015
Payable -- Not later than one year	370	390
Payable -- Later than one year and not later than five years	493	541
Payable -- later than five years	100	106

Additionally, the Company leases office facilities and residential facilities under cancellable operating leases. The rental expense under cancellable operating lease during the quarter ended June 30, 2015 was Rs 63 (for the quarter ended June 30, 2014: Rs 71).

3.17 Earnings per equity share

Reconciliation of number of equity shares used in the computation of basic and diluted earnings per share is set out below:

Particulars	For the quarter ended June 30, 2015		For the quarter ended June 30, 2014	
	Basic EPS	Diluted EPS	Basic EPS	Diluted EPS
Weighted average number of equity shares outstanding during the quarter	83,751,547	83,751,547	83,484,436	83,484,436
Weighted average number of equity shares resulting from assumed exercise of employee stock options	-	292,476	-	412,094
Weighted average number of equity shares for calculation of earnings per share	83,751,547	84,044,023	83,484,436	83,896,530



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the quarter ended June 30, 2015

(Rupees in millions, except share and per share data, unless otherwise stated)

3.18 Auditor's remuneration

Particulars	For the quarter ended June 30,	
	2015	2014
Statutory audit	4	4
Certification	1	1
Total	5	5

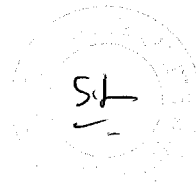
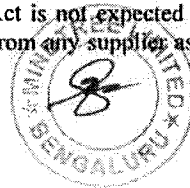
3.19 The Company has a development center at Gainesville, Florida, US. The state of Florida has offered various incentives targeted to the needs of the development center. The nature and the extent of the government grant is given below:

Nature of expenses	For the quarter ended June 30,	
	2015	2014
Grant towards workforce training	-	9
Total	-	9

The Company had availed a non-monetary grant of USD 950,000 for renovation of project facility. This grant is subject to fulfillment of certain conditions such as creation of minimum employment with specified average salary and capital investment at the development center at Gainesville, Florida, US.

3.20 Dues to micro, small and medium enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at June 30, 2015 has been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier as at the balance sheet date.

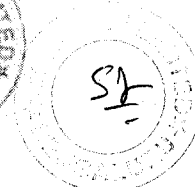
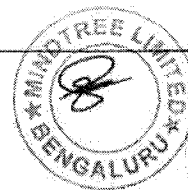


Mindtree Limited
 Significant accounting policies and notes to the accounts (continued)
 For the quarter ended June 30, 2015
 (Rupees in millions, except share and per share data, unless otherwise stated)

Particulars	For the quarter ended	
	June 30, 2015	June 30, 2014
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of accounting period;	Nil	Nil
The amount of interest paid by the buyer under the Act along with the amounts of the payment made to the supplier beyond the appointed day during each accounting period;	Nil	Nil
the amount of interest due and payable for the period (where the principal has been paid but interest under the Act not paid);	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of accounting period; and	Nil	Nil
The amount of further interest due and payable even in the succeeding period, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	Nil	Nil

3.21 The financial statements are presented in Rs in million. Those items which are required to be disclosed and which are not presented in the financial statement due to rounding off to the nearest Rs in million are given as follows:

Balance Sheet items Particulars	Amount in Rs	
	As at June 30, 2015	As at March 31, 2015
Share application money pending allotment	54,000	-
Interest accrued but not due on borrowings	57,261	-
Provision for foreseeable losses on contracts	276,438	275,752
Cash on hand	31,515	21,148
12,640 (previous year: 12,640) equity shares in Worldcast Technologies Private Limited	126,400	126,400



Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the quarter ended June 30, 2015

(Rupees in millions, except share and per share data, unless otherwise stated)

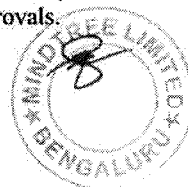
Statement of Profit and Loss items Particulars	Amount in Rs	
	For the quarter ended June 30,	
	2015	2014
Finance cost	194,688	229,045

3.22 As of the balance sheet date, the Company's net foreign currency exposure that is not hedged by a derivative instrument is given below:

Particulars	As at	As at
	June 30, 2015	March 31, 2015
Receivable	6,920	6,483
Payable	(244)	(164)

3.23 On July 16, 2015, the Company has entered into definitive agreements to acquire 100% of the equity interest in Bluefin Solutions Limited ('Bluefin'), a leading UK based IT solutions provider specializing in SAP HANA solutions, in an all cash transaction for GBP 42.3 million. The consideration includes an upfront payment of GBP 34 million and earn out of GBP 8.3 million payable over the next three years.

3.24 On July 16 2015, the Company has entered into definitive agreements to acquire 100% of the equity interest in Relational Solutions, Inc a US based IT solutions provider specializing in technology services to the consumer goods industry, in an all cash transaction for USD 10 million. The consideration includes an upfront payment of USD 7 million and earn out of USD 3 million payable over the next two years. This acquisition is subject to customary closing conditions and regulatory approvals.



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Mindtree Limited

Significant accounting policies and notes to the accounts (continued)

For the quarter ended June 30, 2015

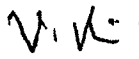
(Rupees in millions, except share and per share data, unless otherwise stated)


3.25 Corresponding figures for the previous period presented have been regrouped, where necessary, to conform to the current period's classification.


As per our report of even date attached
For Deloitte Haskins & Sells

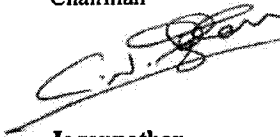
For Mindtree Limited

Chartered Accountants
Firm Registration No.: 008072S


V. Balaji
Partner
Membership No. : 203685


Subroto Bagchi
Chairman


N. Krishnakumar
CEO & Managing Director


Jagannathan
Chakravarthi
Chief Financial Officer


Vedavalli Sridharan
Company Secretary

Place: Bengaluru
Date: July 16, 2015

Place: Bengaluru
Date: July 16, 2015



Deloitte Haskins & Sells

Chartered Accountants
Deloitte Centre
Anchorage II
100/2, Richmond Road
Bengaluru - 560 025
India

Tel : +91 (80) 6627 6000
Fax : +91 (80) 6627 6013

INDEPENDENT AUDITOR'S REPORT TO THE BOARD OF DIRECTORS OF MINDTREE LIMITED

Report on the Consolidated Financial Statements of Discoverture Solutions LLC (a Wholly Owned Subsidiary of Mindtree Limited)

We have audited the accompanying consolidated financial statements of **DISCOVERTURE SOLUTIONS LLC** (the "Company") and its subsidiaries (the Company and its subsidiaries constitute "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss for the period February 1, 2015 to March 31, 2015 and the Consolidated Cash Flow Statement for the period then ended, and a summary of the significant accounting policies. The consolidated financial statements have been prepared by the management for purposes of inclusion in the consolidated financial statements of Mindtree Limited for the year then ended.

Management's Responsibility for the Consolidated Financial Statements

The Board of Directors of the Company and Mindtree Limited are responsible for the preparation of these consolidated financial statement in accordance with the group accounting policies of Mindtree Limited followed by it in preparing its consolidated financial statements as per the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit

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Deloitte Haskins & Sells

also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give a true and fair view in conformity with the group accounting policies of Mindtree Limited followed by it in preparing its consolidated financial statements as per the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at 31st March, 2015, and its consolidated profit and its consolidated cash flows for the period February 1, 2015 to March 31, 2015.

Basis of Accounting and Restriction of Distribution and Use

Without modifying our opinion, we draw attention to Note 2.1 to the consolidated financial statements, which describe the basis of accounting. These financial statements are prepared as per group accounting policies of Mindtree Limited for use in preparation of the consolidated financial statements of Mindtree Limited as per the requirements of the Equity Listing Agreement with the Stock Exchanges. As a result, these consolidated financial statements may not be suitable for another purpose. Our report is solely intended for Mindtree Limited and should not be used for any purpose other than for the preparation and audit of the consolidated financial statements of Mindtree Limited.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firms' Registration No. 008072S)

V. Balaji

V. Balaji
Partner
(Membership No. 203685)

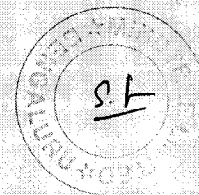
BANGALORE, April 16, 2015



Discoverfure Solutions LLC
Consolidated Balance Sheet as at March 31, 2015

(Amount in Rs.)

Particulars	Note no.	As at March 31, 2015
A EQUITY AND LIABILITIES		
1 Shareholders' funds		
Share capital	3.1.1	168,388,568
Reserves and surplus	3.1.2	18,566,445
		<u>186,955,013</u>
2 Current liabilities		
Trade payables	3.2.1	61,415,455
Other current liabilities	3.2.2	20,799,103
Short-term provisions	3.2.3	16,556,904
		<u>98,771,462</u>
	TOTAL	<u>285,726,475</u>
B ASSETS		
1 Non-current assets		
Fixed assets		
Tangible assets	3.3.1	6,624,034
		<u>6,624,034</u>
Long-term advances	3.3.2	1,168,082
		<u>7,792,116</u>
2 Current assets		
Trade receivables	3.4.1	186,683,057
Cash and cash equivalents	3.4.2	87,149,562
Short-term loans and advances	3.4.3	3,455,903
Other current assets	3.4.4	645,837
		<u>277,934,359</u>
	TOTAL	<u>285,726,475</u>
<p>In terms of our report attached For Deloitte Haskins & Sells Chartered Accountants</p> <p><i>V. Balaji</i> V. Balaji Partner</p> <p>Place : Bangalore Date : April 16, 2015</p>		
<p>For Discoverfure Solutions LLC By its sole member Mindtree Limited</p> <p><i>[Signature]</i> Authorised Signatory</p> <p>Place : Bangalore Date : April 16, 2015</p>		



Discoverture Solutions LLC			(Amount in Rs.)
Statement of Profit and Loss for period February 1, 2015 to March 31, 2015			
Particulars	Note no.	For the period February 1, 2015 to March 31, 2015	
1 Revenue from operations		166,377,919	
2 Other income	3.5	3,759,998	
3 Total revenue (1+2)		170,137,917	
4 Expenses			
Employee benefits expense	3.6	91,994,355	
Depreciation and amortisation expense	3.3.1	509,189	
Other expenses	3.7	48,060,003	
Total expenses		140,563,547	
5 Profit / (Loss) before tax (3 ± 4)		29,574,370	
6 Tax expense / (benefit):			
Current tax expense		11,007,925	
Net tax expense / (benefit)		11,007,925	
7 Profit / (Loss) from operations (5 ± 6)		18,566,445	

In terms of our report attached.
For Deloitte Haskins & Sells
Chartered Accountants

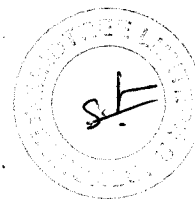
V. Balaji
Partner

For Discoverture Solutions LLC
By its sole member Mindtree Limited

Authorised Signatory

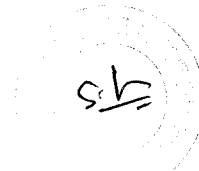
Place : Bangalore
Date : April 16, 2015

Place : Bangalore
Date : April 16, 2015



Discovery Solutions LLC
Cash Flow Statement for the period February 1, 2015 to March 31, 2015

Particulars	For the period February 1, 2015 to March 31, 2015
A. Cash flow from operating activities	
Profit / (Loss) before extraordinary items and tax	29,574,370
Adjustments for:	
Depreciation and amortisation expense	509,189
Operating profit / (loss) before working capital changes	30,083,559
Changes in working capital:	
Adjustments for (increase) / decrease in operating assets:	
Trade receivables	38,730,491
Short-term loans and advances	(138,543)
Other current assets	(2,319,594)
Adjustments for increase / (decrease) in operating liabilities:	
Trade payables	14,143,242
Other current liabilities	(65,888,404)
Short-term provisions	2,091,342
Cash generated from operations	16,702,095
Net income tax (paid) / refunds	(5,477,818)
Net cash flow from / (used in) operating activities (A)	11,224,277
B. Cash flow from investing activities	
Capital expenditure on fixed assets	(45,455)
Net cash flow from / (used in) investing activities (B)	(45,455)
Net increase / (decrease) in Cash and cash equivalents (A+B)	11,178,822
Cash and cash equivalents at the beginning of the year	76,029,583
Effect of exchange differences on translation of foreign currency balances	(58,842)
Cash and cash equivalents at the end of the year	87,149,562
<p>In terms of our report attached. For Deloitte Haskins & Sells Chartered Accountants</p> <p><i>V. Balaji</i> V. Balaji Partner</p> <p>Place : Bangalore Date : April 16, 2015</p>	
<p>For Discovery Solutions LLC By its sole member Mindtree Limited</p> <p><i>[Signature]</i> Authorised Signatory</p> <p>Place : Bangalore Date : April 16, 2015</p>	



Discoverure Solutions I.L.C
Significant Accounting policies

1. Background

Discoverure Solutions LLC (the "Company"), an Arizona based limited liability corporation, was incorporated on October 3, 2002. Mindtree Limited acquired the 100% holding of this entity from the promoters of the Company. The Company provides information technology solution, in the fields of insurance and healthcare. It has offices in United States of America, United Kingdom and Canada. The Company has two fully owned subsidiaries, Discoverure Solutions Europe Limited (situated in London, United Kingdom) and Discoverure ULC Canada (situated in Ontario, Canada) (The Company and its subsidiaries together called "the Group").

2. Significant Accounting Policies

2.1 Basis of preparation of consolidated financial statements

These consolidated financial statements are prepared solely for the purpose of consolidation with Mindtree Limited and presented in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis and for the period February 1, 2015 (nearest practicable date to the date of acquisition) to March 31, 2015.

2.2 Principles of Consolidation

The financial statements of Discoverure Solutions I.L.C and its wholly owned and controlled subsidiary has been combined on a line-by-line basis by adding together the book values of all items of assets, liabilities, incomes and expenses after eliminating all inter-company balances/ transactions and the resultant unrealized gain/loss from the date the parent company acquired control of those subsidiaries. The consolidated financial statements are prepared using uniform accounting policies for similar transactions and other events in similar circumstances.

2.3 Use of Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles (GAAP) in India requires management to make estimates and assumptions that affect the reported amounts of Income and expense of the period, assets and liabilities and disclosures relating to contingent liability as of the date of the consolidated financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in future periods.

2.4 Fixed assets and depreciation

2.4.1. Fixed assets are carried at cost of acquisition (including directly attributable costs such as freight, installation etc.) or construction, less accumulated depreciation.

2.4.2 Acquired intangible assets are capitalised at the acquisition price. Internally generated intangible assets are recorded at cost that can be measured reliably during the development phase and when it is probable that future economic benefits that are attributable to the assets will flow to the Group.

2.4.3 Leases under which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalised at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

2.4.4 Advances paid towards the acquisition of fixed assets, outstanding at each balance sheet date are shown under capital advances. The cost of the fixed asset not ready for its intended use on such date, is disclosed under capital work-in- progress

2.4.5 The Company and its subsidiaries in the UK and Canada depreciate their property on straight-line method. If the management's estimate of the useful life of a fixed asset at the time of the acquisition of the asset or of the remaining useful life on a subsequent review is shorter than envisaged, depreciation is provided at a higher rate based on the management's estimate of the useful life/remaining useful life. Pursuant to this policy, the management has estimated the useful life as under:

Machinery and equipment - 20 years

Computers and software - 3 to 6 years

Furniture - 7 to 15 years

Other depreciable assets - 15 years

Leasehold improvements are amortized over the lease period.

Fixed assets individually costing Less than \$500 or less are fully depreciated in the year of purchase / installation. Depreciation on additions and disposals during the year is provided on a pro-rata basis.

2.5 Investments

2.5.1 Non-current investments are carried at cost less any other-than-temporary diminution in value, determined on the specific identification basis.

2.5.2 Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is carried out separately in respect of each investment.

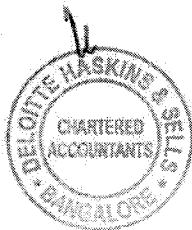
2.5.3 Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment, determined individually for each investment.

2.6 Cash and cash equivalents

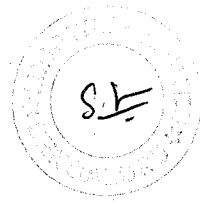
Cash and cash equivalents in the consolidated cash flow statement comprises cash in hand and balance in bank in current accounts and deposit accounts

2.7 Consolidated cash flow statement

Cash flows are reported using the indirect method, whereby consolidated net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Group are segregated.



Handwritten signature or initials.



Discovervure Solutions LLC
Significant Accounting policies

2.8 Employee benefits

Compensated Absences: The employees of the Group are entitled to compensated absences based on the un-availed leave balance and the last drawn salary of the respective employees.

401(k) Plan – The Company has established a 401(k) plan for its employees in the USA. The plan operates as a defined contribution plan and the Company contributes the specified percentages as stated in the plan as part of the employee's payroll.

2.9 Revenue recognition

The Group derives its revenues primarily from software services. Revenue from software development on time-and-material basis is recognised as the related services are rendered. Revenue from fixed price contracts is recognised using the proportionate completion method, which is determined by relating the actual project cost of work performed to date to the estimated total project cost for each contract. Unbilled revenue represents cost and earnings in excess of billings while unearned revenue represents the billing in excess of cost and earnings. Provision for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable based on the current contract estimates.

2.10 Foreign Currency Translation

Foreign exchange transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the period are recognised in the statement of profit and loss for the period.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date; the resultant exchange differences are recognised in the statement of profit and loss. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

In respect of integral operations, monetary assets and liabilities are translated at the exchange rate prevailing at the date of the balance sheet. Non-monetary items are translated at the historical rate. The items in the statement of profit and loss are translated at the rates prevailing on the dates of the respective transactions. The differences arising out of the translation are recognised in the statement of profit and loss.

2.11 Taxation

The current income tax charge is determined in accordance with the relevant tax regulations applicable to respective entities within the Group.

2.12 Provision and contingent liabilities

The Group creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

2.13 Impairment of assets

The Group assesses at each balance sheet date whether there is any indication that an asset (including goodwill) may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined, if no impairment loss had been recognised. In respect of goodwill, impairment loss will be reversed only when it is caused by specific external events and their effects have been reversed by subsequent external events.



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Discoverture Solutions LLC
Notes forming part of the financial statements

Note 3.1.1 Share capital

Particulars	As at March 31, 2015
Members Equity	168,388,568
Total	168,388,568

i) Details of members capital account

Particulars	As at March 31, 2015 Member Capital share
Mindtree Limited	168,388,568
	168,388,568

Note 3.1.2 Reserves and surplus

Particulars	(Amount in Rs.) As at March 31, 2015
Surplus (Balance in the Statement of Profit and Loss)	
Opening balance	-
Add: Amount transferred from the Statement of Profit and Loss	18,566,445
	18,566,445
Total	18,566,445



Discoverfure Solutions LLC
Notes forming part of the financial statements

Note 3.2.1 Trade payables

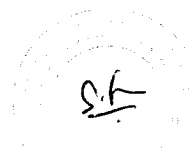
<i>(Amount in Rs.)</i>	
Particulars	As at March 31, 2015
Trade Payable	61,415,455
Total	61,415,455

Note 3.2.2 Other current liabilities

<i>(Amount in Rs.)</i>	
Particulars	As at March 31, 2015
Deferred Rent	2,275,339
Accrued Expenses - employee related liabilities	14,995,641
Accrued Expenses - Other current liabilities	3,528,123
Total	20,799,103

Note 3.2.3 Short-term provisions

<i>(Amount in Rs.)</i>	
Particulars	As at March 31, 2015
Provision for employee benefits - compensated absences	4,854,684
Provision for Taxes	11,702,220
Total	16,556,904



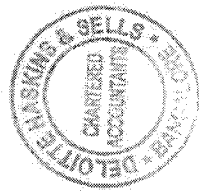
Discoverure Solutions LLC
 Notes forming part of the financial statements:
 Note 3.3.1 - Fixed assets

Particulars	Rate	Gross Block - As at March 31, 2015		Accumulated depreciation - As at March 31, 2015		Net Block value - As at March 31, 2015			
		Opening - Feb 1, 2015	Additions	Deletions	Closing - Mar 31, 2015	Opening - Feb 1, 2015	Additions	Deletions	Closing - Mar 31, 2015
A. Tangible assets:									
Computer Equipment	40	9,623,714	45,455		9,669,169	5,713,066	232,604		5,945,670
Leasehold Improvements		373,099			373,099	208,925	8,619		217,544
Office Equipments	18.10	3,273,732			3,273,732	2,515,561	80,160		2,595,721
Furniture & Fixtures	20	4,086,858			4,086,858	2,488,617	94,545		2,583,162
		17,357,403	45,455	-	17,402,858	10,926,149	415,928	-	11,342,097
A. Intangible assets									
Computers Software		14,033,445			14,033,445	13,376,911	93,261		13,470,172
		14,033,445			14,033,445	13,376,911	93,261		13,470,172
Total		31,390,848	45,455	-	31,436,303	24,303,080	509,189	-	24,812,169

(Amount in Rs.)

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Discovery Solutions LLC
Notes forming part of the financial statements

Note 3.3.2 Long-term advances

(Amount in Rs.)

Particulars	As at March 31, 2015
Security deposit	1,168,082
Total	1,168,082

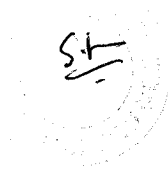
Note 3.4.1 - Trade receivables

(Amount in Rs.)

Particulars	As at March 31, 2015
(unsecured)	
Debts overdue for period exceeding six months	
-considered good	-
-considered doubtful	2,285,229
Other debts	
-considered good	186,683,057
-considered doubtful	-
Less: Provision for bad and doubtful debts	(2,285,229)
Total	186,683,057



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Note 3.4.2 - Cash and cash equivalents

(Amount in Rs.)

Particulars	As at March 31, 2015
Cash on hand	-
Balances with banks in current and deposit accounts	87,149,562
Total	87,149,562

Note 3.4.3 Short-term loans and advances

(Amount in Rs.)

Particulars	As at March 31, 2015
Loans and advances to employees	150,029
Prepaid expenses	3,305,874
Total	3,455,903

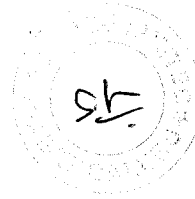
Note 3.4.4 Other Current assets

(Amount in Rs.)

Particulars	As at March 31, 2015
Other current assets	20,837
Unbilled revenue	625,000
Total	645,837



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Discoverture Solutions LLC
Notes forming part of the financial statements

Note 3.5 - Other income

(Amount in Rs.)

Particulars	For the period February 1, 2015 to March 31, 2015
Other non-operating income	2,783,312
Net loss / (gain) on exchange fluctuation - net	976,686
Total	3,759,998

Note 3.6 - Employee benefits expense

(Amount in Rs.)

Particulars	For the period February 1, 2015 to March 31, 2015
Salaries and wages	90,259,621
Contributions to other funds	1,734,734
Total	91,994,355

Note 3.7 Other expenses

(Amount in Rs.)

Particulars	For the period February 1, 2015 to March 31, 2015
Sub-contractor charges	31,767,360
Travel expenses	4,144,254
Rent	2,586,636
Training expenses	1,956,121
Repairs and Maintenance - others	59,376
Legal & professional	3,598,977
Computer consumables	493,702
Communication expenses	588,901
Insurance	116,784
Rates and Taxes	1,104,394
Other expenses	1,245,605
Provision for Bad & Doubtful debts	397,893
Total	48,060,003



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Discoverture Solutions LLC
Notes forming part of the financial statements

3.8 Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for as at March 31, 2015 is Rs. Nil

3.9 Expenditure in Foreign Currency

Particulars	For the period February 1, 2015 to March 31, 2015
Branch/Subsidiary expenses	147,811,474

3.10 Earnings in Foreign Currency

Particulars	For the period February 1, 2015 to March 31, 2015
Income from Software Development	166,377,919

3.11 Segment Reporting

The Company is engaged in providing services in BFSI Vertical and is considered to constitute a single segment in the context of primary segment reporting as prescribed by Accounting Standard 17 - "Segment Reporting".

The secondary segment is identified to geographical locations. Details of secondary segment by geographical locations are given below:

Particulars	For the period February 1, 2015 to March 31, 2015
America	154,886,733
Rest of world	11,491,187



Discoverure Solutions LLC
Notes forming part of the financial statements

3.12 Related party transactions

a) Names of related parties and description of relationship:

Name of related parties	Description of relationship
Mindtree Limited	Holding Company
Discoverure Solutions Europe Limited	Subsidiary
Discoverure Solutions ULC	Subsidiary

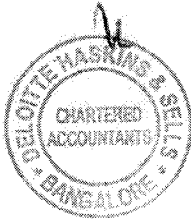
Transactions during the year

Name of Party	Nature of Services	For the period February 1, 2015 to March 31, 2015
Mindtree Limited	Rendering of Services	21,607,483
Discoverure Solutions Europe Limited	Rendering of Services	4,011,416
Discoverure Solutions ULC	Rendering of Services Services received	2,898,298 1,778,986

Closing balance

Name of Party	Nature of transaction	As at March 31, 2015
Mindtree Limited	Balance Payable	21,834,563
Discoverure Solutions Europe Limited	Balance Payable	3,838,178
Discoverure Solutions ULC	Balance Payable (net)	10,170,598

- 1) The above information has been determined to the extent such parties have been identified on the basis of information available with the Company, which has been relied upon by the auditors.
- 2) No amount is/has been written off or written back during the year in respect of debts due from/to related parties.
- 3) Previous year amount are given in bracket.



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Discoverture Solutions LLC
Notes forming part of the financial statements

3.13 Leases

The Company is obligated under non-cancellable operating lease for office space.
 Total rental expense and future lease payments under non-cancellable operating lease for office space is as follows:

Particulars	As at March 31, 2015
Payable -- Not later than one year	13,126,667
Payable -- Later than one year and not later than five years	2,200,208
Payable -- Later than five years	Nil

3.14 Details unhedged foreign currency exposures

Particulars	As at March 31, 2015
Trade receivable	
Amount in INR	177,013,425
Amount in USD	2,832,687
Amount in INR	9,669,632
Amount in CAD	197,219
Trade Payable	
Amount in INR	75,115,728
Amount in USD	1,201,852
Amount in INR	12,687
Amount in CAD	259
Amount in INR	(135,044)
Amount in GBP	(1,460)
Balance with bank account	
Amount in INR	78,297,574
Amount in USD	1,252,761
Amount in INR	4,328,382
Amount in CAD	88,280
Amount in INR	4,476,695
Amount in GBP	48,412


For Deloitte Haskins & Sells
 Chartered Accountants


 V. Balaji
 Partner

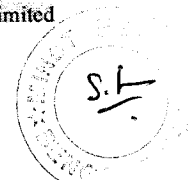
Place : Bangalore
 Date : April 16, 2015



For Discoverture Solutions LLC
 By its sole member Mindtree Limited


 Authorised Signatory

Place : Bangalore
 Date : April 16, 2015



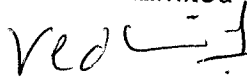
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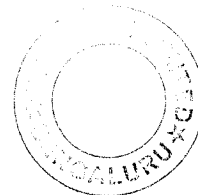
Relational Solutions, Inc.
Statement of Financial Position

(in \$)

	Note No.	As at 31.12.2014	As at 31.03.2015
ASSETS			
NON - CURRENT			
Property, Plant and Equipment	2	9,723	9,723
		9,723	9,723
CURRENT			
Cash and cash equivalents	3	331,461	645,646
Trade and other receivables	4	781,098	592,394
Other short term financial assets	5	3,500	3,500
		1,116,059	1,241,540
TOTAL ASSETS		1,125,782	1,251,264
EQUITY & LIABILITIES			
EQUITY			
Share Capital	5 (a)	500	500
Retained Earnings	6	423,631	402,743
		424,131	403,243
LIABILITIES			
CURRENT			
Trade and Other Current Payables	7	701,651	824,390
Provisions	8	-	23,630
		701,651	848,020
TOTAL LIABILITIES		1,125,782	1,251,263

For Mindtree Limited

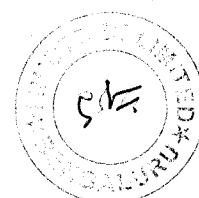


Company Secretary


Relational Solutions, Inc.
Notes Forming part of financial Statements

(in \$)

	As at 31.12.2014	As at 31.03.2015
Note 2: Property, Plant and Equipment		
Equipment	26,494	26,494
Acc. Depreciation - Equipment	(26,494)	(26,494)
Furniture & Fixtures	49,743	49,743
Acc. Depreciation. - Furniture & Fixture	(40,019)	(40,019)
Total	9,723	9,723
Note 3: Cash and cash equivalents		
Cash balances	623	203
Current accounts with bank	330,837	645,442
Total	331,461	645,645
Note 4: Trade and Other Current Receivables		
Trade receivables	781,098	592,395
Total	781,098	592,395
Note 5: Other Short Term Financial Assets		
Officer's Loan Receivable	3,500	3,500
Prepaid Expenses	-	-
Total	3,500	3,500
Note 6: Retained Earnings		
Opening balance	(14,709)	423,631
Profit/ (loss) for the year/ period	438,340	(20,888)
Closing balance	423,631	402,743
Note 7: Trade and Other Current Payables		
Trade Payables	-	744
Other Current Payables		
Income received in advance	346,051	372,413
Notes payable to Rob and Janet	350,863	350,863
Sales Tax Payable	1,584	10,834
401K Deferral Plan	3,153	5,789
Salary Payable	-	75,000
Interest Payable	-	8,748
Total	701,651	824,390
Note 8: Provisions		
Employee benefits	-	23,630
Total	-	23,630



Relational Solutions, Inc.
Notes forming part of Financial Statements

5 (a) Share Capital

The authorized capital of the Company consists of 1500 shares

Common Stock - 1000 shares

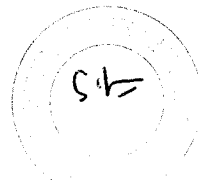
Series A Preferred Stock - 500 shares

The issued capital of the company consists of:

Common Stock - 812.5 shares

Series A Preferred Stock - 187.5 shares

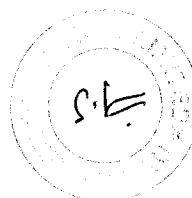
The stock of the Company does not carry any par value. Series A Preferred Stock have been issued to IBM in 2011 for a purchase consideration of \$ 1.5 million and the holder is entitled to annual cumulative dividend @ 5% on the same.



Relational Solutions, Inc.
Statement of Comprehensive Income

(in \$)

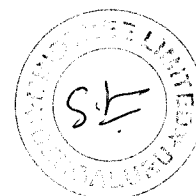
	Note No.	January - December 2014	January - March 2015
Revenue	9	3,281,788	625,708
Other income	10	1,177	149
Total Income		3,282,965	625,857
Employee benefits expense	11	1,811,929	488,241
Finance cost	12	34,990	8,748
Other expenses	13	997,705	149,756
Total Expense		2,844,624	646,745
Profit for the period		438,340	(20,888)



Relational Solutions, Inc.
Notes Forming part of financial Statements

(in \$)

Particulars	January - December 2014	January - March 2015
Note 9: Revenue		
Revenue from annual maintenance services	604,712	193,099
Revenue from sale of product and other services	2,677,075	432,609
Total	3,281,788	625,708
Note 10: Other income		
Bank Service Charge	97	(78)
Taxes - Payroll: SU1	-	22
Interest Income	1,080	204
Total	1,177	149
Note 11: Employee benefits expense		
Salaries & Wages	954,580	246,960
Officer's Salaries	700,000	175,000
Compensated absences	-	23,630
Contribution to 401K plan	61,872	13,414
Taxes - Payroll	95,477	29,237
Total	1,811,929	488,241
Note 12: Finance cost		
Interest Expense on notes payable	34,990	8,748
Total	34,990	8,748
Note 13: Expenses by nature		
Consulting Expense	269,108	10,000
Insurance - Employee Group	106,169	31,229
Depreciation	-	-
Insurance - General	3,961	3,743
Insurance - Officer's Life	13,770	-
Office Expense	84,407	15,803
Rent Expense	70,522	11,823
Maintenance and upgrade charges	144,772	-
Telephone	35,090	8,726
Travel	60,723	21,883
Meals & Entertainment	38,881	10,528
Outside Services	34,183	9,627
Advertising	19,528	-
Auto Expense	18,130	4,265
Rates and taxes	15,351	5,638
Contributions	8,230	90
Marketing	22,500	2,767
Licenses & Fees	1,520	153
Dues & Subscriptions	5,490	190
Seminars & Conference	32,859	-
Equipment Rental	562	112
Legal & Accounting	6,101	11,150
Miscellaneous Expense	5,848	2,029
Total	997,705	149,756



Relations Solutions Inc.
Notes forming part of Financial Statements

1. Reporting Entity

Relational Solutions Inc. is a company domiciled in Ohio, USA. The registered office of the Company is situated in Great Northern Corp Centre III, 25050 Country Club Blvd. Suite 105 North Olmsted, Ohio. The company is primarily engaged in the business of providing services like data warehousing, business intelligence and data integration.

2. Significant Accounting Policies

2.1 Basis of Accounting and Preparation of Financial Statements

The financial statements have been prepared in accordance with recognition and measurement principles of International Financial Reporting Standard (IFRS) issued by the International Accounting Standard Board (IASB).

2.2 Functional and presentation currency

The financial statements are presented in USD.

2.3 Use of estimates and judgements

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revision to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

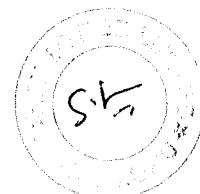
2.4 Property Plant and Equipment

a) Recognition and measurement: Property, plant and equipment are measured at cost less depreciation and impairment losses, if any. Cost includes expenditure directly attributable to the acquisition of the assets.

b) Depreciation: The Company depreciates property, plant and equipment over the estimated useful life on a straight line basis from the date the assets are available for use.

2.5 Lease Payments

Lease payments made under operating lease are recognized in the statement of comprehensive income as per the systematic basis mentioned in the lease agreement.



2.6 Employee Benefit

The Company contributes to a defined contribution plan. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The expenditure for defined contribution plans is recognized as expense during the period when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The company's contribution to 401 (k) profit sharing expense plan is considered as defined contribution plan and are charged as an expense as they fall due with the amount of contribution required to be made.

2.7 Revenue Recognition

The Company derives revenue from sale of software licenses, software development and related services and annual maintenance services. Revenue is recognized at fair value of the considerations received or receivable. The Company recognizes revenue when the significant terms of the arrangement are enforceable, services have been delivered and the collectability is reasonably assured. The method for recognizing revenues and costs are:

Time and Material Contracts: Revenues from contracts priced on a time and material basis are recognised when services are rendered and related costs are incurred.

Fixed Price Contracts: Revenues from fixed price contracts are recognised using the percentage of completion method, with contract costs incurred till date and estimated contract costs determining the degree of completion. When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of income in the period in which such losses become probable based on the current contract estimates.

Maintenance Contracts: Revenue from maintenance contracts is recognized on a straight line basis over the specified period or under some other method that better represents the stage of completion.

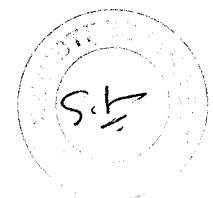
'*Unbilled revenues*' represent cost and earnings in excess of billings as at the end of the reporting period.

'*Unearned revenues*' represent billing in excess of revenue recognized. Advance payments received from customers for which no services are rendered are presented as 'Advance from customers'.

Sale of Licenses: Revenues from sale of licenses are recognised upon delivery where there is no customisation required. In case of customisation, the same is recognised over the life of the contract using the proportionate completion method.

Revenues are reported net of sales tax and discounts.

Interest income is accounted on accrual basis.



2.8 Provisions

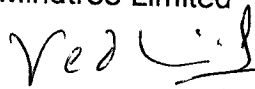
Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

2.9 Finance cost

Finance cost consists of interest expenses on loan borrowed from the promoters of the Company. Borrowing costs are recognized in the statement of income using the effective interest method.

For Mindtree Limited



Company Secretary



Annexure - F

Deloitte Haskins & Sells

Chartered Accountants
Deloitte Centre
Anchorage II
100/2 Richmond Road
Bengaluru - 560 025
India

Tel : + 91 (80) 66276000
Fax: + 91 (80) 66276013

Independent Auditor's Certificate under Clause 24(i) of the Equity Listing Agreement

To,
The Board of Directors,
Mindtree Limited
Global Village, RVCE Post, Mysore Road,
Bangalore-560059,
Karnataka, India

We, Deloitte Haskins & Sells, Chartered Accountant (Firm's Registration No. 008072S), the statutory auditors of Mindtree Limited (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 9 of the Draft Composite Scheme of Arrangement between Mindtree Limited and Discoverture Solutions L.L.C. and Relational Solutions Inc. in terms of the provisions of the Section 391 to 394 of the Companies Act, 1956 with reference to its compliance with the applicable Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Composite Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Composite Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid Draft Composite Scheme is in compliance with Clause 24(i) of the Listing Agreement and all the applicable Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

For ease of reference, the Draft Composite Scheme, duly authenticated on behalf of the Company, is annexed to this certificate, and is stamped by us only for the purposes of identification.

This Certificate is issued at the request of the Company pursuant to the requirements of clause 24(i) of the Listing Agreement for onward submission to the National Stock Exchange of India Limited and BSE Limited. This Certificate should not be used for any other purpose without our prior written consent.

BENGALURU, 15 October, 2015
Ref: VB/ 268



For Mindtree Limited

Company Secretary

For DELOITTE HASKINS & SELLS
Chartered Accountants
(ICAI Reg. No. 008072S)

V. BALAJI
Partner
Membership No. 203685

272

Deloitte Haskins & Sells

Chartered Accountants
Deloitte Centre
Anchorage II
100/2 Richmond Road
Bengaluru - 560 025
India

Tel : + 91 (80) 66276000
Fax: + 91 (80) 66276013

INDEPENDENT AUDITOR'S CERTIFICATE


1. We, Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration Number 008072S), the statutory auditors of Mindtree Limited ("the Company"), have for the purpose of issuing this certificate, examined:
 - (a) the audited standalone financial statements of the Company for the year ended March 31, 2015;
 - (b) the draft composite scheme of amalgamation of Mindtree Limited, Discoverture Solutions L.L.C. and Relational Solutions, Inc.;
 - (c) the 'Statement of computation of pre and post amalgamation net worth of the Company as at March 31, 2015' (the 'Statement'), prepared by the Company and duly stamped and initialed for identification; and
 - (d) such other information and documents, which we considered necessary for the purpose of issuing this certificate.
2. The Management of the Company is responsible for the preparation of the Statement and the maintenance of proper books of account and such other relevant records as prescribed by the applicable laws. Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in the Statement from the aforesaid audited standalone financial statements and other relevant records and documents as described in paragraph 1 above. We have carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes and Standards on Auditing issued by the Institute of Chartered Accountants of India.
3. Based on our examination conducted as described in paragraph 2 above and according to the information, explanations and representations provided to us by the Management of the Company, we certify that the particulars furnished by the Company in the said Statement, read with and subject to the notes thereon, are in agreement with the aforesaid audited standalone financial statements and other relevant records and documents maintained by the Company.
4. This Certificate is issued at the request of the Company in connection with the Proposed Scheme for onward submission to the National Stock Exchange of India Limited and BSE Limited. This Certificate should not be used for any other purpose without our prior written consent.

BENGALURU, 15 October, 2015


Ref: VB/270



For DELOITTE HASKINS & SELLS
Chartered Accountants
(ICAI Reg. No. 008072S)


V. BALAJI
Partner
Membership No. 203685

For Mindtree Limited


Company Secretary

Mindtree Limited

Statement of computation of pre and post amalgamation net worth of the Company as at
March 31, 2015

(Rs in millions)

Particulars	Pre-amalgamation	Post-amalgamation
Equity Share Capital	837	837
Reserves and Surplus:		
Capital reserve	87	87
Securities premium reserve	1,898	1,898
General reserve	1,542	1,542
Surplus in the statement of profit and loss	15,666	15,666
Total Reserves and Surplus	19,193	19,193
Net worth (A + B)	20,030	20,030

Notes:

1. "Net Worth" means sum total of paid-up capital and free reserves.

As per section 2(43) of Companies Act, 2013 "Free reserves" free reserves" means such reserves which, as per the latest audited balance sheet of a company, are available for distribution as dividend:

Provided that—

- (i) any amount representing unrealised gains, notional gains or revaluation of assets, whether shown as a reserve or otherwise, or
- (ii) any change in carrying amount of an asset or of a liability recognised in equity, including surplus in profit and loss account on measurement of the asset or the liability at fair value, shall not be treated as free reserves.

2. The post amalgamation net worth of the Company is determined considering the accounting treatment contained in clause 9 of the draft composite scheme of amalgamation of Mindtree Limited, Discoverture Solutions LLC ("Transferor Entity") and Relational Solutions Inc ("Transferor Entity"), which represents purchase method of accounting for amalgamation. Accordingly, the identity of reserves of the Transferor Entities other than statutory reserves is not preserved as per Accounting Standard 14 - Accounting for Amalgamation specified as per Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. There are no statutory reserves with respect to the transferor entities. Therefore net worth of the Company pre and post amalgamation will remain same.

For Mindtree Limited



Authorised Signatory

Place: Bangalore

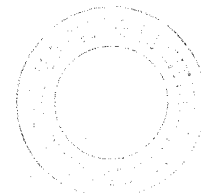
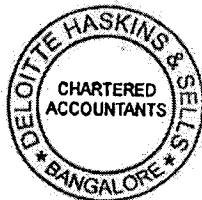
Date: 15th October, 2015

For Mindtree Limited



Company Secretary

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Mindtree

Welcome to possible

Annexure-H

Registered Office Address: Mindtree Ltd.
Global Village, RVCE Post, Mysore Road,
Bengaluru-560059, Karnataka, India.
Corporate Identity Number (CIN): L72200KA1999PLC025564
E-mail: info@mindtree.com

EXTRACT OF THE RESOLUTION PASSED AT THE BOARD MEETING OF MINDTREE LIMITED (MINDTREE OR COMPANY) HELD ON OCTOBER 15, 2015 AT 10.30.AM AT GLOBAL VILLAGE, RVCE POST, MYSORE ROAD, BANGALORE-560059

APPROVAL OF THE COMPOSITE SCHEME OF AMALGAMATION

After a brief discussion, the following resolutions were passed unanimously:

RESOLVED THAT, pursuant to the provisions of sections 391 to 394 and all other applicable provisions, if any, of the Companies Act, 1956 and that of the relevant provisions of the Companies Act, 2013, if any, and enabling provisions in the Company's Memorandum and Articles of Association, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and various circulars issued by SEBI and other Statutory Authorities from time to time and subject to confirmation of the Jurisdictional High Court / National Company Law Tribunal and approval of the Foreign Investment Promotion Board / Reserve Bank of India and other concerned authorities, if any, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Company, the consent of the Board be and is hereby accorded for the amalgamation of Discoverture Solutions LLC, Relational Solutions Inc., (Transferor Companies) with the Company (Transferee Company) vide the Composite Scheme of Amalgamation [hereinafter the "Scheme"] (the draft of which was submitted to this meeting and was initialed by the Chairman of the meeting for the purposes of identification).

RESOLVED FURTHER THAT there is no requirement for the share entitlement ratio as the transferor companies are the wholly owned subsidiaries of the transferee company and no shares are allotted to them.

RESOLVED FURTHER THAT the Fairness report issued by the merchant banker (which was considered by the Audit Committee) and the report of the Audit Committee recommending the Scheme of amalgamation be and are hereby taken on record.

RESOLVED FURTHER THAT the undertaking of the Company with regard to non-applicability of requirements under Clause 5.16(a) of SEBI Circular CIR/CFD/DIL/5/2013 dated Feb 4, 2013 and further clarified by Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 in respect of the scheme duly certified by the Statutory Auditors of the Company, placed before the Board, be and is hereby approved and taken on record by the Board.

RESOLVED FURTHER THAT in the opinion of the Board, the said scheme will be of advantage and beneficial to the Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT National Stock Exchange of India Limited be and is hereby appointed as the Designated Stock Exchange for the purpose of the Scheme.

RESOLVED FURTHER THAT for the purpose of the Scheme, amalgamation of Discoverture Solutions LLC, Relational Solutions Inc., with the Company, any of the Executive Directors, Mr. Jagannathan Chakravarthi, CFO, Mr. Erwan Carpentier, SVP Legal and General Counsel, Ms. Vedavalli Sridharan, Company Secretary, be and are hereby severally authorised to:

Vedavalli Sridharan

Mindtree Ltd.
Global Village
RVCE Post, Mysore Road
Bengaluru - 560059
T + 91 80 6706 4000
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W www.mindtree.com



Mindtree

Welcome to possible

Registered Office Address: Mindtree Ltd.

Global Village, RVCE Post, Mysore Road,

Bengaluru-560059, Karnataka, India.

Corporate Identity Number (CIN): L72200KA1999PLC025564

E-mail: info@mindtree.com

- i) to make such alterations and changes to the aforesaid Scheme of Amalgamation as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by the Central Government or by the concerned Stock Exchanges or the Court of competent jurisdiction;
- ii) to evolve, decide upon and bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or may suo moto decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the scheme as it may in its absolute discretion consider necessary, expedient, fit and proper;
- iii) file applications/petitions/affidavits/pleadings or other documents as may be required for the scheme in the High Court of Karnataka/ National Company Law Tribunal or other relevant courts including the filings as may be required under the laws of the transferor Companies
- iv) obtain the requisite approval of the Foreign Investment Promotion Board / Reserve Bank of India; if necessary
- v) affix the common seal of the Company on any documents as per the Articles of Association.
- vi) file the said Scheme with the concerned Stock exchanges for approval in terms of the provisions of the Listing Agreement, including the appointment of designated stock exchange;
- vii) To approve various reports as may be required with regard to the filing of the scheme as may be required by the stock exchanges and various government authorities.
- viii) settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- ix) make application to relevant authorities or other persons for their approval as may be required.
- x) authorize any person(s) to, sign and file applications/petitions to the High Court of Karnataka/ National Company Law Tribunal and that of other competent jurisdiction for directions for holding a meeting of the Members and Creditors and for confirmation of the Scheme, including the appointment of Chairman for such meetings, to sign notices convening such meetings of shareholders, creditors and other concerned persons;
- xi) authorise any person(s) to file all pleadings, reports, and sign and issue public advertisements and notices, for and in connection with the above purpose.
- xii) give such directors as may be considered necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the scheme or implementation hereof or in any manner whatsoever connected herewith and
- xiii) do all such act, deeds and things necessary, desirable or expedient in connection with or incidental to giving effect to the purpose of the above Resolution.
- xiv) to appear before the Official Liquidator, Registrar of Companies, Income Tax Department, Regional Director and other statutory and quasi-judicial authorities in connection with matters, connected and incidental thereto
- xv) to appoint Mr N.K. Dilip, Mr. Nanjappa. M.G., Mr. Raghunath Ananthapur, Ms. Rashmi Talukdar, Mr. Bhargava. K.S., Mr. Ankush V.H and/or any other advocates of M/s Tatva Legal, Advocates having their office at B-3, 2nd Floor, Embassy Heights, Annexe Block, Magrath Road, Bangalore 560 025 as advocates to represent the Company before the High Court of Karnataka/ National Company Law Tribunal and other courts in respect of the Scheme and all matters, connected and incidental thereto and all such acts, deeds and things (incidental and ancillary) as may be considered necessary and expedient in relation thereto.

Vedant

Mindtree Ltd.

Global Village

RVCE Post, Mysore Road

Bengaluru - 560059

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Mindtree

Welcome to possible

xvi) to file necessary forms, papers, returns, documents etc., with the Registrar of Companies, Karnataka within stipulated time as applicable under the provisions of the Companies Act."

Registered Office Address: Mindtree Ltd.

Global Village, RVCE Post, Mysore Road,

Bengaluru-560059, Karnataka, India.

Corporate Identity Number (CIN): L72200KA1999PLC025564

E-mail: info@mindtree.com

// CERTIFIED TRUE COPY //

For Mindtree Limited
Red [Signature]
Company Secretary

Mindtree Ltd.
Global Village
RVCE Post, Mysore Road
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W www.mindtree.com

RELATIONAL SOLUTIONS, INC.

CONSENT TO ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The undersigned directors of Relational Solutions, Inc., an Ohio corporation ("Corporation"), hereby waive notice, and consent to the following actions of the Board of Directors of the Corporation, without a meeting by unanimous written consent, pursuant to the Bylaws of the Corporation and section 1701.54 of the Ohio General Corporation Law.

WHEREAS, there has been presented to the Board a proposed Composite Scheme of Amalgamation of Mindtree Limited and Discoveriture Solutions, LLC and Relational Solutions, Inc. ("Scheme of Amalgamation"), providing, among other things, for the amalgamation and merger of this Corporation into Mindtree Limited; and

WHEREAS, this Board of Directors deems it to be in the best interests of this Corporation and its shareholder that such Scheme of Amalgamation be approved and that this Corporation merge with and into Mindtree Limited; be it:

RESOLVED, that, subject to approval by the Indian courts under Indian law, the terms and conditions of the proposed Scheme of Amalgamation presented to the Board and the mode of carrying them into effect as set forth in said Scheme of Amalgamation, as well as the dealing with the shares of the Corporation including but not limited to cancellation of the share capital as set forth in said Scheme of Amalgamation, are hereby approved pursuant to Ohio Revised Code section 1701.80; and

RESOLVED FURTHER, that the President and the Secretary of the Corporation are directed to execute and acknowledge said Scheme of Amalgamation in the name and on behalf of this Corporation and deliver a duly executed copy thereof to Mindtree Limited; and

RESOLVED FURTHER, that the officers of this Corporation, Jagannathan Chakravarthi, Erwan Carpenter, and Vedavalli Sridharan, are directed to execute, acknowledge, file, and record such instruments and do such other acts in the name and on behalf of this Corporation including representing the Corporation in relation to the amalgamation proceedings before the Indian courts, certifying the organizational documents produced before the Indian Courts and statutory authorities as 'true copies' of the original documents, representing and filing applications, petitions, affidavits, undertakings and any other necessary documents as may be necessary or proper to fully perform the terms and conditions of the Scheme of Amalgamation.

Dated: 15th October, 2015


Anand Sampath Kumar

Director

For Mindtree Limited


Company Secretary

Annexure - I



Registered Office Address: Mindtree Ltd.
Global Village, RVCE Post, Mysore Road,
Bengaluru-560059, Karnataka, India.
Corporate Identity Number (CIN): L72200KA1999PLC025564
E-mail: info@mindtree.com

October 20, 2015

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra East,
Mumbai 400 051

Dear Sirs,

Subject: Undertaking under Clause 24 (g) of the Listing Agreement

Dear Sir,

The Company ensures that the Composite Scheme of Amalgamation of Discoverture Solutions LLC and Relational Solutions Inc, with Mindtree Limited to be presented to any Court or Tribunal does not in any way violate, override or circumscribe the provisions of Security Laws or the Stock Exchange requirements.

Thanking you,
Yours sincerely,

for Mindtree Limited

Vedavalli S
Company Secretary



Annexure - J



Mindtree

Welcome to possible

Registered Office Address: Mindtree Ltd.
Global Village, RVCE Post, Mysore Road,
Bengaluru-560059, Karnataka, India.
Corporate Identity Number (CIN): L72200KA1999PLC025564
E-mail: info@mindtree.com

October 20, 2015

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra East,
Mumbai 400 051

Dear Sirs,

Subject: Application under Clause 24(f) of the Listing Agreement for the proposed Composite Scheme of Amalgamation of Mindtree Limited and Discoverture Solutions LLC and Relational Solutions Inc.

In connection with the above application, We undertake and confirm that the Company is in Compliance of the requirements of Clause 49 of the Listing Agreement. A copy of the Compliance Report is attached to as an Annexure 1.

Thanking you,
Yours sincerely,

for **Mindtree Limited**

A handwritten signature in black ink, appearing to read 'Vedavalli S'.

Vedavalli S
Company Secretary

Mindtree Ltd.
Global Village
RVCE Post, Mysore Road
Bengaluru - 560059

T + 91 80 6706 4000
F + 91 80 6706 4100
W www.mindtree.com



Mindtree

Welcome to possible

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Global Village, RVCE Post, Mysore Road,
Bengaluru-560059, Karnataka, India.
Corporate Identity Number (CIN): L72200KA1999PLC025564
E-mail: info@mindtree.com

Ref: MT/STAT/CS/15-16/104

October 7, 2015

The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra East,
Mumbai 400 051

Dear Sirs,

Kind Attention Mr. Gopala Krishna and Mr. Hari

Subject: Submission of:

- (i) Corporate Governance Report as per Clause 49 of the Listing Agreement for the quarter ended September 30, 2015;
- (ii) Statement showing Shareholding Details as per Clause 35 of the Listing Agreement as on September 30, 2015;

Enclosed herewith the compliance status of provisions of Clause 49 of the Listing Agreement relating to Corporate Governance for the quarter ended September 30, 2015 and Statement showing shareholding details as on September 30, 2015 pursuant to Clause 35 of the Listing Agreement for your reference.

Please take the above intimation on records and acknowledge the receipt of the same.

Thanking you,
Yours sincerely,

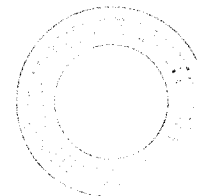
for Mindtree Limited

Vedavalli S
Company Secretary



For Mindtree Limited

Company Secretary



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Quarterly Compliance Report on Corporate Governance as on September 30, 2015
(As per Annexure-XI of the Listing Agreement)

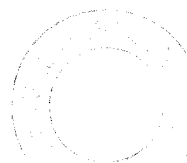
Name of the Company: Mindtree Limited

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49(II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49(IV)	Yes	
V. Subsidiary Companies	49 (V)	NA	The Company does not have a material non-listed Indian Subsidiary.
VI. Risk Management	49(VI)	Yes	
VII. Related Party Transactions	49(VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	N/A	
IX. CEO/CFO Certification	49 (IX)	Yes	

1 of 2

Mindtree Ltd.
Global Village
RVCE Post, Mysore Road
Bengaluru - 560059

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Mindtree

Welcome to possible

Registered Office Address: Mindtree Ltd.
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Bengaluru-560059, Karnataka, India.
Corporate Identity Number (CIN): L72200KA1999PLC025564
E-mail: info@mindtree.com

X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

for Mindtree Limited

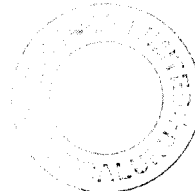
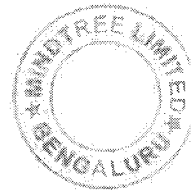
Vedavalli S
Company Secretary

Note:

1. The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
2. In the column No. 3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (VII).
3. In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

For Mindtree Limited

Company Secretary





Mindtree

Welcome to possible

Registered Office Address: Mindtree Ltd.
Global Village, RVCE Post, Mysore Road,
Bengaluru-560059, Karnataka, India.
Corporate Identity Number (CIN): L72200KA1999PLC025564
E-mail: info@mindtree.com

October 20, 2015

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra East,
Mumbai 400 051

Dear Sirs,

Subject: Rationale behind the Scheme

Dear Sir,

This is further to the application for the Composite Scheme of Amalgamation of Mindtree Limited (Transferee Company) and Discoverture Solutions LLC and Relational Solutions Inc, (hereinafter referred to as "Transferor Companies") filed with your exchange. The Rationale behind the scheme are as follows:

- (i) The amalgamation will enable the Transferee Company to integrate its business operations and provide significant impetus to the growth of the Transferee Company. The consolidation of the activities by way of an amalgamation will lead to synergies of operations and a stronger and wider capital and financial base for future growth/expansion. The combined entity will have a bigger portfolio of services targeted at a wider array of customers, which will strengthen its competitive position in providing IT services /software & technology related services markets This will also enable the Transferee Company to address newer solutions and services to its customers and to transferor's customers and enhance its marketing capabilities.
- (ii) The amalgamation will result in economy of scales and reduction in overheads, administrative, managerial and other expenditure, operational rationalisation, organisational efficiency, and optimal utilisation of various resources.
- (iii) The managerial expertise of the Transferor Companies will contribute to the strength of the Transferee Company. Consequently, the Transferee Company will offer a strong financial structure to all creditors including the creditors of the Transferor Companies, facilitate resource mobilisation and achieve better cash flows. This would contribute substantially towards enhancement of shareholder's value of the Transferee Company.
- (iv) Duplication of administrative functions will be eliminated together with the multiple record - keeping resulting in reduced expenditure.
- (v) This amalgamation will result in a significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company.
- (vi) The banks, creditors and institutions, if any, are not affected by the proposed amalgamation as their security is maintained.
- (vii) There shall be impetus and increase in the area of sales, network of the Transferee Company apart from reduction in costs.

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W www.mindtree.com



Mindtree

Welcome to possible

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Corporate Identity Number (CIN): L72200KA1999PLC025564
E-mail: info@mindtree.com

- (viii) The amalgamation shall result in the combination of manpower of both the companies and a single management structure for the companies.
- (ix) The combined managerial and technical expertise would enable the Transferee Company to develop a business model that would be competitive and cogent.

Thanking you,
Yours sincerely,

for **Mindtree Limited**

Vedavalli S
Company Secretary

Annexure - L



Registered Office Address: Mindtree Ltd.
Global Village, RVCE Post, Mysore Road,
Bengaluru-560059, Karnataka, India.
Corporate Identity Number (CIN): L72200KA1999PLC025564
E-mail: info@mindtree.com

October 20, 2015

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra East,
Mumbai 400 051

Dear Sirs,

Ref: Clause 24(f) of the Listing Agreement

Subject: Brief details of business of Mindtree Limited and Discoverture Solutions LLC and Relational Solutions Inc.

Dear Sir,

The details of business of Mindtree Limited are as follows:

Mindtree Limited:

The Transferee Company is involved in the business of software and technology related services, product development services, information management services etc.

Discoverture Solutions LLC:

Discoverture Solutions LLC is involved in the business of providing technology services for property and casualty insurance and healthcare industries.

Relational Solutions Inc.:

Relational Solutions Inc., has proven expertise in analytics with solutions for supply chain optimization and trade promotions analytics in Consumer Packaged Goods retail execution

Thanking you,
Yours sincerely,

For Mindtree Limited

Vedavalli S
Company Secretary

Deloitte Haskins & Sells

Chartered Accountants
Deloitte Centre
Anchorage II
100/2 Richmond Road
Bengaluru - 560 025
India

Tel : + 91 (80) 66276000
Fax: + 91 (80) 66276013

Independent Auditor's Certificate

To,
The Board of Directors,
Mindtree Limited
Global Village,
RVCE Post,
Mysore Road,
Bangalore-560059,
Karnataka, India

1. We, Deloitte Haskins & Sells, Chartered Accountant, (Firm Registration No. 008072S), the statutory auditors of Mindtree Limited ("the Company"), have been requested by the Company to certify the attached "Undertaking in terms of Para 5.16 (b) of the Securities Exchange Board of India (SEBI) Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013, as amended vide Circular No. CIR/CFD/DIL/8/2013 dated May, 21, 2013 (together, the "SEBI Circular")" ("the undertaking"), which has been prepared by the Company and approved by its Board of Directors, and is duly stamped by us for identification purpose.
2. The Management of the Company is responsible for preparation of the undertaking and the maintenance of proper books of account and such other relevant records as prescribed by applicable laws, which includes collecting, collating and validating data and designing, implementing and monitoring of internal controls relevant to preparation of the undertaking that is free from material misstatement and for ensuring compliance with the applicable SEBI Circulars.
3. Our responsibility, for the purpose of certificate, is limited to certifying the particulars contained in the undertaking on the basis of the proposed "Composite Scheme of Arrangement between Mindtree Limited and Discoveriture Solutions L.L.C. and Relational Solutions Inc." ("Proposed Scheme"), books of account and other relevant records and documents maintained by the Company and did not include the evaluation of the adherence by the Company with all applicable guidelines. We conducted our verification in accordance with the Guidance Note on Audit Reports and Certificates for Special Purpose and Standard on Auditing issued by Institute of Chartered Accountant of India.

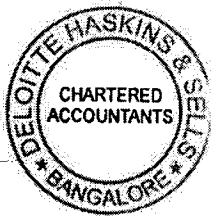


**Deloitte
Haskins & Sells**

4. On the basis of our verification of the Proposed Scheme and other relevant records and documents as referred to in paragraph 3 above and according to the information and explanations provided to us by the Management of the Company, we certify that the undertaking provided by the Board of Directors of the Company as referred to in paragraph 1, is in accordance with the books of account, Proposed Scheme and other relevant records and documents maintained by the Company.
5. This Certificate is issued at the request of the Company in connection with the Proposed Scheme for onward submission to the National Stock Exchange of India Limited and BSE Limited. This Certificate should not be used for any other purpose without our prior written consent.

BENGALURU, 15 October, 2015

Ref: VB/269



For DELOITTE HASKINS & SELLS
Chartered Accountants
(ICAI Reg. No. 008072S)

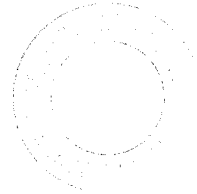
A handwritten signature in black ink, appearing to be "V. Balaji".

V. BALAJI
Partner
Membership No. 203685

For Mindtree Limited

A handwritten signature in black ink, appearing to be "V. Balaji".

Company Secretary





Mindtree

Welcome to possible

Registered Office Address: Mindtree Ltd.
Global Village, RVCE Post, Mysore Road,
Bengaluru-560059, Karnataka, India.
Corporate Identity Number (CIN): L72200KA1999PLC025564
E-mail: info@mindtree.com

Undertaking

Undertaking in terms of Para 5.16 (b) of the Securities Exchange Board of India (SEBI) Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013, as amended vide Circular No. CIR/CFD/DIL/8/2013 dated May, 21, 2013 (together, the "SEBI Circular")

Pursuant to paragraph 5.16 (b) of SEBI Circular, we state that the provisions of 5.16 (a) are not applicable to the Scheme of Merger ("Scheme") for the transfer of the Undertaking of Discoverture Solutions L.L.C and Relational Solutions Inc (wholly owned subsidiary of the Company), with the Company for the following reasons:

- i. Where additional shares have been allotted to Promoter/ Promoter Group , Related parties of Promoter / Promoter Group, Associates of Promoter/ Promoter Group , Subsidiary/ (s) of Promoter/ Promoter Group of the listed Company, or

Not applicable, since no shares would be allotted to Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group of the listed Company, arising out of this merger.

- ii. Where the Scheme of Arrangement involves the listed Company and any other entity involving Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group.

Not applicable, since the Scheme of Arrangement is with wholly owned subsidiary and does not involve any of its Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group.

- iii. Where the parent listed Company, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter/ Promoter Group, Related parties of Promoter / Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/ (s) of Promoter/ Promoter Group of the parent listed Company, and if that subsidiary is being merged with the parent listed Company under the Scheme.

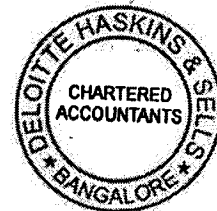
Not applicable, since the share of Discoverture Solutions L.L.C and Relational Solutions Inc were acquired by the Company from persons who were not the Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group of the Company.

For Mindtree Limited

Date: 15th October, 2015

For Mindtree Limited

Company Secretary



Mindtree Ltd.
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