



Mindtree

Welcome to possible

Ref: MT/STAT/RSN/13-14/197

January 13, 2014

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 third quarter ended December 31, 2013;**
- (ii) **Shareholding details as per Clause 35 of the Listing Agreement as on December 31, 2013;**
- (iii) **Reconciliation of Share Capital Audit Certificate as per Circular No. 16/2002 as on December 31, 2013; and**
- (iv) **Compliance Certificate under Clause 47 (c) of the Listing Agreement for the third quarter ended December 31, 2013.**

Enclosed herewith the compliance status of provisions of Clause 49 of the Listing Agreement relating to Corporate Governance for the third quarter ended December 31, 2013 and shareholding details as on December 31, 2013 pursuant to Clause 35 of the Listing Agreement for your reference.

Also attached herewith, the Reconciliation of Share Capital Audit Certificate issued by a Practicing Company Secretary in terms of Circular D & CC/FITTC/CIR- 16/2002 for the third quarter ended December 31, 2013 and Certificate pursuant to Clause 47 (c) of the Listing Agreement for the third quarter ended December 31, 2013.

Please take the above intimation on records and acknowledge the receipt of the same.

Thanking you,
Yours sincerely,

for Mindtree Limited

Rajesh S Narang
Vice President - Legal & Company Secretary



COV-Mindtree

I (a) Statement showing Shareholding Pattern			
Name of the Company : Mindtree Limited			
Scrip Code : 532819		Class of Security : Equity Shares of Rs. 10/- each, fully paid	
Name of the Scrip : MINDTREE			
Quarter ended : 31.12.2013			
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	41,626,192		
(Rs. 416,261,920- 41,626,192 Equity Shares of Rs. 10/- each, fully paid)			

For Mindtree Limited

Rajesh S

Vice President Legal & Company Secretary



(i)(a) Shareholding Pattern under Clause 35								
Name of the Company:			Mindtree Limited					
Script Code:	532819	Quarter ended:			31.12.2013			
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 number of shares		Shares pledged or otherwise encumbered	
					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	5	5,183,093	5,183,093	12.45	12.45	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-
	P A C	3	905,000	905,000	2.17	2.17	-	-
	Sub-Total (A)[1]	8	6,088,093	6,088,093	14.63	14.63	-	-
-2	Foreign							
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-
(b)	Bodies Corporate	1	815,521	815,521	1.96	1.96	-	-
(c)	Institutions	-	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-
	Sub-Total (A)[2]	1	815,521	815,521	1.96	1.96	-	-
	Total Shareholding of Promoter and Promoter Group (A)=(A1)+(A2)	9	6,903,614	6,903,614	16.58	16.58	-	-
(B)	Public shareholding[3]							
-1	Institutions							
(a)	Mutual Funds/ UTI	62	4,090,108	4,090,108	9.83	9.83	-	-
(b)	Financial Institutions/ Banks	3	2,568	2,568	0.01	0.01	-	-
(c)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	133	15,312,146	15,312,146	36.78	36.78	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-	-
	Sub-Total (B)[1]	198	19,404,822	19,404,822	46.62	46.62	-	-
-2	Non-Institutions							
(a)	Bodies Corporate	551	9,225,499	9,225,499	22.16	22.16	-	-
(b)	Individuals							
i	Individual shareholders holding nominal share capital up to Rs. 1 lakh	41,651	2,841,345	2,762,362	6.83	6.83	-	-
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	53	1,427,505	1,415,467	3.43	3.43	-	-
(c)	Qualified Foreign Investor	-	-	-	-	-	-	-
(d)	Any Other (specify)	-	-	-	-	-	-	-
	1. Clearing Members	191	26,606	26,606	0.07	0.07	-	-
	2. Foreign Nationals	11	187,141	185,241	0.45	0.45	-	-
	3. Non-Resident Individuals (Repatriable)	483	169,519	172,836	0.48	0.48	-	-
	4. Non-Resident Individuals (Non-Repatriable)	172	131,036	131,036	0.31	0.31	-	-
	5. Directors	2	1,287,000	1,287,000	3.09	3.09	-	-
	6. Trusts	6	105	105	-	-	-	-
	Sub-Total (B)[2]	43,120	15,317,756	15,208,174	38.80	38.80	-	-
	Total Public Shareholding (B)=(B1)+(B2)	43,318	34,722,578	34,612,996	83.42	83.42	-	-
	TOTAL (A)+(B)	43,327	41,626,192	41,516,610	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)	43,327	41,626,192	41,516,610	100.00	100.00	-	-

(i)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"											
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	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	
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	KRISHNAKUMAR NATARAJAN -PROMOTER	1,994,703	4.79	-	-	-	-	-	-	-	4.79
2	SUBROTO BAGCHI-PROMOTER	1,401,523	3.37	-	-	-	-	-	-	-	3.37
3	S JANAKIRAMAN - PROMOTER	879,137	2.11	-	-	-	-	-	-	-	2.11
4	LSO INVESTMENT PRIVATE LIMITED- FOREIGN PROMOTER COMPANY	815,521	1.96	-	-	-	-	-	-	-	1.96
5	N S PARTHASARATHY -PROMOTER	811,921	1.47	-	-	-	-	-	-	-	1.47
6	ROSTON RAVANAN - PROMOTER	295,609	0.71	-	-	-	-	-	-	-	0.71
7	SUSMITA BAGCHI-PAC	660,000	1.63	-	-	-	-	-	-	-	1.63
8	AKILA KRISHNAKUMAR -PAC	210,000	0.50	-	-	-	-	-	-	-	0.50
9	SANJAY KUMAR PANDA -PAC	15,000	0.04	-	-	-	-	-	-	-	0.04
	TOTAL	6,903,614	16.58	-	-	-	-	-	-	-	16.58

For Mindtree Limited

Rajiv S

Vice President Legal & Company Secretary



Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares								
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		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 RESORTS PRIVATE LIMITED	4,365,442	10.49	-	-	-	-	10.49
2	NALANDA INDIA FUND LIMITED	3,949,089	9.49	-	-	-	-	9.49
3	GLOBAL TECHNOLOGY VENTURES LTD	2,613,561	6.28	-	-	-	-	6.28
4	SUDARSHAN SECURITIES PRIVATE LIMITED	1,425,000	3.42	-	-	-	-	3.42
5	HDFC TRUSTEE COMPANY LTD - A/C HDFC MID -CAP OPPORTUNITIES FUND AND OTHER RELATED FUNDS	1,261,933	3.03	-	-	-	-	3.03
6	FRANKLIN TEMPLETON INVESTMENT FUNDS	1,257,910	3.02	-	-	-	-	3.02
7	V G SIDDHARTHA	1,257,000	3.02	-	-	-	-	3.02
8	ICICI PRUDENTIAL DISCOVERY FUND AND OTHER RELATED FUNDS	1,234,695	2.97	-	-	-	-	2.97
9	AMANSA CAPITAL PTE LIMITED A/C AMANSA HOLDINGS PRIVATE LIMITED	1,067,102	2.56	-	-	-	-	2.56
10	FID FUNDS (MAURITIUS) LIMITED	883,406	2.12	-	-	-	-	2.12
11	COPHTHAL MAURITIUS INVESTMENT LIMITED	759,381	1.82	-	-	-	-	1.82
12	NALANDA INDIA EQUITY FUND LIMITED	714,880	1.72	-	-	-	-	1.72
13	ONTARIO TEACHERS' PENSION PLAN BOARD MANAGED BY AROHI ASSET MANAGEMENT PTE LTD-NP8Q	558,965	1.34	-	-	-	-	1.34
14	FRANKLIN TEMPLETON MUTUAL FUND A/C FRANKLIN INDIA PRIMA FUND AND OTHER RELATED FUNDS	540,622	1.30	-	-	-	-	1.30
15	AROH ASSET MANAGEMENT PTE LTD A/C AROHI EMERGING ASIA MASTER FUND	496,661	1.19	-	-	-	-	1.19
TOTAL		22,385,627	53.78	-	-	-	-	53.78

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								
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)	Details of warrants		Details of convertible		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				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	
1	COFFEE DAY RESORTS PRIVATE LIMITED	4,365,442	10.49	-	-	-	-	10.49
2	NALANDA INDIA FUND LIMITED	3,949,089	9.49	-	-	-	-	9.49
3	GLOBAL TECHNOLOGY VENTURES LTD	2,613,561	6.28	-	-	-	-	6.28
TOTAL		10,928,092	26.25	-	-	-	-	26.25

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)
1	Ravi Shankar B	12,038	0.0289
2	Arun Rangaraju	4,184	0.0101
3	Pankaj Khanna	949	0.0023
TOTAL		17,171	0.0413

Statement showing details of Depository Receipts (DRs)			
Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs
1	NA	-	-
TOTAL		-	-

Statement showing Holding of Depository Receipts (DRs), where underlying shares are in excess of 1% of the total number of shares			
Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs
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

Rajni S

Vice President Legal & Company Secretary

