



**Mindtree**

*Welcome to possible*

Registered Office Address: Mindtree Limited,  
Global Village, RVCE Post, Mysore Road,  
Bangalore-560059  
Corporate Identity Number (CIN):  
L72200KA1999PLC025564  
E-mail: [info@mindtree.com](mailto:info@mindtree.com)

**Ref: MT/STAT/RSN/14-15/4**

**April 10, 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 quarter ended March 31, 2014;
- (ii) Shareholding details as per Clause 35 of the Listing Agreement as on March 31, 2014;
- (iii) Reconciliation of Share Capital Audit Certificate as per Circular No. 16/2002 as on March 31, 2014; and
- (iv) Compliance Certificate under Clause 47 (c) of the Listing Agreement for the quarter ended March 31, 2014.

Enclosed herewith the compliance status of provisions of Clause 49 of the Listing Agreement relating to Corporate Governance for the quarter ended March 31, 2014 and shareholding details as on March 31, 2014 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 quarter ended March 31, 2014 and Certificate pursuant to Clause 47 (c) of the Listing Agreement for the quarter ended March 31, 2014.

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

<b>I (a) Statement showing Shareholding Pattern</b>			
<b>Name of the Company : Mindtree Limited</b>			
<b>Scrip Code : 532819</b>		<b>Class of Security : Equity Shares of Rs. 10/- each, fully paid</b>	
<b>Name of the Scrip : MINDTREE</b>			
<b>Quarter ended : 31.03.2014</b>			
<b>Partly Paid-up shares</b>	<b>No. of Partly Paid-up shares</b>	<b>As a % of total no. of partly paid-up shares</b>	<b>As a % of total no. of shares of the Company</b>
Held by promoter / promoter group	-	-	-
Held by public	-	-	-
<b>Total</b>	-	-	-
<b>Outstanding convertible securities</b>	<b>No. of outstanding securities</b>	<b>As a % of total no. of outstanding convertible securities</b>	<b>As a % of total no. of shares of the Company, assuming full conversion of the convertible securities</b>
Held by promoter / promoter group	-	-	-
Held by public	-	-	-
<b>Total</b>	-	-	-
<b>Warrants</b>	<b>No. of warrants</b>	<b>As a % of total no. of warrants</b>	<b>As a % of total no. of shares of the Company, assuming full conversion of warrants</b>
Held by promoter / promoter group	-	-	-
Held by public	-	-	-
<b>Total</b>	-	-	-
<b>Total paid-up capital of the company, assuming full conversion of warrants and convertible securities</b>	<b>41,689,731</b>		
<b>(Rs. 416,897,310 - 41,689,731 Equity Shares of Rs. 10/- each, fully paid)</b>			

For Mindtree Limited

Rajuh S

Vice President Legal & Company Secretary



## (I)(a) Shareholding Pattern under Clause 35

Name of the Company:		Mindtree Limited						
Scrip Code:	532819	Quarter ended:			31.03.2014			
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)	<b>Promoter and Promoter Group[2]</b>							
-1	<b>Indian</b>							
(a)	Individuals/ Hindu Undivided Family	5	5,185,433	5,185,433	12.44	12.44	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-
	<b>Promoter Group/ P A C</b>	3	905,000	905,000	2.17	2.17	-	-
	<b>Sub-Total (A)(1)</b>	8	6,090,433	6,090,433	14.61	14.61	-	-
-2	<b>Foreign</b>							
(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)	-	-	-	-	-	-	-
	<b>Sub-Total (A)(2)</b>	1	815,521	815,521	1.96	1.96	-	-
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	9	6,905,954	6,905,954	16.57	16.57	-	-
(B)	<b>Public shareholding[3]</b>							
-1	<b>Institutions</b>							
(a)	Mutual Funds/ UTI	61	4,216,449	4,216,449	10.11	10.11	-	-
(b)	Financial Institutions/ Banks	3	2,960	2,960	0.01	0.01	-	-
(c)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	129	14,997,228	14,997,228	35.97	35.97	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-	-
	<b>Sub-Total (B)(1)</b>	193	19,216,637	19,216,637	46.09	46.09	-	-
-2	<b>Non-Institutions</b>							
(a)	Bodies Corporate	609	9,283,978	9,283,978	22.27	22.27	-	-
(b)	Individuals							
	i. Individual shareholders holding nominal share capital up to Rs. 1 lakh	45,315	2,988,061	2,907,049	7.17	7.17	-	-
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	50	1,371,835	1,371,835	3.29	3.29	-	-
(c)	Qualified Foreign Investor	-	-	-	-	-	-	-
(d)	Any Other (specify)	-	-	-	-	-	-	-
	<b>Sub-Total (B)(2)</b>	659	4,360,904	4,278,884	10.41	10.41	-	-
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	842	23,577,541	23,495,521	56.50	56.50	-	-
	<b>TOTAL (A)+(B)</b>	47,186	41,689,731	41,580,884	100.00	100.00	-	-
(C)	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>							
	<b>1. Promoter and Promoter Group</b>	-	-	-	-	-	-	-
	<b>2. Public</b>	-	-	-	-	-	-	-
	<b>Sub-Total (C)</b>	-	-	-	-	-	-	-
	<b>GRAND TOTAL (A)+(B)+(C)</b>	47,186	41,689,731	41,580,884	100.00	100.00	-	-

For Mindtree Limited

Rajiv S

Vice President Legal &amp; Company Secretary



Sr. No.	Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"	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	
		Name of the shareholder	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
(i)	(ii)	(iii)	(iv)	(v)	(vi)=(v)/(iii)*100	(vii)	(viii)	(ix)	(x)	(xi)	(xii)
1	KRISHNAKUMAR NATARAJAN -PROMOTER	2,001,043	4.80	-	-	-	-	-	-	-	4.80
2	SUBROTO BAGCHI-PROMOTER	1,401,523	3.36	-	-	-	-	-	-	-	3.36
3	S JANAKIRAMAN-PROMOTER	875,137	2.10	-	-	-	-	-	-	-	2.10
4	LSO INVESTMENT PRIVATE LIMITED-FOREIGN PROMOTER COMPANY	815,521	1.96	-	-	-	-	-	-	-	1.96
5	SUSMITA BAGCHI-PROMOTER GROUPIPAC	680,000	1.63	-	-	-	-	-	-	-	1.63
6	N S PARTHASARATHY-PROMOTER	611,921	1.47	-	-	-	-	-	-	-	1.47
7	ROSTOW RAVANAN - PROMOTER	295,809	0.71	-	-	-	-	-	-	-	0.71
8	AKILA KRISHNAKUMAR -PROMOTER GROUPIPAC	210,000	0.50	-	-	-	-	-	-	-	0.50
9	SANJAY KUMAR PANDA -PROMOTER GROUPIPAC	15,000	0.04	-	-	-	-	-	-	-	0.04
	<b>TOTAL</b>	<b>6,905,954</b>	<b>16.57</b>	-	-	-	-	-	-	-	<b>16.57</b>

For Mindtree Limited

Rajiv S

Vice President Legal & Company Secretary



<b>(l)(c)(i) 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</b>								
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 (l)(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	10.47	-	-	-	-	10.47
2	NALANDA INDIA FUND LIMITED	3,949,089	9.47	-	-	-	-	9.47
3	GLOBAL TECHNOLOGY VENTURES LTD	2,648,561	6.35	-	-	-	-	6.35
4	SUDARSHAN SECURITIES PRIVATE LIMITED	1,425,000	3.42	-	-	-	-	3.42
5	V G SIDDHARTHA	1,257,000	3.02	-	-	-	-	3.02
6	FRANKLIN TEMPLETON INVESTMENT FUNDS	1,253,810	3.01	-	-	-	-	3.01
7	ICICI PRUDENTIAL DISCOVERY FUND AND OTHER RELATED FUNDS	1,201,479	2.88	-	-	-	-	2.88
8	HDFC TRUSTEE COMPANY LTD - A/C HDFC MID -CAP OPPORTUNITIES FUND AND OTHER RELATED FUNDS	1,144,162	2.74	-	-	-	-	2.74
9	AMANSA CAPITAL PTE LIMITED A/C AMANSA HOLDINGS PRIVATE LIMITED	1,067,102	2.56	-	-	-	-	2.56
10	COPTHALL MAURITIUS INVESTMENT LIMITED	759,361	1.82	-	-	-	-	1.82
11	ONTARIO TEACHERS' PENSION PLAN BOARD MANAGED BY AROHI ASSET MANAGEMENT PTE LTD-NP9Q	748,979	1.80	-	-	-	-	1.80
12	FID FUNDS (MAURITIUS) LIMITED	728,586	1.75	-	-	-	-	1.75
13	NALANDA INDIA EQUITY FUND LIMITED	714,880	1.71	-	-	-	-	1.71
14	FRANKLIN TEMPLETON MUTUAL FUND A/C FRANKLIN INDIA PRIMA FUND AND OTHER RELATED FUNDS	537,395	1.29	-	-	-	-	1.29
16	AROHI ASSET MANAGEMENT PTE LTD A/C AROHI EMERGING ASIA MASTER FUND	496,661	1.19	-	-	-	-	1.19
16	IDFC PREMIER EQUITY FUND	481,276	1.15	-	-	-	-	1.15
<b>TOTAL</b>		<b>22,778,783</b>	<b>54.64</b>	-	-	-	-	<b>54.64</b>

For Mindtree Limited

Rajni S

Vice President Legal & Company Secretary



(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}	
1	Ravi Shankar B	5,874	0.0141	-
2	Arun Rangaraju	2,517	0.0060	-
3	Pankaj Khanna	949	0.0023	-
4	Paul Norman Gottsegen	1,754	0.0042	-
5	Ramesh Pillai	7,500	0.0180	-
<b>TOTAL</b>		<b>18,594</b>	<b>0.0446</b>	-

(II)(a) 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	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	-	-	-
<b>TOTAL</b>		-	-	-

(II)(b) 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	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	-	-	-
<b>TOTAL</b>		-	-	-

[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

