



**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

**Ref: MT/STAT/CS/15-16/111**  
**The Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001.

**October 20, 2015**

**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 a complete set required documents as per the checklist enclosed. We further enclose herewith cheque bearing number 249649 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**



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**Documents required to be submitted for approval under Clause 24(f) of the Listing Agreement, for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under sections 391, 394 and 101 of the Companies Act, 1956**

Sr. No.	Documents to be submitted alongwith application under Clause 24(f) of the Listing Agreement	Annexure Numbers	Page Numbers
1.	Certified true copy of the resolution passed by the Board of Directors of the company.	Annexure A	4-7
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the High Court.	Annexure B	8-27
3.	Valuation report from Independent Chartered Accountant as applicable as per Para 4 of SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013.	Annexure C1	28
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	Annexure C2	29-31
5.	Fairness opinion by Merchant Banker	Annexure D	32-38
6.	Shareholding pattern of all the companies pre and post Amalgamation / Arrangement as per Clause 35 of the Listing Agreement.	Transferee Company – E1 Transferor Company 1 – E2 Transferor Company 2 – E3	39-46 47 48
7.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure I	Transferee Company – F1 Transferor Company 1 – F2 Transferor Company 2 – F3	49 50 51
8.	Compliance Report as per clause 49 of the listing agreement per Annexure II	Annexure G	52-54
9.	Complaint report as per Annexure III. (To be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme).	This will be submitted within 7 days of expiry of 21 days from the date of receiving the complaints	
10.	Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 as per Annexure IV	Annexure H	55-56

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11.	If as per the company, approval from the shareholders through postal ballot and e-voting, as required under Para 5.16(a), is not applicable then as required under Para 5.16 (b), submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Para 5.16(a). b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	Annexure I and J	57-62
12.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	NSE	
13.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure V.	Annexure K	63-70
14.	Networth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	Annexure L	71-72
15.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure VI.	Transferee Company – M1 Transferor Company 1 – M2 Transferor Company 2 – M3	73-80 81 82
16.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure VII.	Annexure N	83-84
17.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment as specified in the Clause 24(i) of the listing agreement, as per the format given in SEBI circular CIR/CFD/DIL/1/2014 dated March 25, 2014 enclosed as Annexure VIII.	Annexure O	85

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18.	Annual Reports of the transferee/resulting and transferor/demerged companies for the last financial year.	Transferee Company – P1 Transferor Company 1 – P2 Transferor Company 2 – P3	86-182 183-198 199-206
19.	Processing fee (non-refundable) payable will be as below, <b><u>favoring 'BSE Limited'</u></b> Rs.1,00,000/- plus Service Tax as applicable, where one entities/companies are Merged or one new company formed due to De-merger Rs. 2,00,000/- plus Service Tax as applicable, where more than one entity/company is Merged or more than one new company formed due to De-merger.	Cheque bearing number 249849 dated Oct 20, 2015 for an amount of Rs.104,000/- (after the deduction of applicable TDS)	
20.	Name & Designation of the Contact Person Telephone Nos. (landline & mobile) Email ID.	Vedavalli S Company Secretary +91 80339 64938 9611801650 <a href="mailto:Vedavalli.S@mindtree.com">Vedavalli.S@mindtree.com</a>	

Kindly note that all pages of the documents/details provided should be serially numbered, stamped and certified by the authorized signatory of the company.

Kindly also submit one additional set of the documents at sr. nos. 2 to 11 separately (hard copy as well as soft copy emailed to "[bse.schemes@bseindia.com](mailto:bse.schemes@bseindia.com)" mentioning company name as subject, for uploading on the Exchange website).

The Exchange reserves the right to modify and ask for additional documents / clarifications depending on a case to case basis. Approval for the proposed scheme will be subject to compliance with the Statutory/ Regulatory requirements, norms of the Board of Directors of the Exchange and other Exchange requirements.


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**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*



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- 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, 2<sup>nd</sup> 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.

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*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."*

**// CERTIFIED TRUE COPY //**

**For Mindtree Limited**

**Company Secretary**

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**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

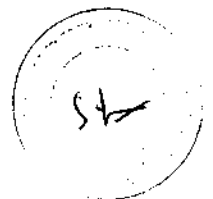
RESOLVED FURTHER, that the officers of this Corporation, Jagannathan Chakravarthi, Erwan Carpenter, and Vedavalli Sridharan, are directed to execute, acknowledge, file, and record such instruments and do such other acts in the name and on behalf of this Corporation including representing the Corporation 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: 15<sup>th</sup> October, 2015

  
Anand Sampath Kumar

Director

For Mindtree Limited  
  
Company Secretary





**COMPOSITE SCHEME OF AMALGAMATION  
OF**

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

**PART I**

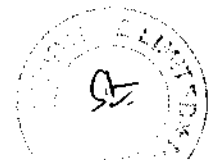
**PRELIMINARY**

- A. This Composite Scheme of Amalgamation provides for the amalgamation of (i) Discoverture Solutions L.L.C., having its registered office at 16100 North 71<sup>st</sup> 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



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.

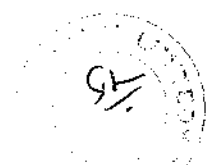
## **PART II**

**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

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America, under the Arizona Limited Liability Company Act, Arizona Revised Statutes, Title 29, Chapter 4 and having its place of business at 16100 North 71<sup>st</sup> 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.
<b>Authorised Share Capital</b>	
80,00,00,000 Equity Shares of Rs. 10 each/-	800,00,00,000/-
<b>Issued , Subscribed and Paid up Share Capital</b>	
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:

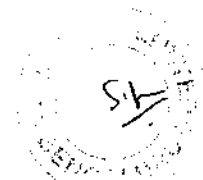
Particulars	Amount in USD
<b>Authorised Share Capital</b>	
1000 Shares of Common Stock	500
<b>Issued , Subscribed and Paid up Share Capital</b>	
1000 Shares of Common Stock	500

- 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

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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 depositor that pursuant to the High Court of Karnataka having sanctioned the Scheme, the said person, debtor or depositor 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

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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

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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:**

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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.

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- 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, filings, 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.

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- 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 stuck 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 stuck 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.

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## **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.

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- 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

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- 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**

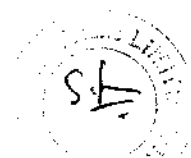
It is clarified that the Scheme shall become effective from the Effective Date however it shall be operative from the Appointed Date.

#### **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.

- oo00oo -



**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

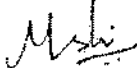
**CERTIFICATE OF EXCHANGE RATIO**

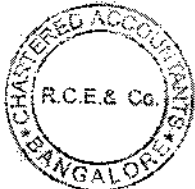
**IN THE MATTER OF AMALGAMATION OF DISCOVERY SOLUTIONS L.L.C AND  
RELATIONAL SOLUTIONS INC WITH MINDTREE LIMITED**

Based on the draft Scheme of Amalgamation ('the Scheme') of Discovery 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 Pai, 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*

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

- 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 Ltd.

Global Village

RVCE Post, Mysore Road

Bengaluru - 560059

T + 91 80 6706 4000

F + 91 80 6706 4100

W [www.mindtree.com](http://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

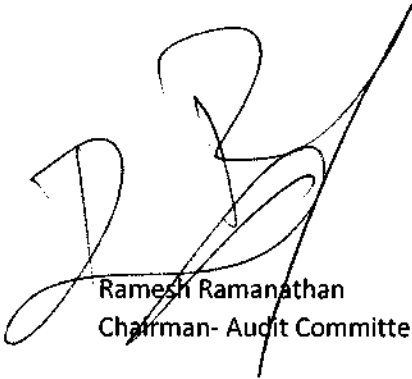
E-mail: info@mindtree.com

**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

Mindtree Ltd.

Global Village

RVCE Post, Mysore Road

Bengaluru - 560059

T + 91 80 6706 4000

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W www.mindtree.com





www.spacapital.com

SPA Capital Advisors Ltd.

(Formerly SPA Capital Bankers Ltd.)

Regd. Office	25, C-Block, Community Centre, Janak Puri, New Delhi - 110058
Tel	25558601/25517371/25515086
Fax	25572763
E-mail	info@spacapital.com

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

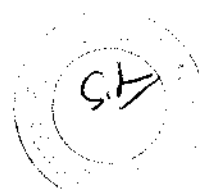
Website: [www.spacapital.com](http://www.spacapital.com)

*"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.**

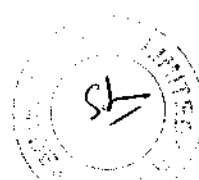
### PURPOSE

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.
<b>Authorised Share Capital</b>	
80,00,00,000 Equity Shares of Rs. 10 each/-	800,00,00,000/-
<b>Issued , Subscribed and Paid up Share Capital</b>	
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.



CH

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.

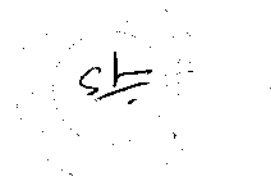
By this Scheme of Amalgamation it is proposed to amalgamate the Transferor Companies with the Transferee Company, for the purposes of better, efficient and economical management, control and running of the businesses, and for further development and growth of the business of the Transferee Company and 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

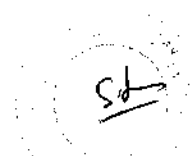
In the proposed Scheme of Arrangement, the entire equity share capital of Transferor Companies held by Transferee Company will be cancelled and there shall not be any change in the shareholding pattern of Transferee Company, As per the provisions of SEBI Circular Number CIR/CFD/DIL/8/2013 dated May 21, 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*





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(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.**

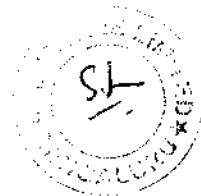
**(Sourabh Garg)**  
**Vice President**



**(Khushboo Tanwar)**  
**Manager**

**For Mindtree Limited**

**Company Secretary**

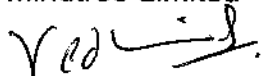


# Annexure - E1

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: 532819 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 As a percentage of (A+B)(1) (VI)	As a percentage of (A+B+C) (VII)	No. of shares (VIII)	Shares pledged or otherwise 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	10,024,360	-
(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	2,172,949	-
Sub-Total (A)(1)		8	10225691	10225691	12.19730977	12.19730977	12,197,309	-
-2	Foreign							
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-
(b)	Bodies Corporate	1	1305992	1305992	1.55780074	1.55780074	1,557,800	-
(c)	Institutions	-	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-
Sub-Total (A)(2)		1	1305992	1305992	1.55780074	1.55780074	1,557,800	-
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		9	11531683	11531683	13.75511051	13.75511051	13,755,105	-
(B)	Public shareholding(3)							
-1	Institutions							
(a)	Mutual Funds/ UTI	54	6066537	6066537	7.23622795	7.23622795	7,236,227	-

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GALURU

(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	228	165507	165507	0.1974185	0.1974185	-	-
	2. Foreign Nationals	17	451076	428864	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	723033943	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	-	-

Verified

(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		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 (VI)=(V)/(III)*100	As a % of grand total (A)+(B)+(C) of sub-clause f)(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)	(vii)	(viii)	(ix)	(x)	(xi)
1	KRISHNAKUMAR NATARAJAN-PROMOTER	4002066	4.7737295	-	-	-	-	-	-	4.7737295
2	SUBROTO BAGCHI-PROMOTER	2617900	3.1226581	-	-	-	-	-	-	3.1226581
3	SUSMITA BAGCHI-PROMOTER GROUP/PAC	1366600	1.6300946	-	-	-	-	-	-	1.6300946
4	USO INVESTMENT PRIVATE LIMITED-FOREIGN PROMOTER COMPANY	1305982	1.5578007	-	-	-	-	-	-	1.5578007
5	N S PARTHASARATHY-PROMOTER	1202281	1.4340932	-	-	-	-	-	-	1.4340932
6	ROSTOW RAVANAN-PROMOTER	581718	0.6938792	-	-	-	-	-	-	0.6938792
7	AKILA KRISHNAKUMAR-PROMOTER GROUP/PAC	420000	0.5009803	-	-	-	-	-	-	0.5009803
8	SANJAY KUMAR PANDA-PROMOTER GROUP/PAC	300000	0.0357843	-	-	-	-	-	-	0.0357843
9	SEEMA RAVANAN-PROMOTER GROUP/PAC	5106	0.0060905	-	-	-	-	-	-	0.0060905
10	TOTAL	11531683	13.7551105	-	-	-	-	-	-	13.7551105

Verified

(1)(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									
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 (1)(e) above)	Details of warrants		Details of convertible securities of the same class		Total shares (including underlying 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 AADCC3995L	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 - A/C 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	COPTHALL 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 AAATT4931H	1266184	1.5103173	-	-	-	-	1.5103173	
15	KOTAK MAHINDRA (INTERNATIONAL) LIMITED	1194127	1.4243670	-	-	-	-	1.4243670	
16	AROH ASSET MANAGEMENT PTE LTD A/C AROHI EMERGING ASIA MASTER	1190876	1.4204892	-	-	-	-	1.4204892	
17	ICICI PRUDENTIAL VALUE DISCOVERY FUND AAAAI0038F	1100900	1.3120914	-	-	-	-	1.3120914	
18	SOMERSET SMALL MID CAP EM ALL COUNTRY FUND LLC	922567	1.1004474	-	-	-	-	1.1004474	
	<b>TOTAL</b>	<b>46348933</b>	<b>55.2854857</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>55.2854857</b>	

Handwritten signature and circular stamp.

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)	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 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 AADCC3995L	8730884	10.414289	-	-	-	-	10.414289
2	NALANDA INDIA FUND LIMITED	7898178	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	Chinmoy Shrikant Bhagawat	1771	0.0021	Public				
5	Gaurav Johri	5312	0.0063	Public				
6	Madhusudhan	2125	0.0025	Public				
7	Pankaj Khanna	2530	0.0030	Public				
8	Paul Norman Gottsegen	4678	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 Krishnaswamy Raghunathapuram	5312	0.0063	Public				
	TOTAL	54722	0.0653					

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(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	-	-	-		
	TOTAL	-	-	-		

Verd

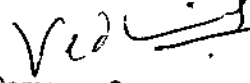
(II)(b)	Statement showing Holding of Depository Receipts (DRs), where underlying shares are in excess of 1% of the total number of shares	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying DRs as a percentage of total number of shares (i.e.,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

**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



# Annexure E 3

## Share capital of Relational Solutions Inc.

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

For Mindtree Limited

Company Secretary

	As per Audited Statements	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	30th June 2015	2014-15	2013-14	2012-13
Equity Paid up Capital	84	84	42	42
Reserves and surplus	2,036	1,927	1,599	1,272
Carry forward losses	-	-	-	-
Net Worth	2,120	2,011	1,641	1,314
Miscellaneous Expenditure	-	-	-	-
Secured Loans	-	-	-	-
Unsecured Loans	2	2	3	3
Fixed Assets	506	498	393	316
Income from Operations	962	3,547	3,032	2,362
Total Income	999	3,631	3,081	2,397
Total Expenditure	824	2,943	2,502	1,973
Profit before Tax	175	688	579	424
Profit after Tax	137	534	451	339
Cash profit	159.67	609.15	552.33	387
EPS	16.36	63.90	108.50	82.70
Book value	253.12	240.49	394.56	320.62

For Mindtree Limited

Vedant  
Company Secretary

**DISCOVERTURE SOLUTIONS L.L.C.***Rs in Crores*

	As per last Audited Financial Year
	2014-15
Equity Paid up Capital	17
Reserves and surplus	2
Carry forward losses	-
Net Worth	19
Miscellaneous Expenditure	-
Secured Loans	-
Unsecured Loans	-
Fixed Assets	1
Income from Operations*	17
Total Income*	17
Total Expenditure*	14
Profit before Tax*	3
Profit after Tax*	2
Cash profit*	1.91
EPS	NA
Book value	NA

\* The numbers are for the period February 1, 2015 to march 31, 2015. As we had acquired the company in February, 2015.

For Mindtree Limited


  
Company Secretary

# Annexure f3

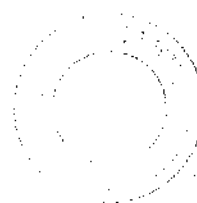
## Relational Solutions INC

(in \$)

	As per last unaudited Financial Year	
	Jan to Dec 2014	Jan to Mar 2015
Equity Paid up Capital	500	500
Reserves and surplus	423,631	402,743
Carry forward losses	-	-
Net Worth	424,131	403,243
Miscellaneous Expenditure	-	-
Secured Loans	-	-
Unsecured Loans	-	-
Fixed Assets	9,723	9,723
Income from Operations	3,281,788	625,708
Total Income	3,282,965	625,857
Total Expenditure	2,844,624	646,745
Profit before Tax	438,340	(20,888)
Profit after Tax	438,340	(20,888)
Cash profit	438,340	(20,888)
EPS	438	(21)
Book value	424	403

For Mindtree Limited

*[Signature]*  
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

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
<b>II. Board of Directors</b>	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	
<b>III. Audit Committee</b>	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	
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	NA	The Company does not have a material non-listed Indian Subsidiary.
<b>VI. Risk Management</b>	49(VI)	Yes	
<b>VII. Related Party Transactions</b>	49(VII)	Yes	
<b>VIII. Disclosures</b>	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	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	

1 of 2

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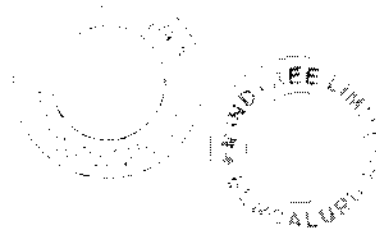
<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>	<b>Yes</b>	
<b>XI. Compliance</b>	<b>49 (XI)</b>	<b>Yes</b>	

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


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E-mail: info@mindtree.com

#### ANNEXURE IV

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

**Sub: Application under Clause 24(f) of the listing agreement for the proposed Composite Scheme of Amalgamation of Discoverture Solutions LLC, Relational Solutions Inc., with Mindtree Limited**

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	NSE. Yes.
<b>Compliance as per Part A, Annexure I to the Circular</b>		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	<b>Annexure B</b>
2.b	Valuation Report from Independent Chartered Accountant	<b>Annexure C1</b>
2.c	Report from the Audit Committee recommending the Draft Scheme	<b>Annexure C2</b>
2.d	Fairness opinion by merchant banker	<b>Annexure D</b>
2.e	Pre and post amalgamation shareholding pattern of unlisted company	<b>Shareholding of Transferee Company - Annexure E1- Shareholding of Transferor Company 1 - Annexure E2 Shareholding of Transferor Company2 and E3</b>
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	<b>Annexure F1, F2 and F3</b>
2.g	Compliance with Clause 49 of Listing Agreement	<b>Annexure G</b>
2.h	Complaints Report	This will be submitted within 7 days of expiry of 21 days from the date of receiving the complaints
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer	NA as no shares are allotted





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	(transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	NA as no shares are allotted
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	NA as no shares are allotted
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	NA as no shares are allotted

For Mindtree Limited

Company Secretary

Date:

~~Managing Director~~/ Company Secretary

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Bengaluru - 560059

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Annexure - I

Registered Office Address: Mindtree Ltd.  
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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:**



# Mindtree

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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, 2<sup>nd</sup> 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.

Mindtree Ltd.  
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RVCE Post, Mysore Road  
Bengaluru - 560059

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# 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

*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."*

**// CERTIFIED TRUE COPY//**

**For Mindtree Limited**

**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

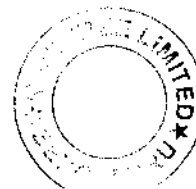
1. We, Deloitte Haskins & Sells, Chartered Accountant, (Firm Registration No. 008072S), the statutory auditors of Mindtree Limited ("the Company"), have been requested by the Company to certify the attached "Undertaking in terms of Para 5.16 (b) of the Securities Exchange Board of India (SEBI) Circular 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.

✓



For Mindtree Limited

Vedant  
Company Secretary



**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



**Mindtree**

*Welcome to possible*

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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: 15<sup>th</sup> October, 2015



For Mindtree Limited

Company Secretary

Mindtree Ltd.  
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Bengaluru - 560059

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## ANNEXURE V

Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
Name of the company	Mindtree Limited	Discoverture Solutions LLC (Transferor Company 1) and Relational Solutions Inc. (Transferor Company 2)
Date of Incorporation & details of name changes, if any	Aug 05, 1999	Transferor Company 1: <b>October 1, 2002</b>  Transferor Company 2: <b>January 22, 1996</b>
Registered Office	Global Village, RVCE Post, Mysore Road, Bengaluru- 560 059	Transferor Company 1: 16100 North 71 <sup>st</sup> Street, suite 250, Scottsdale, Arizona 85254.  Transferor Company 2: Great Northern Corp Centre III, 25050 Country club Blvd, Suite 105, North Olmsted, Ohio 44070
Brief particulars of the scheme	This Composite Scheme of Amalgamation provides for the amalgamation of (i) Discoverture Solutions L.L.C., having its registered office at 16100 North 71 <sup>st</sup> 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	
Rationale for the scheme	(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	





**Mindtree**

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E-mail: info@mindtree.com

	<p>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 &amp; 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.</p>
	<p>(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.</p>
	<p>(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.</p>
	<p>(iv) Duplication of administrative functions will be eliminated together with the multiple record - keeping resulting in reduced expenditure.</p>
	<p>(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.</p>
	<p>(vi) The banks, creditors and institutions, if any, are not affected by the proposed amalgamation as their security is maintained.</p>
	<p>(vii) There shall be impetus and increase in the area of sales, network of the Transferee Company apart from reduction in costs.</p>
	<p>(viii) The amalgamation shall result in the combination of manpower of both the companies and a single management structure for the companies.</p>

S.H



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	(ix) The combined managerial and technical expertise would enable the Transferee Company to develop a business model that would be competitive and cogent.	
Date of resolution passed by the Board of Director of the company approving the scheme	Oct 15, 2015	Oct 15, 2015
Date of meeting of the Audit Committee in which the draft scheme has been approved	Oct 14, 2015	None
Appointed Date	April 01, 2015	April 01 2015
Name of Exchanges where securities of the company are listed	NSE and BSE	None
Nature of Business	The Transferee Company is involved in the business of software and technology related services, product development services, information management services etc.	<p>The Transferor Company 1 is involved in the business of providing technology services for property and casualty insurance and healthcare industries.</p> <p>The Transferor Company 2 is involved in the business of providing technology services for consumer</p>



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		products and goods industries.				
Capital before the scheme	<b>1.1</b> The share capital of the Transferee Company as on Sep 30, 2015 is as under: <table><tr><td><b>Authorised Share Capital</b></td></tr><tr><td>80,00,00,000 Equity Shares of Rs. 10 each/-</td></tr><tr><td><b>Issued , Subscribed and Paid up Share Capital</b></td></tr><tr><td>8,38,35,626 Equity Shares of Rs. 10 each/-</td></tr></table>	<b>Authorised Share Capital</b>	80,00,00,000 Equity Shares of Rs. 10 each/-	<b>Issued , Subscribed and Paid up Share Capital</b>	8,38,35,626 Equity Shares of Rs. 10 each/-	Transferor Company 1 : None  Transferor Company 2 : 1000 shares of no par value amounting to USD 500
<b>Authorised Share Capital</b>						
80,00,00,000 Equity Shares of Rs. 10 each/-						
<b>Issued , Subscribed and Paid up Share Capital</b>						
8,38,35,626 Equity Shares of Rs. 10 each/-						
No. of shares to be issued	NONE					
Cancellation of shares on account of cross holding, if any	NONE	The entire share capital would be cancelled				
Capital after the scheme	There will be no change in the capital of Transferee company	The entire capital stands cancelled.				
Net Worth Pre Post	<div>Rs. In million 20,030</div> <div>Rs. in million 20,030</div>	Transferor 1 (Rs. in million): Pre – 187 Post – NIL  Transferor 2: Pre – US\$403,243 Post -NIL				
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	RCE & Co, Chartered Accountants.					
Methods of valuation and value per share arrived under each method with weight given	Not Applicable	Not Applicable				

to each method, if any.				
Fair value per shares	Not Applicable		Not Applicable	
Exchange ratio	Not Applicable			
Name of Merchant Banker giving fairness opinion	SPA Capital Advisors Limited			
Shareholding pattern of Transferee Company	Pre shareholding as on Sep 30, 2015		Post-shareholding	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	11,531,683	13.76	11,531,683	13.76
Public	72,303,943	86.24	72,303,943	86.24
Custodian	-	-	-	-
TOTAL	83,835,626	100.00	83,835,626	100.00
No of shareholders	55,221		55,221	
Names of the Promoters of Transferee Company	1.Krishnakumar Natarajan-Promoter 2.Subroto Bagchi-Promoter 3.N S Parthasarathy-Promoter 4. Rostow Ramanan-Promoter 5.LSO Investment Private Limited-Foreign Promoter Company 6.Susmita Bagchi-Promoter Group/PAC 7.Akila Krishnakumar-Promoter Group/PAC 8.Sanjay Kumar Panda- Promoter Group/PAC 9.Seema Ramanan-Promoter Group/PAC			

SH

Names of the Board of Directors of Transferee Company	1.Subroto Bagchi 2.Krishnakumar Natarajan 3.N.S. Parthasarathy 4.Rostow Ravanan 5.Dr. Albert Hieronimus 6.V.G.Siddhartha 7.Prof. Pankaj Chandra 8.Ramesh Ramanathan 9.Apurva Purohit 10.Manisha Girotra			
Details regarding change in management control if any	None			
Shareholding pattern of Transferor Company Number 1	Pre shareholding		Post shareholding	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL
Custodian	NIL	NIL	NIL	NIL
TOTAL(Refer Note 1)	NIL*	NIL	NIL	NIL
No of shareholders	1			
Names of the Promoters of Transferor Company Number 1	1. Steven H. Addair 2. Srinivasan Krishnamoorthy 3. Sanjay K. Kanungo 4. Vijaya Narasimha 5. Eric Eckert.			

Names of the Board of Directors of Transferor Company Number 1	Its an LLC Company, managed directly by member cum sole shareholder Mindtree Limited.			
Details regarding change in management control if any	None			
Shareholding pattern of Transferor Company Number 2	Pre shareholding	Post shareholding		
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter * (Refer Note 2)	1000	100%	NIL	NIL
Public				
Custodian				
TOTAL				
No of shareholders	1		1	

**Mindtree***Welcome to possible*

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Names of the Promoters of Transferor Company Number 2	1. Robert York 2. Janet Dorenkott	
Names of the Board of Directors of Transferor Company Number 2	1. Jagannathan Chakravarthi 2. Anand Sampath Kumar	
Details regarding change in management control if any	None	

Note:

1. Mindtree Limited is the sole member of the Discoverture Solutions LLC (Discoverture) and owns 100% membership interests in Discoverture.
2. Promoter holding is Nil. The Holder is Mindtree Limited.

For Mindtree Limited

Company Secretary

Mindtree Ltd.  
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W www.mindtree.com

# 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



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
<b>Reserves and Surplus:</b>		
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
<b>Total Reserves and Surplus</b>	<b>19,193</b>	<b>19,193</b>
<b>Net worth (A + B)</b>	<b>20,030</b>	<b>20,030</b>

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:

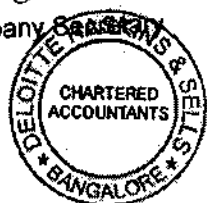
Provided that—

- (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

*[Signature]*  
Company Secretary



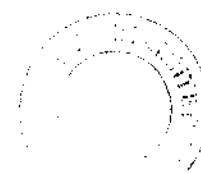
For Mindtree Limited

*[Signature]*

Authorised Signatory

Place: Bangalore

Date: 15th October, 2015

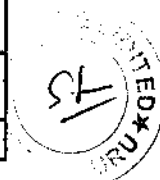


# Annexure - M1

## Details of Capital Evolution of Mindtree Limited ( Transferee Company)

Year	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
1999-2000	200	2	Initial Capital-Promoters		Unlisted
	8,045,000	2	Allotments to certain Promoters		Unlisted
	2,683,537	20.47	Allotment to certain Promoters and others	10,728,737	Unlisted
	10,103,963	33.45	Allotment to LSO Investment (P) Limited, Walden Software Investments Limited, Amalgamated Holdings and VaitarUnlisted Holdings Private Limited	20,832,700	Unlisted
2000-01	0	0	NIL	20,832,700	Unlisted
2001-02	400,000	2	Allotment to MindTree Benefit Trust	21,232,700	Unlisted
	38,385	2	Exercise of vested stock options	21,271,085	Unlisted
	64,892	2.01	Exercise of vested stock options	21,335,977	Unlisted
	27,210	2	Exercise of vested stock options	21,363,187	Unlisted
	10,810	2	Exercise of vested stock options	21,373,997	Unlisted
2002-03	50,624	2	Exercise of vested stock options	21,424,621	Unlisted
	6,250	2	Exercise of vested stock options	21,430,871	Unlisted
	18,272	2	Exercise of vested stock options	21,449,143	Unlisted
	221	50	Exercise of vested stock options	21,449,364	Unlisted
	13,134	2	Exercise of vested stock options	21,462,498	Unlisted
2003-04	64,829	2	Exercise of vested stock options	21,527,327	Unlisted
	70	50	Exercise of vested stock options	21,527,397	Unlisted
	20,590	2	Exercise of vested stock options	21,547,987	Unlisted
	53	50	Exercise of vested stock options	21,548,040	Unlisted
	24,057	2	Exercise of vested stock options	21,572,097	Unlisted
	86	50	Exercise of vested stock options	21,572,183	Unlisted

	87,257	2	Exercise of vested stock options	21,659,440	Unlisted
	61	50	Exercise of vested stock options	<b>21,659,501</b>	Unlisted
2004-05	64,385	2	Exercise of vested stock options	21,723,886	Unlisted
	1,705	50	Exercise of vested stock options	21,725,591	Unlisted
	150	138.77	Allotment to AIG Offshore Systems Service Inc. pursuant to Convertible Security Agreement dated December 10, 2003	21,725,741	Unlisted
	32,689	2	Exercise of vested stock options	21,758,430	Unlisted
	65,650	2	Exercise of vested stock options	21,824,080	Unlisted
	249	50	Exercise of vested stock options	21,824,329	Unlisted
	5,669	2	Exercise of vested stock options	21,829,998	Unlisted
	824	50	Exercise of vested stock options	21,830,822	Unlisted
2005-06	133,523	2	Exercise of vested stock options	21,964,345	Unlisted
	926	50	Exercise of vested stock options	21,965,271	Unlisted
	19,500	119	Allotment to employees joining us pursuant to business purchase of ASAP	21,984,771	Unlisted
	384,354	163	Allotment pursuant to acquisition of Linc Software Services Private Limited	22,369,125	Unlisted
	28,690	2	Exercise of vested stock options	22,397,815	Unlisted
	2,523	50	Exercise of vested stock options	22,400,338	Unlisted
	6,722,424	99	Conversion of Preference Shares into fully paid-up Equity Shares	29,122,762	Unlisted
	2,194	50	Exercise of vested stock options	29,124,956	Unlisted
	140,698	2	Exercise of vested stock options	29,265,654	Unlisted
	9,326	50	Exercise of vested stock options	29,274,980	Unlisted
	87,555	2	Exercise of vested stock options	29,362,535	Unlisted



2006-07	119,127	2	Exercise of vested stock options	29,481,662	Unlisted
	16,225	50	Exercise of vested stock options	29,497,887	Unlisted
	209,673	2	Exercise of vested stock options	29,707,560	Unlisted
	78,885	50	Exercise of vested stock options	29,786,445	Unlisted
	99,257	2	Exercise of vested stock options	29,885,702	Unlisted
	65,288	50	Exercise of vested stock options	29,950,990	Unlisted
	82,587	2	Exercise of vested stock options	30,033,577	Unlisted
	23,145	50	Exercise of vested stock options	30,056,722	Unlisted
	248,700	2	Exercise of vested stock options	30,305,422	Unlisted
	143,298	50	Exercise of vested stock options	30,448,720	Unlisted
	6,500	2	Allotment to Spastics Society of KarUnlistedtaka and others(10)	30,455,220	Unlisted
	1,240,017	6.71	Allotment to AIG Offshore Systems Service Inc. pursuant to Convertible Security Agreement dated December 10, 2003	31,695,237	Unlisted
	25,356,190	10	Bonus issue in the ratio of 4 : 1	31,695,237	Unlisted
	5,593,300	425	Shares issued under IPO	37,288,537	Listed ✓
	464,040	10	Exercise of vested stock options	37,752,577	Listed
2007-08	54,700	10	Exercise of vested stock options	37,807,277	Listed
	85,046	50	Exercise of vested stock options	37,892,323	Listed
	10,227	250	Exercise of vested stock options	37,902,550	Listed
	3,330	300	DSOP	37,905,880	Listed
	13,373	300	Exercise of vested stock options	37,919,253	Listed
	780	315	Exercise of vested stock options	37,920,033	Listed
	525	350	Exercise of vested stock options	37,920,558	Listed
2008-09	7,250	10	Exercise of vested stock options	37,927,808	Listed
	57,419	50	Exercise of vested stock options	37,985,227	Listed
	5,030	250	Exercise of vested stock options	37,990,257	Listed



	6,094	300	Exercise of vested stock options	37,996,351	Listed
	320	315	Exercise of vested stock options	37,996,671	Listed
	15	350	Exercise of vested stock options	37,996,686	Listed
2009-10	17,401	10	Exercise of vested stock options	38,014,087	Listed
	94,487	50	Exercise of vested stock options	38,108,574	Listed
	327	117.15	Exercise of vested stock options	38,108,901	Listed
	1,519	138.88	Exercise of vested stock options	38,110,420	Listed
	11,019	167.75	Exercise of vested stock options	38,121,439	Listed
	255	170.5	Exercise of vested stock options	38,121,694	Listed
	196	182.88	Exercise of vested stock options	38,121,890	Listed
	6,150	242	Exercise of vested stock options	38,128,040	Listed
	60,112	250	Exercise of vested stock options	38,188,152	Listed
	1,819	286	Exercise of vested stock options	38,189,971	Listed
	19,149	300	Exercise of vested stock options	38,209,120	Listed
	95,071	300	Exercise of vested stock options	38,304,191	Listed
	6,580	315	Exercise of vested stock options	38,310,771	Listed
	39,925	335	Exercise of vested stock options	38,350,696	Listed
	22,931	343.48	Exercise of vested stock options	38,373,627	Listed
	2,005	350	Exercise of vested stock options	38,375,632	Listed
	900	355	Exercise of vested stock options	38,376,532	Listed
	1,818	412.5	Exercise of vested stock options	38,378,350	Listed
	2,695	419	Exercise of vested stock options	38,381,045	Listed
	18,180	424	Exercise of vested stock options	38,399,225	Listed
	3,150	460	Exercise of vested stock options	38,402,375	Listed
	764	478.5	Exercise of vested stock options	38,403,139	Listed
	1,111,855	0	2 shares for every 11 shares held in Aztec allotted to aztec shareholders as reduced by shares held in trust cancelled	39,514,994	

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2010-11	10,800	10	Exercise of vested stock options	39,525,794	Listed
	54,473	50	Exercise of vested stock options	39,580,267	Listed
	196	117.15	Exercise of vested stock options	39,580,463	Listed
	102	138.05	Exercise of vested stock options	39,580,565	Listed
	668	138.88	Exercise of vested stock options	39,581,233	Listed
	669	167.75	Exercise of vested stock options	39,581,902	Listed
	240	182.88	Exercise of vested stock options	39,582,142	Listed
	6,950	242	Exercise of vested stock options	39,589,092	Listed
	94,893	250	Exercise of vested stock options	39,683,985	Listed
	47,521	300	Exercise of vested stock options	39,731,506	Listed
	177,936	300	Exercise of vested stock options	39,909,442	Listed
	9,284	315	Exercise of vested stock options	39,918,726	Listed
	88,000	335	Exercise of vested stock options	40,006,726	Listed
	6,300	340	Exercise of vested stock options	40,013,026	Listed
	9,945	343.48	Exercise of vested stock options	40,022,971	Listed
	1,810	350	Exercise of vested stock options	40,024,781	Listed
	2,100	355	Exercise of vested stock options	40,026,881	Listed
	1,915	419	Exercise of vested stock options	40,028,796	Listed
	1,800	460	Exercise of vested stock options	40,030,596	Listed
	4,591	478.5	Exercise of vested stock options	40,035,187	Listed
2011-12	88	10	Exercise of vested stock options	40,035,275	Listed
	40,124	50	Exercise of vested stock options	40,075,399	Listed
	262	138.05	Exercise of vested stock options	40,075,661	Listed
	29	138.88	Exercise of vested stock options	40,075,690	Listed
	491	167.75	Exercise of vested stock options	40,076,181	Listed
	109	182.88	Exercise of vested stock options	40,076,290	Listed
	6,125	240	Exercise of vested stock options	40,082,415	Listed

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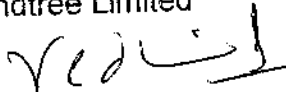
	1,750	242	Exercise of vested stock options	40,084,165	Listed
	45,258	250	Exercise of vested stock options	40,129,423	Listed
	19,708	355	Exercise of vested stock options	40,149,131	Listed
	281,578	300	Exercise of vested stock options	40,430,709	Listed
	8,420	315	Exercise of vested stock options	40,439,129	Listed
	102,187	335	Exercise of vested stock options	40,541,316	Listed
	2,510	350	Exercise of vested stock options	40,543,826	Listed
	50	419	Exercise of vested stock options	40,543,876	Listed
	47	192.5	Exercise of vested stock options	40,543,923	Listed
2012-13	25,837	50	Exercise of vested stock options	40,569,760	Listed
	500	10	Exercise of vested stock options	40,570,260	Listed
	26,650	242	Exercise of vested stock options	40,596,910	Listed
	814,160	335	Exercise of vested stock options	41,411,070	Listed
	7,950	520	Exercise of vested stock options	41,419,020	Listed
	6,000	240	Exercise of vested stock options	41,425,020	Listed
	17,700	340	Exercise of vested stock options	41,442,720	Listed
	7,271	478.5	Exercise of vested stock options	41,449,991	Listed
	4,729	343.48	Exercise of vested stock options	41,454,720	Listed
	15,667	355	Exercise of vested stock options	41,470,387	Listed
	73	138.33	Exercise of vested stock options	41,470,460	Listed
	13,000	435	Exercise of vested stock options	41,483,460	Listed
	30,000	238	Exercise of vested stock options	41,513,460	Listed
	7,500	460	Exercise of vested stock options	41,520,960	Listed
	2,364	308	Exercise of vested stock options	41,523,324	Listed
	3,900	525	Exercise of vested stock options	41,527,224	Listed
	7,831	10	ESPS	41,535,055	Listed
2013-14	12,868	50	Exercise of vested stock options	41,547,923	Listed

	1,000	242	Exercise of vested stock options	41,548,923	Listed
	3,600	520	Exercise of vested stock options	41,552,523	Listed
	26,350	525	Exercise of vested stock options	41,578,873	Listed
	10,746	478.5	Exercise of vested stock options	41,589,619	Listed
	7,047	343.48	Exercise of vested stock options	41,596,666	Listed
	1,172	167.75	Exercise of vested stock options	41,597,838	Listed
	255	182.88	Exercise of vested stock options	41,598,093	Listed
	2,900	562	Exercise of vested stock options	41,600,993	Listed
	702	138.88	Exercise of vested stock options	41,601,695	Listed
	160	138.33	Exercise of vested stock options	41,601,855	Listed
	16,250	511	Exercise of vested stock options	41,618,105	Listed
	7,500	444	Exercise of vested stock options	41,625,605	Listed
	379	117.15	Exercise of vested stock options	41,625,984	Listed
	153	138.05	Exercise of vested stock options	41,626,137	Listed
	45,000	560	DSOP	41,671,137	Listed
	18,594	10	ESPS	41,689,731	Listed
2014-15	17,789	50	Exercise of vested stock options	41,707,520	Listed
	28,000	525	Exercise of vested stock options	41,735,520	Listed
	11,351	478.5	Exercise of vested stock options	41,746,871	Listed
	13,536	343.48	Exercise of vested stock options	41,760,407	Listed
	1,636	167.75	Exercise of vested stock options	41,762,043	Listed
	35,000	560	DSOP	41,797,043	Listed
	21,000	444	Exercise of vested stock options	41,818,043	Listed
	13,500	570	Exercise of vested stock options	41,831,543	Listed
	69,286	10	ESPS	41,900,829	Listed
	41,765,661	10	Bonus Issue 1:1	83,666,490	Listed
	11,612	50	Bonus pursuant to exercise of ESOP options	83,678,102	Listed
	22,000	525	Bonus pursuant to exercise of ESOP options	83,700,102	Listed
	11,351	478.5	Bonus pursuant to exercise of ESOP options	83,711,453	Listed



	13,418	343.48	Bonus pursuant to exercise of ESOP options	83,724,871	Listed
	1	167.75	Bonus pursuant to exercise of ESOP options	83,724,872	Listed
	7,500	570	Bonus pursuant to exercise of ESOP options	<b>83,732,372</b>	Listed
Upto Sept 30, 2015	3,976	50	Exercise of vested stock options	83,736,348	Listed
	7,500	570	Exercise of vested stock options	83,743,848	Listed
	22,000	520	Exercise of vested stock options	83,765,848	Listed
	3,454	478.5	Exercise of vested stock options	83,769,302	Listed
	29,394	10	ESPS	83,798,696	Listed
	3,976	50	Bonus pursuant to exercise of ESOP options	83,802,672	Listed
	7,500	570	Bonus pursuant to exercise of ESOP options	83,810,172	Listed
	22,000	520	Bonus pursuant to exercise of ESOP options	83,832,172	Listed
	3,454	478.5	Bonus pursuant to exercise of ESOP options	<u><b>83,835,626</b></u>	Listed

For Mindtree Limited

  
Company Secretary



## Annexure - M2

Details of Capital Evolution of Discoverture Solutions LLC ( Transferor Company-1)					
Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
NA	NA	NA	NA	NA	NA

Note: Discoverture Solutions LLC is a Limited Liability Company with no shares

For Mindtree Limited



Company Secretary



## Details of Capital Evolution of the Relational Solutions INC ( Transferor Company-2)

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
1/1/1996	500.00	NA	Initial Allotment	500.00	Unlisted. An overseas entity
8/6/2009	500.00	NA	Cancelled	-	Unlisted. An overseas entity
8/6/2009	1,000.00	NA	Initial Allotment	1,000.00	Unlisted. An overseas entity
3/3/2011	1,000.00	NA	Cancelled	-	Unlisted. An overseas entity
3/3/2011	812.50	NA	Rights Issue	812.50	Unlisted. An overseas entity
3/3/2011	187.50	NA	Series A - Preferred Shares	1,000.00	Unlisted. An overseas entity
15/7/2015	187.50	NA	Series A - Preferred Shares - Cancelled	812.50	Unlisted. An overseas entity
15/7/2015	187.50	NA	Series A - Preferred Shares - Cancelled converted to common stock	1,000.00	Unlisted. An overseas entity



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

**ANNEXURE VII**

To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai – 400 001.

Dear Sir,

**Sub: Application under Clause 24(f) of the listing agreement for the Composite Scheme of Amalgamation of Discoverture Solutions LLC and Relational Solutions Inc. (herein after referred to as "Transferor Companies") with Mindtree Limited (Transferee Company)**

In connection with the above application, we hereby confirm that:

- a) The proposed Composite scheme of Amalgamation of Discoverture Solutions LLC and Relational Solutions Inc. with Mindtree Limited does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions as explained in clause 24(g) of the Listing agreement or the requirements of BSE Limited.
- b) In view of the past decision of the High Court on various schemes, it is not necessary for the holding company to seek the approval of the shareholders and it is sufficient that the shareholders of the Subsidiary Company approves the same. Accordingly in the explanatory statement to be forwarded by the Subsidiary Companies to the shareholders it shall disclose the following documents:
  - i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
  - ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
  - iii) The Complaint report as per Annexure III.
  - iv) The observation letter issued by the stock exchange
- c) The draft Composite Scheme of Amalgamation together with all documents mentioned in Clause 5.16 (c) SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, has been disseminated on company's website as per Website link given hereunder:  
[www.mindtree.com/investors](http://www.mindtree.com/investors)
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.



**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

- e) The undertaking certified by the Auditor and duly approved by the Board of Directors of the Company stating the reasons for non-applicability of Para 5.16(a) of SEBI Circular No. CIR/CFD/DIL/5/2013 dated Feb 05, 2013 (as modified by Para 7 of SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 is enclosed as Annexure. The aforesaid Undertaking shall also be disseminated on the website of the Company.
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company 1 and transferor company 2 from the one given in the draft scheme of amalgamation.

For Mindtree Limited

Company Secretary

Date: 20/10/15

\_\_\_\_\_  
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

# 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

## Directors' Report

Dear Shareholders,

The Board of Directors ("Board") of Mindtree Limited ("Company") with immense pleasure present their sixteenth report on the business and operations of your Company for the financial year 2014-15. This Report is being presented along with the audited financial statements for the year.

### Financial Performance

₹ in million

Financial Particulars	For the year ended March 31	
	2015	2014
Revenue from operations	35,474	30,316
Other income	831	494
<b>Total revenues</b>	<b>36,305</b>	<b>30,810</b>
Employee benefit expense	20,646	17,820
Finance costs	1	4
Depreciation and amortisation expense	1,017	809
Other expenses	7,764	6,390
<b>Total expenses</b>	<b>29,428</b>	<b>25,023</b>
<b>Profit before tax</b>	<b>6,877</b>	<b>5,787</b>
Tax expense	1,534	1,275
<b>Profit for the year</b>	<b>5,343</b>	<b>4,512</b>

### Global Economic & Business Environment

The details about Global Economic & Business Environment are provided under the section Management Discussion & Analysis of this Annual Report.

### Financial perspective of the year gone by

Revenue for the year is ₹ 35,474 million signifying a growth of 17% in Rupee terms. Your Company had 217 active customers as on March 31, 2015 of which 88 accounts had revenues in excess of US\$ 1 million, 28 accounts had revenues in excess of US\$ 5 million, 14 accounts had revenues in excess of US\$ 10 million, 6 accounts had revenues in excess of US\$ 20 million, 4 accounts had revenues in excess of US\$ 30 million and 1 account had revenues in excess of US\$ 50 million.

EBITDA margins have marginally dropped from 20.1% in the previous year to 19.9% in the current year. Our effective tax rate is about 22.3% as compared to about 22.03% in the previous year. PAT has increased by 18.4% to ₹ 5,343 million as compared to ₹ 4,512 million in the previous year.

### Key business developments during the financial year

The particulars of some of the key business developments which took place during the financial year 2014-15 have been detailed out under the section Management Discussion & Analysis of this Annual Report.

### Dividend

Based on the Company's strong and consistent financial performance and considering the profitability and the cash flow of the Company, the Board had declared interim dividends during the financial year 2014-15. The details of interim dividends declared are as below:

Particulars of Dividend	Par Value (in ₹)	Percentage	Dividend amount per Equity Share (in ₹)	Date of Declaration	Record Date
First Interim Dividend	10.00	30%	3.00	October 15, 2014	October 21, 2014
Second Interim Dividend	10.00	40%	4.00	January 19, 2015	January 27, 2015

Your Directors have also recommended the following final dividend for the financial year ended March 31, 2015, which is payable on obtaining the Shareholders' approval in the Sixteenth Annual General Meeting:

Particulars of Dividend	Par Value (in ₹)	Percentage	Dividend Amount per Equity share (in ₹)	Date of Recommendation	Book Closure Date
Final Dividend	10.00	100%	10	April 16, 2015	June 15, 2015 to June 22, 2015 (both days inclusive)

The dividend will be paid in compliance with all the applicable regulations. The dividend pay-out amount for the current year inclusive of tax on dividend will be ₹ 1,714 million as compared to ₹ 1,221 million in the previous year.

In view of the improved predictability and stability of the Company's operations, the Board intends to maintain similar or better levels of dividend payout over the next few years. However, the actual dividend payout in each year will be subject to the investment requirements of the annual operating plan for the year and any other strategic priorities identified by the Company.

### Changes to Equity Share Capital

Your Company issued 276,980 equity shares of ₹ 10/- each, to various Mindtree Minds and to Directors on exercise of stock options during 2014-15. In addition, the members are aware that the Company had issued and allotted 41,765,661 equity shares of ₹ 10/- each as Bonus shares. Consequently, the paid-up equity share capital has increased from ₹ 416,897,310 as on March 31, 2014 to ₹ 837,323,720 as on March 31, 2015.

### Infrastructure

In the beginning of year, your Company had 1,721,369 sq. ft. of space consisting of 12,730 seats spread across various locations in India. Following are the key changes during the year.

**Bengaluru - Mysore road:** your Company added 55,000 sq. ft. consisting of 614 seats. We have plans to add about 1,100 seats in next financial year in this facility.

**Bengaluru - Whitefield:** your Company added 70,000 sq. ft. consisting of 737 seats. We have plans to carry out interiors in the remaining 64,000 sq. ft. area consisting of 550 seats during 2015 in this facility. We will have LEED Platinum certification for this facility.

**Pune:** Interior work was done during the year and we have added 406 seats in the existing building in the 4th floor.

**Hyderabad:** One new floor measuring 43,500 sq. ft. has been added. It consists of 373 seats.

**Bhubaneswar:** Mindtree Kalinga consisting of training and residential facility for 500 campus minds became operational partially on March 15, 2015 at Bhubaneswar, Odisha. This is a state-of-the-art training and development center. This facility measuring 272,000 sq. ft. has been built using 1 million compressed soil blocks manufactured at site. We believe this is the first time anywhere in the world, a building has been built to this magnitude using mud blocks. Other important sustainability related features of this facility are passive cooling system and storage and usage of rain water using an artificial lake with a capacity of 14.7 million litres. We plan to have LEED Platinum certification for this facility.

In all, your Company has sufficient capacity to meet its growth needs over short and medium terms. Your Company has adopted the LEED green building design for infrastructure in many projects. The infrastructure arrangements we have in our facilities assist greatly in promoting work-life balance.

### Details of Subsidiary Companies, Joint Ventures and Associate Companies, and their financial position.

Your Company has two direct subsidiaries, and two step down subsidiaries as at March 31, 2015, the names of which are as under:

Sl. No	Name of Subsidiary	Date of Incorporation/ Acquisition	Country	Business
1	Mindtree Software (Shanghai) Company Limited	January 29, 2013	China	Information Technology Services
2	Discoverure Solutions LLC	February 13, 2015 <sup>1</sup>	USA	Information Technology Services
<b>Step Down (Subsidiary of Discoverure Solutions, LLC)</b>				
1	Discoverure Solutions ULC	February 13, 2015 <sup>1</sup>	Canada	Information Technology Services
2	Discoverure Solutions Europe Limited	February 13, 2015 <sup>1</sup>	UK	Information Technology Services

#### <sup>1</sup>Date of acquisition

The statement containing salient features of the financial statement of the above subsidiaries in Form AOC-1 is given in Annexure 1.

### People

#### Expertise-Led Culture-Backed People

For Mindtree "Welcome to possible" is more than a slogan - it reflects our approach to every engagement. Some believe in the power of numbers. Some believe in the power of technology. We believe in the power of people. And the impact people can have on technology. Our roots grew from this belief that people with diverse points of view could come together to build a different kind of technology company. One that puts people who work with us, first. And this belief drives our vision for tomorrow to build technology experts who are focused on one goal: helping our clients succeed. Today, a wealth of information is opening up a world of possibilities. Realizing those possibilities takes more than numbers. It takes more than technology. It takes people. People who can turn the potential of information into meaningful solutions. Solutions that simplify businesses. Improve Governments. Propel societies forward.

#### Developing an expert Mindtree Mind

The expert Mindtree Mind is to be cultivated and cared for in a conscious way in order to be created. The way we approach development of our people is akin to that of a gardener tending to his garden, planting the saplings or replanting the plants and nurturing them by creating the right environment needed for their growth.

Orchard is our program for young minds who enter our enterprise from the campuses they graduate from. Fresh minds, just like sapling are keen with curiosity, energy with enthusiasm and tender in disposition. Orchard is their first brush with the environment and the care taken here determines their growth ahead.

Arboretum is our on-boarding platform for experienced talent pool, our lateral hires. Before they get into projects, Arboretum acclimatizes them to the new environment, exposing them to the Mindtree culture.



Culture & Competence doesn't just train minds to meet organization goals but to develop them as competent and complete individuals and to aim at an enculturation of them into our strong work culture.

Grooming future leaders. Expert minds can be created with rigorous trainings but expert minds with leadership capabilities can be groomed only with effective coaching and mentoring. Our vision of leadership development sees a leader emerging out of his/her strengths on the four agility factors - mental, people, change & result, combined with at least one of the four competencies and catalyzed by the extent of self-awareness.

Mindtree's people strategy is to inculcate a high performance culture. The critical ingredients that nurture performance assessment and development are: Simplicity - A more efficient and engaging system (PACE) that facilitates seamless and less time consuming appraisal process. Goal Setting and performance linkage - Power of cascading organization's vision to all levels, power of social goal setting (linking goals with each other) & role based goal setting. Meaningful reviews - which create the expertise driven performance culture. Feedback and conversations in our day to day work and individual development plan. The Pillars Program at Mindtree has been designed to reward high performers and recognize the contributions of their family. The program aims to nurture and retain star performers, build a robust leadership pipeline and engage with the extended Mindtree family. At Mindtree, recognition is expressed in many ways. Recognition is integral to our culture - we celebrate things big and small - and we strive to find new ways to appreciate one another every day. SPOT ON drives our recognition philosophy.

#### Headcount

The total number of Mindtree Minds as on March 31, 2015 was 14,202 as against 12,926 as on March 31, 2014.

Disclosure as required under Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Mindtree as an organization is committed to provide a healthy environment to all Mindtree Minds and thus does not tolerate any discrimination and/or harassment in any form. The Company has in place a Prevention of Sexual Harassment (POSH) policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Frequent communication of this policy is done in assimilation programs and at regular intervals to Mindtree Minds. Following are some of the awareness programs imparted to train Mindtree Minds and Internal Complaints Committee (ICC).

1. Every Mindtree Mind is supposed to undergo mandatory e-learning module on "Prevention of Sexual Harassment" at workplace.
2. The internal complaints committee is trained by external agency when the committee members are on-boarded to the committee.
3. Policy of "Prevention of Sexual Harassment" at workplace is available on intranet for Mindtree Minds to access as and when required.

Mindtree has setup an Internal Complaints Committee (ICC) both at the head office / corporate office and at every location where it operates in India. ICC has equal representation of men and women and is chaired by senior lady mind and has an external women representation.

ICC investigates the case and provides its recommendations to the apex authority. The apex authority upon receiving the recommendations from ICC arrives at the conclusion and acts upon such recommendations.

Penal consequences of Sexual Harassment ("SH") and the constitution of the ICC is displayed at conspicuous places. The posters are also displayed in regional languages at all Mindtree offices. ———

The following is the summary of the complaints received and disposed off during the financial year 2014-15:

- a) No. of SH complaints received: 10
- b) No. of SH complaints disposed off: 10

Board Meetings, Board of Directors, Key Managerial Personnel & Committees of Directors

#### Board Meetings:

The Board of Directors of the Company met six times during the financial year. The details of various Board Meetings are provided in the Corporate Governance Report. The gap intervening between two meetings of the board is as prescribed in the Companies Act, 2013 (hereinafter "the Act").

#### Appointment

With effect from May 20, 2014, Mr. Rostow Ravanani has been appointed as an Executive Director. With effect from May 20, 2014 Ms. Manisha Girotra has been appointed as a Non-Executive & Independent Director.

#### Re-Appointment

As per Article 109 of the Articles of Association of the Company, one third of the Directors are liable to retire by rotation at the Annual General Meeting of the Company. Mr. Rostow Ravanani retires by rotation and being eligible, offer himself for re-appointment at the ensuing Annual General Meeting.

Your Board has also proposed for the continuation of Mr. Ramesh Ramanathan and Prof. Pankaj Chandra as Independent Directors till March 31, 2018, by altering the term of their office as Independent Directors within the meaning of the Act.

Your Directors recommend that the resolutions relating to the re-appointment of Mr. Rostow Ravanani (who is liable to retire by rotation), as Executive Director, fixing of tenure of office for Executive Chairman Mr. Subroto Bagchi, appointment of Mr. Ramesh Ramanathan, and Prof. Pankaj Chandra as Independent Directors, not liable to retirement by rotation, be passed. Pursuant to the provisions of Clause 49 of the Listing Agreement, brief resumes of these Directors are furnished along with the Explanatory Statement to the notice to the Sixteenth Annual General Meeting.

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Act, that they meet the criteria of independence as laid down in section 149(6) of the Act.

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#### Resignation, Cessations and Changes in Directors and Key Managerial Personnel

Mr. S Janakiraman, who was appointed as an Executive Director of the Company with effect from July 16, 2008, resigned with effect from October 20, 2014. Prof. David B. Yoffie, an Independent Director on the Board has resigned as a Director with effect from March 30, 2015.

Mr. Rajesh S Narang, Vice-President & Company Secretary, resigned with effect from February 13, 2015.

The Board of Directors of your Company, place on record their deep appreciation to Mr. S Janakiraman, Prof. David B Yoffie, and Mr. Rajesh S Narang, and wish them the very best in their future endeavours.

Mr. Rostow Ramanan, Executive Director, who was also donning the role of a CFO, has now ceased to be the CFO with effect from April 01, 2015, and the Board has appointed Mr. Jagannathan Chakravarthi as the CFO. Mr. Rostow Ramanan will assume his new role to lead the Enterprise Service Lines and Key Accounts Group along with oversight of European operations.

#### Details of remuneration to directors:

The information relating to remuneration of directors as required under section 197(12) of the Act, is given in Annexure 3.

#### Board Committees

The Company has the following Committees of the Board:

- 1 Audit Committee;
- 2 Nomination and Remuneration Committee<sup>®</sup>;
- 3 Stakeholders Relationship Committee;
- 4 Administrative Committee;
- 5 Strategic Initiatives Committee;
- 6 Corporate Social Responsibility Committee; and
- 7 Risk Management Committee

<sup>®</sup> The Company had two separate committees viz: Compensation Committee; and Nomination and Corporate Governance Committee. These two committees were unified to form the Nomination and Remuneration Committee on March 30, 2015.

The composition of each of the above Committees, their respective role and responsibility is as detailed in the Report of Corporate Governance.

The policy framed by the Nomination & Corporate Governance Committee / Remuneration Committee under the provisions of section 178(4) of the Act, is as below:

#### Policy relating to Directors

- a. The person to be chosen as a Director shall be of high integrity with relevant expertise and experience so as to have a diverse Board having expertise in the fields of Information Technology, sales /marketing, finance, taxation, law, governance and general management.
- b. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The Nomination & Remuneration Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director:
  - (i) Qualification, expertise and experience of the Directors in their respective fields;
  - (ii) Personal, Professional or business standing; and
  - (iii) Diversity of the Board.
- d. In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

#### Board Evaluation

Pursuant to the provisions of the Act and Clause 49 of the Listing Agreement, the Board has carried out an annual evaluation of its performance, the Directors individually as well as the evaluation of the working of its Audit and Nomination & Remuneration Committees.

For this purpose the Board had engaged a third party with experience in carrying out such evaluation of Board and the findings were shared individually with the Board Members as well as the Chairman.

#### Remuneration Policy

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Our compensation philosophy is to align Directors and Mindtree Minds compensation with our business objectives, so that compensation is used as a strategic tool that helps us recruit, motivate and retain highly talented individuals who are committed to our core values. We believe that our compensation programs are integral to achieving our goals. Through its compensation programme, the Company endeavors to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance of the Company. The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and performance incentives, commission (variable component) to its Chairman, Managing Director and other Executive Directors. Annual increments are decided by the Compensation Committee within the salary scale approved by the Board and Shareholders.

## Directors' Report

### Vigil Mechanism / Whistle Blower Policy

The Company has established a Whistle Blower Policy for Directors and employees to report their genuine concern. The details of the same is explained in the Corporate Governance Report.

### Related Party Transactions

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All related party transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on a quarterly basis for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis. The statement is supported by a certificate from the CEO & MD and the CFO.

The Company has developed a Related Party Transactions Manual, Standard Operating Procedures for purpose of identification and monitoring of such transactions. The policy on related party transactions as approved by the Board is uploaded on the Company's website and can be accessed at <http://www.mindtree.com/policy-related-party-transactions>. None of the Directors have any pecuniary relationships or transactions vis-à-vis the Company, compensation as disclosed in Annexure 4.

The details of the related party transactions as required under Section 13(3)(h) r/w Rule 8 of the Companies (Accounts) Rules, 2014, is attached as Annexure 5.

### Employee Stock Option Plans and Employee Stock Purchase Scheme

Your Company believes in the policy of enabling Mindtree Minds to participate in the ownership of your Company and share its wealth creation, as they are responsible for the management, growth and financial success of your Company.

Your Company currently administers seven stock option programs, viz., ESOP 1999, ESOP 2001, ESOP 2006 (a), ESOP 2006 (b), ESOP 2008 (A), ESOP 2006, ESOP 2010 (A), a stock purchase scheme namely, Mindtree Employee Restricted Stock Purchase Plan 2012, and a Phantom Stock Options Plan.

A Reconciliation Statement of the Equity Shares approved in-principle and later allotted and listed till March 31, 2015 is given below:

Particulars	ESOP 1999 Program I	ESOP 2001 Program II	ESOP 2006(a) Program III	ESOP 2006(b) Program IV	ESOP 2006 Program VI	ESOP 2008 A Program V	ESOP 2010 A Program VII	Mindtree Employee Restricted Stock Purchase Plan 2012 (ESPS)
In-principle approval received from BSE and NSE (Pre and Post Bonus)	196,381	884,904	366,500	7,497,150	555,000	385,024	1,135,000	1,115,000
Less: No. of equity shares allotted & listed	188,004	766,430	239,557	1,914,076	200,000	162,431	-	95,711
Balance number of equity shares	8,377	118,474	126,943	5,583,074	355,000	222,593	1,135,000	1,019,289

Details of the shares issued under Employee Stock Option Plan (ESOP) and Employee Stock Purchase Scheme (ESPS), as also the information as required under Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014, and also the information required under the Guidance note of ICAI are set out in the Annexure 2 to this report. The Board has proposed certain variations to the ESPS, to make the same to be in conformity with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, and the same is placed before the shareholders for their approval. No employee was granted options, during the year, equal to or exceeding 1% of the issued capital.



Details of options granted to Senior Managerial Personnel and Directors during the financial year 2014-15 (including persons who have received grants amounting to 5% or more of the RSUs granted during the year) are as under:

Name of the Senior Managerial Personnel	Designation	RSUs Granted
Ravi Shankar B	Chief People Officer	24,368
Arun Rangaraju	Senior Vice-President	9,462
Radha R	Executive Vice-President	3,960
Veeraraghavan Krishnaswamy Raghunathapuram	Executive Vice-President	3,960
Anil Rao M	Vice-President	1,320
Ramesh Gopalakrishnan	Vice-President	1,584
C Rama Mohan	Executive Vice-President	2,640
Gaurav Johri	Senior Vice-President	3,960
Suresh Hassan Prakash	Vice-President	1,584
Madhusudhan	Chief Technology Officer	1,584
Chinmoy Shrikant Bhagawat	Vice-President	1,320
Ramachandran Ramakrishnan	Senior Vice-President	2,112
Ananda Rao Ladi	Vice-President	2,640
Vikram Kaul	Vice-President	1,584
Paul Gottsegen	Senior Vice-President	4,678
Pankaj Khanna	Senior Vice-President	2,630
<b>Total</b>		<b>69,286</b>

#### Liquidity

Your Company maintains sufficient cash to meet its operations and strategic objectives. Our cash generation during the year has been healthy. Our cash and investments (net of short term borrowings) have increased from ₹ 6,413 million as on March 31, 2014 to ₹ 8,852 million as on March 31, 2015. These funds have been invested in deposits with banks, highly rated financial institutions and debt schemes of mutual funds.

#### Awards and Recognitions

During the year under review, your Company received the following awards and recognitions.

1. Mindtree rated amongst the top 5 in the Asiamoney Corporate Governance Poll results in various categories such as Overall Corporate Governance, Disclosure and Transparency, Shareholder Rights and Investor relations.
2. Mindtree has been ranked #4 in 2014 and #7 in 2013 by ATD (Association for Talent Development), one of the most well-respected global associations dedicated to learning, training and talent development. The ATD BEST Awards recognizes organizations that use learning and development as a strategic business tool to get results.
3. Mindtree was the winner of the Silver Shield, under the Category IX, Service Sector (Other than financial services sector) – (Turnover equal to or more than ₹ 500 crore) of the 'ICAI Awards for Excellence in Financial Reporting' for the year 2013-14.
4. Krishnakumar Natarajan, MD & CEO, was awarded the Best CEO under the IT/ITES (Mid-sized companies) category at the India's Best CEO 2014 awards by Business Today-Pricewaterhouse Coopers.
5. Rostow Ramanan, CFO, was awarded the Best CFO under the Consistent Liquidity Management (Medium) category by the 5th Business Today- Yes Bank Best CFO Awards 2014.

#### Litigation

No material litigation was outstanding as on March 31, 2015. Details of litigation on tax matters are disclosed in the financial statements.

#### Deposits

In terms of the provisions of Sections 73 of the Act read with the relevant Rules of the Act, the Company had no opening or closing balances and also has not accepted any fixed deposits during the year under review and as such, no amount of principal or interest was outstanding as on March 31, 2015.

#### Corporate Governance

Your Company has been practicing the principles of good corporate governance. A detailed report on corporate governance is available as a separate section in this annual report. Certificate of the Statutory Auditors regarding compliance with the conditions stipulated in Clause 49 of the Listing Agreement is provided separately under this Annual Report.

The Company engaged an external firm to conduct a review of the effectiveness of Board processes at Mindtree. The feedback from the review was that many of the processes followed by Mindtree meet global best practice benchmarks as well as some areas where we further strengthen our processes. We are working on implementing these recommendations.

#### Transfer to Investor Education and Protection Fund (IEPF)

Pursuant to Section 205C and other applicable provisions of Companies Act, 1956 (the corresponding provision in the Companies Act, 2013 have not been notified, and hence the earlier law is still applicable in respect of these provisions), Dividends that are unpaid/unclaimed for a period of seven years are required to be transferred to the Investor Education and Protection Fund administered by the Central Government and once unpaid/unclaimed dividend/application money for allotment of any securities and due for refund, is transferred to IEPF, no claim shall lie in respect thereof against the Company. To ensure maximum disbursement of unpaid/unclaimed dividend, the Company sends reminders to the concerned investors, before transfer of dividend to IEPF.

## Directors' Report

The Company had transferred unpaid dividend amounts within the statutory period to the IEPF. During the financial year 2014-15, unpaid or unclaimed dividend including unpaid application money which was due for refund of ₹ 716,667/- was transferred to the IEPF.

Attention is drawn that the unclaimed/unpaid dividend for the financial years 2008-09 is due for transfer to IEPF during September 2015 and October 2015. In view of this, the Members of the Company, who have not yet encashed their dividend warrant(s) or those who have not claimed their dividend amounts, may write to the Company/Company's Registrar and Share Transfer Agent, Link Intime India Private Limited.

The details of the consolidated unclaimed/unpaid dividend details as required by the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, for all the unclaimed/unpaid dividend accounts outstanding (drawn upto the date of Fifteenth Annual General Meeting on July 18, 2014) in terms of the Ministry of Corporate Affairs Notification No. G.S.R 352 (E) dated May 10, 2012 has been uploaded under the Company website: <http://www.mindtree.com/unpaid-dividend-information>.

### Auditors

#### a) Auditors:

1. The retiring Auditors, BSR & Co., LLP (earlier, BSR & Co.,) Chartered Accountants, hold office as Statutory Auditors until the conclusion of the Sixteenth Annual General Meeting. As per the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, listed companies are required to rotate their auditors, once in ten years, and BSR & Co., LLP have held office for a period of 15 years, and the transition time given to change the auditors when the Companies Act, 2013 was brought into force is three years. However, your Directors recommend that your Company should chose to rotate its auditors before the maximum time period given under the Companies Act, 2013.
2. The Audit Committee and the Board of Directors recommend the appointment of M/s Deloitte, Haskins and Sells, Chartered Accountants (Firm Registration No. 008072S) to be appointed in place of BSR & Co. LLP, (previously, BSR & Co.,) Chartered Accountants, (Firm Registration No. 101248W/W-100022), to hold the office of the auditors for a period of five years i.e. from the conclusion of this 16th (Sixteenth) Annual General Meeting till the conclusion of 21st (Twenty First) Annual General Meeting of the Company, subject to annual ratification by the shareholders at every Annual General Meeting and at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.
3. The Company has received a certificate from the said M/s Deloitte, Haskins and Sells, Chartered Accountants (Firm Registration No. 008072S) to the effect that their appointment, if made, would be in accordance with the limits specified under the Companies Act, 2013, and that, they meet the criteria of independence. The proposal for their re-appointment is included in the notice of the ensuing Annual General Meeting.

#### b) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Secretarial Audit has been carried out by M/s. G Shanker Prasad, Practising Company Secretary, and his report is annexed as Annexure 8.

### Particulars of Employees

Information as required under the provisions of Rules 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out in Annexure 3 to the Directors' Report. As per the proviso to Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the particulars of employees posted and working outside India not being directors or their relatives, drawing more than ₹ 6 million per financial year or ₹ 500,000 per month, as the case may be, need not be included in the statement but, such particulars shall be furnished to the Registrar of Companies. Accordingly, the statement included in this report does not contain the particulars of employees who are posted and working outside India. If any Member is interested in obtaining a copy thereof, such Member may write to the Company in this regard.

### Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outflow

The particulars as prescribed under Section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014, are set out in Annexure 6. The Company has also taken several constructive steps to conserve energy through its sustainability initiatives as elaborately disclosed separately as part of the Business Responsibility Report annexed to the current Annual Report.

### Directors' Responsibility Statement

Your Company's Directors make the following statement in terms of sub-section (5) of Section 134 of the Companies Act, 2013, which is to the best of their knowledge and belief and according to the information and explanations obtained by them:

- I. The financial statements have been prepared in conformity with the applicable Accounting Standards and requirements of the Companies Act, 2013, ("the Act") to the extent applicable to the Company; on the historical cost convention; as a going concern and on the accrual basis. There are no material departures in the adoption of the applicable Accounting Standards.
- II. The Board of Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
- III. The Board of Directors have taken proper and sufficient care for the 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 fraud and other irregularities.
- IV. The Board of Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- V. The Board of Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- VI. The financial statements have been audited by BSR & Co., LLP, Chartered Accountants, the Company's Auditors.



VII. The Audit Committee meets periodically with the Internal Auditors and the Statutory Auditors to review the manner in which the Auditors are discharging their responsibilities and to discuss audit, internal control and financial reporting issues.

VIII. To ensure complete independence, the Financial Auditors and the Internal Auditors have full and free access to the Members of the Audit Committee to discuss any matter of substance.

#### Management Discussion and Analysis Report

Management Discussion and Analysis Report as required under Clause 49(VIII) (D)(1) of the Listing Agreement is disclosed separately in the current Annual Report.

#### Corporate Social Responsibility (CSR) Initiatives

As part of its Corporate Social Responsibility (CSR) initiatives, the Company has undertaken several projects in accordance with Schedule VII of the Companies Act, 2013. Mindtree implements its CSR initiatives via three channels:

- Directly by Mindtree
- Through MindTree Foundation
- Through individual social responsibility programs undertaken by Mindtree Minds and supported by Mindtree as appropriate.

Further, Mindtree's CSR will primarily focus on programs that:

- Benefit the differently abled
- Promote education
- Create sustainable livelihood opportunities

The Annual Report on CSR activities, is annexed herewith as Annexure 7.

#### Quality Initiatives and Certifications

Your Company continues its journey of delivering value to its clients through investments in quality programs. Your Company has adopted several external benchmarks and certifications. Your Company is certified under various standards to meet clients' requirements and enhancing valuable delivery and following is the summary of certifications held by your Company:

Certificate Name	Issuing Authority	Certification Date	Certification Expiry Date	Frequency of Surveillance Audits	Remarks
PCI-DSS V 2.0	Trustwave	Apr 29, 2014	Apr 28, 2015	Annual	Certifying compliance to Payment Card Industry Data Security Standard v 2.0 (PCI DSS)
CMMI SVC L3 Ver 1.3	QAI	Mar 27, 2014	Mar 27, 2017	Once in 3 Years	Scope: Maintenance & Testing projects in Bengaluru, Chennai, Hyderabad and Pune centers
ISO/IEC 20000-1:2011	BSI	Nov 26, 2013	Nov 27, 2016	Half yearly	Compliance for design, transition, delivery and improvement of services system to ISO / IEC 20000-1:2011
ISO 14001:2004	Bureau Veritas Certification (India) Pvt Ltd	Sep 25, 2013	Sep 24, 2016	Annual	Certifying compliance of the environment Management systems to ISO 14001:2004
BS OHSAS 18001:2007	Bureau Veritas Certification (India) Pvt Ltd	Sep 25, 2013	Sep 24, 2016	Annual	Certifying compliance of the Occupational health and safety management systems to BS OHSAS 18001:2007
Information Security Management System - ISO/IEC 27001:2005	BSI	Jun 9, 2013	May 17, 2015	Annual	Compliance of Information security management systems to ISO/IEC 27001:2005
CMMI Dev L5 Ver 1.3	QAI	Dec 21, 2012	Dec 21, 2015	Once in 3 years	Scope: Full lifecycle software development projects meeting SOU criteria.

#### Customer Satisfaction

For the last two years, your Company has partnered with an independent firm to do its annual relationship survey with customers. Your Company continues to leverage this relationship to bring best practices into the engagement process as well as bring in industry insights.

The details about customer satisfaction survey are provided under the section Management Discussion and Analysis of this report.

#### Business Responsibility Report:

Your Company has always been at the forefront of voluntary disclosures to ensure transparent reporting on all matters related to the Company's governance and business operations, and has voluntarily undertaken to publish the required data to extent applicable and accordingly, the Business Responsibility Report is annexed in the Annual Report. The said report comprehensively covers your Company's philosophy on corporate social responsibility, its sustainability activities pertaining to efforts on conservation of environment, conducting green awareness events, its commitment towards society, enhancing primary education, initiatives and activities taken up as part of this philosophy for the year 2014-15.

### Insider Trading Regulations

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, the code of conduct for prevention of insider trading and the code for corporate disclosures ("Code"), as approved by the Board from time to time, are in force by the Company. The objective of this Code is to protect the interest of shareholders at large, to prevent misuse of any price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Directors, designated employees and other employees. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated employees and other employees from trading in the securities of Mindtree Limited at the time when there is unpublished price sensitive information. The Board has appointed Mr. Rostow Ramanan, Executive Director as Compliance Officer under the Code.

No other material changes and commitments affecting the financial position of the Company has occurred between April 1, 2015 and the date of signing of this Report.

### Internal Control Systems and Adequacy of Internal Financial Controls

The Company has a proper and adequate system of internal controls. This ensures that all transactions are authorised, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorised use or disposition. In addition there are operational controls and fraud risk controls, covering the entire spectrum of internal financial controls.

An extensive programme of internal audits and management reviews supplements the process of internal financial control framework. Properly documented policies, guidelines and procedures are laid down for this purpose. The internal financial control framework has been designed to ensure that the financial and other records are reliable for preparing financial and other statements and for maintaining accountability of assets. In addition, the Company has identified and documented the risks and controls for each process that has a relationship to the financial operations and reporting.

The Company also has an Audit Committee, comprising 4 (four) professionally qualified Directors, who interact with the Statutory Auditors, Internal Auditors and Management in dealing with matters within its terms of reference. This Committee mainly deals with accounting matters, financial reporting and internal controls.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit (IA) function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

### Audit Committee Recommendations

During the year all the recommendations of the Audit Committee were accepted by the Board. The Composition of the Audit Committee is as described in the Corporate Governance Report.

### Extract of Annual Return

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as Annexure 4.

### Significant & Material Orders passed by the Regulators or Courts

There are no material litigation outstanding as on March 31, 2015. Details of litigation on tax matters are disclosed in the financial statements.

### Particulars of Loans, Guarantees and Investments u/s 186

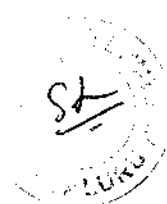
The details of the investments made by the Company are in Note No. 3.4.2 and 3.5.1 of the audited financial statements. The Company has not made any loans to any persons within the meaning of Section 186 and has also not given any guarantees within the meaning of that section.

### Risk Management Policy

The Company has a robust Enterprise Risk Management (ERM) framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The Company has identified various risks and also has mitigation plans for each risk identified.

### Listing Fees

The Company confirms that it has paid the annual listing fees for the year 2015-16 to both National Stock Exchange and Bombay Stock Exchange.



#### Acknowledgments

The Board places on record, their deep sense of appreciation to all the Mindtree Minds, support staff, for adopting to the values of the Company, viz., collaborative spirit, unrelenting dedication and expert thinking, to be an expertise led organization and the Company's customers for letting us deliver the Company's Mission statement, to engineer meaningful technology solutions to help the businesses and societies flourish. The Board also immensely thanks all the shareholders, investors, vendors, service providers, bankers and academic institutions and all other stakeholders for their continued and consistent support to the Company during the year.

Your Directors would like to make a special mention of the support extended by the various Departments of Government of India, the State Governments, particularly, the Software Technology Parks-Bengaluru, Bhubaneswar, Chennai, Hyderabad, Pune and other Government and State Government agencies, the Tax Authorities, the Ministry of Commerce, Reserve Bank of India, Ministry of Corporate Affairs, Ministry of Communication and Information Technology, Ministry of Finance, the Customs and Excise Departments, Securities and Exchange Board of India and others and look forward to their continued support in all future endeavors.

For and on behalf of  
the Board of Directors

Bengaluru  
April 16, 2015

Subroto Bagchi  
Chairman





## Annexure 1

## Form AOC-1

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

## Financial Summary of the Subsidiary Companies

₹ in million

Name of Subsidiary	Mindtree Software (Shanghai) Co. Ltd		Discoverture Solutions LLC	
	As on March 31		As on March 31	
	2015	2014	2015	2014
Particulars				
Share Capital	14	14	20	-
Reserves & Surplus	(3)	(4)	147	-
Total Assets	13	10	274	-
Total Liabilities	2	0	107	-
Details of investments	0	0	7	-
Turnover	18	0	161	-
Profit/ (Loss) before taxation	1	(4)	31	-
Provision for taxation	-	0	10	-
Profit/ (Loss) after taxation	1	(4)	21	-
Proposed dividend	-	0	-	-
% of share holding	100%	100%	100%	-
Reporting Currency			RMB	USD
Exchange Rate to INR on March 31	10.2306	9.7235		62.50

Note:

- 1) No corresponding figures for previous year has been provided for Discoverture Solutions LLC, as the Company became a subsidiary only on February 13, 2015.
- 2) The detailed financials of the Subsidiary Companies shall be made available to any Shareholder seeking such information.
- 3) Discoverture Solutions LLC, has two step down subsidiaries and the details of step down subsidiaries are as below

₹ in million

Name of Subsidiary	Discoverture Solutions Europe Limited		Discoverture Solutions ULC	
	As on March 31		As on March 31	
	2015	2014	2015	2014
Particulars				
Share Capital	0	-	73	-
Reserves & Surplus	5	-	15	-
Total Assets	8	-	24	-
Total Liabilities	3	-	2	-
Details of investments	-	-	-	-
Turnover	4	-	6	-
Profit/(Loss) before taxation	0	-	(1)	-
Provision for taxation	0	-	1	-
Profit/(Loss) after taxation	0	-	(2)	-
Proposed dividend	-	-	-	-
% of share holding	100%	-	100%	-
Reporting Currency		GBP		CAD
Exchange Rate to INR on March 31	92.47		49.0325	

Note:

No corresponding figures for previous year has been provided for the above two step down subsidiaries, as Discoverture Solutions LLC, (the intermediate holding company) became a subsidiary of the Company only on February 13, 2015.

The Company does not have any associate companies and joint ventures.

For Mindtree Limited

Subroto Bagchi  
Chairman

N. Krishnakumar  
CEO & Managing Director

Place: Bengaluru  
Date: April 16, 2015

Jagannathan Chakravarthi  
Chief Financial Officer

## Annexure 2

Details of unclaimed shares as per Clause 5A (I) and (II) of the Listing Agreement

- (a) As required under Clause 5A (I) of the Listing Agreement, the Registrar and Share Transfer Agent of the Company has sent three reminders to the shareholders whose shares were lying in the escrow account with the Company unclaimed/undelivered. These unclaimed/undelivered shares amounting to 394 of 11 shareholders have been transferred to a demat suspense account opened by the Company as required under the Listing Agreement when no response was received from any shareholders to the reminders.

The status of the aforesaid unclaimed shares, as on March 31, 2015 is given below:

Particulars	No. of Shareholders	No. of Shares
Aggregate number of Shareholders and the outstanding shares lying in the Demat Suspense Account as on April 1, 2014	11	394
Number of Shareholders/ legal heirs who approached the Company for transfer of shares from the Demat Suspense Account during FY 2014-15	-	-
Number of Shareholders / legal heirs to whom the shares were transferred from the Demat Suspense Account upon receipt and verification of necessary documents during FY 2014-15	-	-
Aggregate number of Shareholders and outstanding shares held in the Demat Suspense Account as on March 31, 2015	11	394

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

- (b) As required under Clause 5A (II) of the Listing Agreement, the Registrar and Share Transfer Agent of the Company has sent three reminders to the shareholders whose physical shares were unclaimed/undelivered.

The status of the aforesaid unclaimed shares, as on March 31, 2015 is given below:

Particulars	No. of Shareholders	No. of Shares
Aggregate number of Shareholders and the outstanding shares lying in the unclaimed Suspense Account as on April 1, 2014	322	16,694
Number of Shareholders/ legal heirs who approached the Company for transfer of shares from the unclaimed Suspense Account during FY 2014-15	11	2,546
Number of Shareholders / legal heirs to whom the shares were transferred from the unclaimed Suspense Account upon receipt and verification of necessary documents during FY 2014-15	11	2,546
Aggregate number of Shareholders and outstanding shares held in the Demat Suspense Account as on March 31, 2015	311	30,652

#### Employee Stock Option Plans

The Company has instituted the Employees Stock Option Plan ('ESOP') in fiscal 2000, which was approved by the Board of Directors ('Board'). Your Company currently administers seven stock option programs, viz., ESOP 1999, ESOP 2001, ESOP 2006 (a), ESOP 2006 (b), ESOP 2008 (A), ESOP 2006, ESOP 2010 (A), a stock purchase scheme namely, Mindtree Employee Restricted Stock Purchase Plan 2012 and a Phantom Stock Options Plan.

Summary information of these various stock option programs of the Company is provided under Notes to Accounts under Standalone Financial Statements of this Annual Report.

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	₹ in million, except per share data	
	For the 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

Information as required under Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014, is as below:

Particulars	ESOP 1999 (Program-I)	ESOP 2001 (Program-II)	ESOP 2006(a) (Program-III)	ESOP 2006(b) (Program-IV)	DSOP 2006 (Program-VI)	ESOP 2008 A (Program-V)	ESOP 2010 A (Program-VII)	Mindtree Employee Restricted Stock Purchase Plan 2012 (Program VIII)
Outstanding Options at the beginning of the year	-	31,229	-	147,250	55,000	85,024	-	-
Options Granted	-	23,548	-	66,500	20,000	83,271	-	69,286
Options Vested	-	54,777	-	2,13,750	61,666	168,295	-	-
Options Exercised	-	29,401	-	92,000	35,000	51,293	-	69,286
Total No. of Shares arising as a result of exercise of option	-	29,401	-	92,000	35,000	51,293	-	69,286
Options Lapsed	-	2,306	-	-	-	33,926	-	-
Options Lapsed - Forfeited	-	-	-	47,750	-	-	-	-
Exercise Price**	-	30.25	-	344.77	560.00	201.88	-	110
Variation of terms of Options	-	No	-	No	No	No	-	No
Money realized by exercise of Options	-	889,450	-	31,719,000	19,600,000	10,355,238	-	692,860
Total No. of Options in force	-	23,072	-	74,000	40,000	83,076	-	-

For Program II, IV, V & VI - Options granted are related to Bonus Shares.

\*\* Due to different exercise prices for program No IV, V & VI - Weighted average prices taken as exercise price.

For and on behalf of the Board of Directors

Bengaluru  
April 16, 2015

Subroto Bagchi  
Chairman



## Annexure 3

## Details of Ratio of Remuneration of Director [Section 197(12), r/w Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014]

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	<table><tr><th>Name of the Director</th><th>Ratio to the Median</th></tr><tr><td>Krishnakumar Natarajan</td><td>61.4</td></tr><tr><td>Subroto Bagchi</td><td>45.5</td></tr><tr><td>Rostow Ramanan</td><td>29.0</td></tr><tr><td>Parthasarathy N S</td><td>30.9</td></tr><tr><td>S Janakiraman*</td><td>23.3</td></tr></table> <p>*S Janakiraman's salary is for part of the year as he ceased to be an Executive Director effective October 20, 2014</p>	Name of the Director	Ratio to the Median	Krishnakumar Natarajan	61.4	Subroto Bagchi	45.5	Rostow Ramanan	29.0	Parthasarathy N S	30.9	S Janakiraman*	23.3								
Name of the Director	Ratio to the Median																				
Krishnakumar Natarajan	61.4																				
Subroto Bagchi	45.5																				
Rostow Ramanan	29.0																				
Parthasarathy N S	30.9																				
S Janakiraman*	23.3																				
(ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	<table><tr><th>Name of the Director</th><th>% Increase</th></tr><tr><td>Krishnakumar Natarajan</td><td>78%</td></tr><tr><td>Subroto Bagchi</td><td>69%</td></tr><tr><td>Parthasarathy N S</td><td>35%</td></tr><tr><td>Rostow Ramanan</td><td>111%</td></tr></table> <p>S Janakiraman's percentage increase in remuneration is not given as he ceased to be an Executive Director effective October 20, 2014.</p> <p>Further, the percentage increase considered here includes payments on vesting of phantom stock options which is linked to the share price of the Company.</p>	Name of the Director	% Increase	Krishnakumar Natarajan	78%	Subroto Bagchi	69%	Parthasarathy N S	35%	Rostow Ramanan	111%										
Name of the Director	% Increase																				
Krishnakumar Natarajan	78%																				
Subroto Bagchi	69%																				
Parthasarathy N S	35%																				
Rostow Ramanan	111%																				
(iii) the percentage increase in the median remuneration of employees in the financial year;	<p>The percentage increase in the median remuneration of Mindtree Minds during the financial year is 5%. This has been arrived at by comparing the median remuneration of the cost to the company of the Mindtree Minds as on March 31, 2014, and the median remuneration of the cost to the Company of the Mindtree Minds as on March 31, 2015.</p>																				
(iv) the number of permanent employees on the rolls of Company;	<p>The total number of Mindtree Minds as on March 31, 2015 was 14,202, and as on March 31, 2014 was 12,926.</p>																				
(v) the explanation on the relationship between average increase in remuneration and company performance;	<p>The increase in company revenue for the Financial Year 13-14 over 12-13, was 15% and the average increase given to employees was 7%. The average increase in remuneration is not based on Mindtree's performance alone, but also takes into consideration other factors like market benchmark data, the average increases being given by peer companies and overall budgetary impact within the Company. The % increase which was given in FY 2014-15 was at similar levels as the rest of the industry and as factored in the budget for the year.</p>																				
(vi) comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;	<p>The remuneration of the Key Managerial Personnel was 0.4% of revenue and 2.7% of Profits.</p>																				
(vii) variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;	<table><tr><th>Particulars</th><th>2007*</th><th>2014</th><th>2015**</th></tr><tr><td>Share price as at March 31</td><td>425</td><td>1,321</td><td>1,303</td></tr><tr><td>No of equity shares</td><td>37,752,377</td><td>41,689,731</td><td>83,732,372</td></tr><tr><td>PE ratio</td><td>14.7</td><td>24.4</td><td>20.3</td></tr><tr><td>Market capitalisation (₹ in million)</td><td>31,365</td><td>55,078</td><td>109,158</td></tr></table> <p>*The Company's last public offer was in February 2007.</p> <p>**Post bonus issue.</p>	Particulars	2007*	2014	2015**	Share price as at March 31	425	1,321	1,303	No of equity shares	37,752,377	41,689,731	83,732,372	PE ratio	14.7	24.4	20.3	Market capitalisation (₹ in million)	31,365	55,078	109,158
Particulars	2007*	2014	2015**																		
Share price as at March 31	425	1,321	1,303																		
No of equity shares	37,752,377	41,689,731	83,732,372																		
PE ratio	14.7	24.4	20.3																		
Market capitalisation (₹ in million)	31,365	55,078	109,158																		

- (viii) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

The average % increase was 7% for all employees who went through the compensation review cycle in the year. For the leadership team, the average % increase was 7% on the fixed and variable components. Some of the managerial personnel are also eligible for Phantom Stock Options as approved in earlier financial years. The average % increase considering the phantom stock options, will be 70%. This is due to the increase in share price of the company. The compensation decisions for each year are taken after considering the following parameters: comparison of Mindtree salaries at various levels with benchmark data and the approved compensation budget as per the financial plan for the FY. In addition the compensation revision of the senior leadership team is approved by the Compensation Committee (of the Board). The average % increase for managerial personnel is higher as their salaries were lower as compared to the benchmark data.

- (ix) comparison of the each remuneration of the Key Managerial Personnel against the performance of the company

The comparison of remuneration of the each of the Key Managerial personnel against the company PAT and Revenue for the FY 14-15 is as follows

Name of the Director	% of revenue	% of PAT
Krishnakumar Natarajan	0.12%	0.80%
Subroto Bagchi	0.09%	0.59%
Parthasarathy N S	0.06%	0.40%
Rostow Ramanan	0.06%	0.38%
Janakiraman S*	0.05%	0.30%
Rajesh Norang*	0.04%	0.24%

\*Part of the year.

- (x) the key parameters for any variable component of remuneration availed by the directors;

The key parameters for variable components are Company PAT, EBITDA, Revenue and share price.

- (xi) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;

Not applicable. There are no Mindtree Minds who are getting paid more than the highest paid Director during the current financial year.

- (xii) Affirmation that the remuneration is as per the remuneration policy of the company.

Yes; the remuneration is as per the remuneration policy of the company.



Information as required under Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and forming part of the Director's Report for the Financial Year ended March 31, 2015

Sl. No.	Employee Name	Designation in the Company	Qualification	Age (in Years)	Previous Employer	Total Experience (in Years)	Designation at previous employment	Date of Joining	Amount (₹)
1	Ashijir Nadgonda	Technical Director	BE	41	Disha technologies Pvt. Ltd.	17	Senior SDET Lead	15-Jul-98	8,710,477
2	Ananda Rao Ladi	Senior Vice President	B.Tech	45	Wipro Technologies	24	Consultant	01-Feb-00	7,997,660
3	Anur Kangeraju	Senior Vice President	PGDM	44	Accenture	21	Senior Vice President	01-Jun-12	14,525,272
4	Chinmoy Bhagawat	Vice President	BE	43	Source International Inc	25	Business System Manager	01-Apr-06	18,968,497
5	Gaurav John	Senior Vice President	PGDM	45	Onmobile Asia Pacific	18	SBU Head, Corporates & M Commerce	25-Feb-08	9,814,552
6	Jagannathan Narasimhan Chakravarti	Associate Vice President & Financial Controller	CA	42	Bhardi Arnet Limited	18	Deputy General Manager - Finance	27-Apr-09	8,008,774
7	Jyothi Bacche	General Manager	BE	48	Shaw Systems	22	Services Lead	01-Jul-04	9,543,458
8	Krishnakumar Natarajan	Managing Director & CEO	PGDM	57	Wipro Technologies	34	Group President	03-Aug-99	42,734,377
9	Madhusudhan K M	Chief Technology Officer	M.Tech	47	Misys International Financial Systems Pvt Ltd	23	Principal Architect	25-Oct-06	7,234,554
10	Pankaj Khanna	Vice President	MBA	49	Fidelity Business Services Ind	24	Senior Director	02-Sep-13	8,027,582
11	N S Parthasarathy	President & COO	M.Tech	54	Wipro Technologies	31	General Manager	14-Aug-99	21,471,025
12	Radha R	Executive Vice President	PGDM	48	IBM	24	Country Manager - Alliances	19-Jan-01	13,882,733
13	Ram C Mohan	Executive Vice President	BE	53	Vindict AQ	30	Chief Operations Officer	19-Jan-06	12,280,533
14	Ramachandran Ramakrishnan	Senior Vice President	MBA	45	PowerTel Boca Ltd	27	Technical Support Manager	27-Mar-97	6,219,009
15	Ramana Gunna	Vice President	MBA	46	Infosys Limited	22	Head Planning & Assurance Operations	04-Jun-13	6,407,088
16	Ramesh Gopalakrishnan	Vice President	BE	47	Tata Infotech	24	Core Member E-Commerce Group	16-Aug-00	7,017,562
17	Rostow Ravanan	Executive Director & CFO	CA	44	Lucent Technologies	21	Business Value Manager	05-Aug-99	20,201,125
18	Sharmila Saha	Vice President	BE	49	Wipro Technologies	27	Technical Manager	24-Apr-00	8,250,282
19	Srikanth Sastri	Technical Director	BE	49	Openview Technologies	25	Director-Customer Support	01-Apr-98	7,801,840
20	Subroto Bagchi	Chairman	BA	58	Lucent Technologies	40	Vice President	01-Sep-99	31,645,125
21	Suresh H P	Vice President	M.Tech	48	Abacus International	24	Staff Analyst	02-Nov-00	7,106,987
22	Umesh Krishnamurthy	Program Director	MPM	47	Wipro Limited	19	Program Manager	17-Mar-10	8,575,085
23	Veeraraghavan R K	Executive Vice President	M.Sc	48	Wipro Technologies	27	Technical Manager	03-Nov-99	12,611,285

Note: All are permanent employees, and are governed by letter of employment.

Information as required under Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and forming part of the Director's Report for the Financial Year ended March 31, 2015 (For the Part of the Year)

Sl. No.	Employee Name	Designation in the Company	Qualification	Age (in Years)	Previous Employer	Total Experience (in Years)	Designation at previous employment	Date of Joining	Amount (₹)
1	Erwan Carpentier	Senior Vice President	LLB	42	Wipro Limited	13	Legal Head - Europe	12-Jan-15	1,387,041



Information as required under Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and forming part of the Director's Report for the Financial Year ended March 31, 2015 – (Resigned)

Sl. No.	Employee Name	Designation in the Company	Qualification	Age (In Years)	Previous Employer	Total Experience (In Years)	Designation at previous employment	Date of Joining	Amount (₹)
1	Anish Philip	General Manager People Function	PQDM	41	Ernst & Young	15	Human Resources Consultant	06-Nov-00	1,628,552
2	Babaji Philip Abraham	Senior Vice President	B Tech	51	Verifone India	28	Manager-CD	03-Nov-99	3,887,472
3	George Zacharias	Executive Vice President	BE	56	Sevenstrata IT Services Pvt. Ltd.	32	Chief Executive Officer	01-May-10	25,167,502
4	Janakramani S	President & CEO	M.Tech	58	Wipro Technologies	34	Vice President	20-Oct-99	16,230,136
5	Mukesh Mathad	General Manager R&D Services	BE	41	Symphony Services	17	Director	06-Apr-11	1,962,938
6	Rajesh Narang	Vice President	CS	46	Venture Infotek Global Pvt. Ltd.	15	Finance Manager & Company Secretary	10-Jun-02	12,831,781
7	Ranjit G Kadam	General Manager	MCA	58	Indian Army	32	Colonel	02-May-12	925,611
8	Ravi Shankar B	Executive Vice President	PQDM	55	HCL	33	Senior Vice President Human Resources	02-May-12	30,674,666
9	Ravindra V P	Associate Director	M.Tech	48	Wipro Technologies	20	Specialist Software	19-Jul-04	960,382
10	Shishir Gokhale	General Manager	MS	45	Cambridge Technology	19	Senior Consultant	27-Dec-99	2,120,005
11	Sudhir Kumar Reddy	Senior Vice President	MS	46	Novartis Pharmaceutical	21	Manager- Store Management	01-Aug-05	2,314,562

For and on behalf of the Board of Directors

Bengaluru  
April 16, 2015

Subroto Bagchi  
Chairman



## Annexure 4

## EXTRACT OF ANNUAL RETURN as on the financial year ended on March 31, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### I. Registration and Other Details:

Particulars	Details
CIN	L72200KA1999PLC025564
Registration date	05/08/1999
Name of the Company	Mindtree Limited
Category/Sub-Category of the Company	Public Company Company having share capital
Address of the Registered office and contact details	Global Village, RVCE Post, Mysore Road, Bengaluru, Karnataka, 560 059 Telephone: +91 80 33955118, investors@mindtree.com
Whether listed company Yes / No	Yes. Listed on BSE and NSE
Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, LBS Marg Bhandup (W), Mumbai 400 078, India. Tel: +91 22 2596 3838 Extn: 2308   Fax: +91 22 2594 6969   e-mail: rnt.helpdesk@linkintime.co.in   Website: www.linkintime.co.in

### II. Principal Business Activities of the Company

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Writing, modifying, testing of computer program to meet the needs of a particular client excluding web-page designing	62011	15.6
2	Web-page designing	62012	0.0
3	Providing software support and maintenance to the clients	62013	21.1
4	Computer consultancy and computer facilities management activities	62020	4.0
5	Software installation	62091	5.6
6	Other information technology and computer service activities n.e.c	62099	53.7
	<b>Total</b>		<b>100</b>

### III. Particulars of Holding, Subsidiary and Associate Companies -

Sl. No.	Name of the Company	Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	Mindtree Software (Shanghai) Co., Ltd.	Room 541, Standard Chartered Tower, No.201 Century Avenue, Pudong, Shanghai, China.	(2013) 0229	Subsidiary	100	2(87)(ii)
2	Discoverture Solutions LLC	16100 North 71st Street, Suite 250, Scottsdale, Arizona 85254, United States of America.	File No. L-10475476-6	Subsidiary	100	2(87)(ii)
3	Discoverture Solutions Europe Limited	No.5, New Street Square London, EC4A3TW, United Kingdom	Reg No. 6677027	Step-Down Subsidiary	100	Explan(a) to section 2(87)
4	Discoverture Solutions ULC	1004-3601 Highway 7 East, Markham, Ontario L3R 0M3 Canada.	Reg No. 3269825	Step-Down Subsidiary	100	Explan(a) to section 2(87)

Signature



## IV. Shareholding Pattern (Equity Share Capital Breakup as % to Total Equity)

## (I). Category wise Share Holding

	No. of shares held at the Beginning of the year			No. of shares held at the End of the year			% of Change during the year
	Demat	Physical	Total Shares	Demat	Physical	Total Shares	
<b>A. PROMOTERS</b>							
(1) Indian							
a) Individual/HUF	5,185,433	-	5,185,433	8,349,131	-	8,349,131	9.97 (2.47)
b) Central Govt. or State Govt.	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-
e) Any other	905,000	-	905,000	1,810,906	-	1,810,906	2.16 (0.01)
<b>SUB TOTAL (A) (1)</b>	<b>6,090,433</b>	<b>-</b>	<b>6,090,433</b>	<b>10,160,037</b>	<b>-</b>	<b>10,160,037</b>	<b>12.13 (2.48)</b>
(2) Foreign							
a) NRI- Individuals	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-
c) Bodies Corporate	815,521	-	815,521	1,325,992	-	1,325,992	1.58 (0.37)
d) Banks/FI	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-
<b>SUB TOTAL (A) (2)</b>	<b>815,521</b>	<b>-</b>	<b>815,521</b>	<b>1,325,992</b>	<b>-</b>	<b>1,325,992</b>	<b>1.58</b>
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>6,905,954</b>	<b>-</b>	<b>6,905,954</b>	<b>11,486,029</b>	<b>-</b>	<b>11,486,029</b>	<b>13.72</b>
<b>B. PUBLIC SHAREHOLDING</b>							
(1) Institutions							
a) Mutual Funds	4,216,449	-	4,216,449	6,599,535	-	6,599,535	7.88 (2.23)
b) Banks/FI	2,960	-	2,960	21,134	-	21,134	0.03 (0.02)
c) Central govt	-	-	-	-	-	-	-
d) State Govt	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-
g) FIs	14,997,228	-	14,997,228	31,577,789	-	31,577,789	37.71 1.74
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-
<b>SUB TOTAL (B) (1)</b>	<b>19,216,637</b>	<b>-</b>	<b>19,216,637</b>	<b>38,198,458</b>	<b>-</b>	<b>38,198,458</b>	<b>45.62 (0.47)</b>



## IV. Shareholding Pattern (Equity Share Capital Breakup as % to Total Equity)

## (I). Category wise Share Holding

	No. of shares held at the Beginning of the year			No. of shares held at the End of the year			% of Change during the year
	Demat.	Physical	Total Shares	Demat.	Physical	Total Shares	
(2) Non Institutions							
a) Bodies Corporate	9,283,978	-	9,283,978	17,094,229	-	17,094,229	(185)
i) Indian	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-
b) Individuals							
i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs	2,907,049	81,012	2,988,061	4,984,582	142,679	5,127,261	(1.04)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakhs	1,371,835	-	1,371,835	4,588,390	38,368	4,626,758	2.24
Qualified Foreign Investor / Foreign Portfolio Investor (Corporate)	-	-	-	3,487,120	-	3,487,120	4.16
c) Others (specify)							
Cleaning Member	121,792	-	121,792	191,642	-	191,642	(0.06)
Foreign Nationals	168,182	3654	171,836	424,364	27,720	452,084	0.54
Non Resident Indians (Repatriable)	172,762	24,181	196,943	291,440	37,962	329,402	(0.08)
Non Resident Indians (Non Repatriable)	140,620	-	140,620	155,299	-	155,299	(0.15)
Directors	1,292,000	-	1,292,000	2,584,000	-	2,584,000	(6.01)
Relatives Of Directors	-	-	-	-	-	-	-
Trusts	75	-	75	90	-	90	-
SUB TOTAL (B) (2)	15,458,293	108,847	15,567,140	33,801,156	246,729	34,047,885	40.66
Total Public Shareholding (B) - (B) (1) + (B) (2)	34,674,930	108,847	34,783,777	71,999,614	246,729	72,246,343	86.28
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-
Grand Total (A+B+C)	41,580,884	108,847	41,689,731	83,485,643	246,729	83,732,372	100.00

Note:

There was a bonus issue in the ratio of 1:1 during the year under review and % changes for FY 2014 - 15 have been calculated by considering the bonus allotment.



## (ii) Shareholding of Promoters and Persons Acting in Concert

Sl No.	Promoter's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares	% of shares pledged/encumbered to total shares	No. of shares	% of total shares	% of shares pledged/encumbered to total shares	
1.	Krishnakumar Natarajan	2,001,043	4.80	-	4,002,086	4.80	-	-
2.	Subroto Bagchi	1,401,523	3.36	-	2,563,046	3.06	-	(0.30)
3.	LSO Investment Private Limited	815,521	1.96	-	1,325,992	1.58	-	(0.37)
4.	N S Parthasarathy	611,921	1.47	-	1,202,281	1.44	-	(0.03)
5.	Rostow Ramanan	295,809	0.71	-	581,718	0.69	-	(0.01)
6.	Susmita Bagchi	680,000	1.63	-	1,360,000	1.63	-	-
7.	Akila Krishnakumar	210,000	0.50	-	420,000	0.50	-	-
8.	Sanjay Kumar Panda	15,000	0.04	-	30,000	0.04	-	-
9.	Seema Ramanan	-	-	-	906	0.00	-	-
TOTAL		6,030,817	14.47	-	11,486,029	13.72	-	-

Note:

- Promoters & Persons Acting in Concert (as defined by SEBI Regulations) – Persons in Sl. No. 1 to 5 are classified as Promoters and persons listed in 6 to 10 are classified as Persons Acting in Concert.
- Persons listed in Sl. No. 1, 2, 4 & 5 are also Directors of the Company.
- Mr. S Janakiraman, who resigned as an Executive Director of the Company and his employment contract ceased with effect from October 20, 2014, was declassified as a Promoter. Since the Annual Return is an information as at the end of the year, the shareholding details of Mr. S Janakiraman are not being specified here.

## (iii) Change in Promoter's Shareholding including Date wise increase / decrease in each of the Promoter's Shareholding during the year specifying the reasons for increase / decrease

	Subroto Bagchi	LSO Investments Private Limited	N S Parthasarathy	Rostow Ramanan	Krishnakumar Natarajan	Cumulative	Reason for Change
Apr 1, 2014	1,401,523	815,521	611,921	295,809	2,001,043	5,125,817	
May 2, 2014	-	(5,000)	-	-	-	5,120,817	Sale
Jun 13, 2014	1,401,523	810,521	611,921	295,809	2,001,043	10,241,634	Bonus
Jul 28, 2014	(240,000)	-	-	-	-	10,001,634	Sale
Jul 31, 2014	-	(50,000)	(11,561)	-	-	9,940,073	Sale
Jul 31, 2014	-	-	-	-	-	9,940,073	Sale
Aug 1, 2014	-	(63,000)	-	-	-	9,877,073	Sale
Aug 4, 2014	-	(7,000)	-	-	-	9,870,073	Sale
Aug 7, 2014	-	-	-	(2,500)	-	9,867,573	Sale
Aug 18, 2014	-	(130,000)	-	-	-	9,737,573	Sale
Sep 1, 2014	-	(300)	-	-	-	9,737,273	Sale
Sep 2, 2014	-	(4,650)	-	-	-	9,732,623	Sale
Sep 3, 2014	-	(10,100)	-	-	-	9,722,523	Sale
Nov 3, 2014	-	(6,164)	-	-	-	9,716,359	Sale
Nov 5, 2014	-	(3,362)	-	-	-	9,712,997	Sale
Nov 7, 2014	-	(5,474)	-	-	-	9,707,523	Sale
Feb 4, 2015	-	(13,482)	-	-	-	9,694,041	Sale
Feb 5, 2015	-	(1,518)	-	-	-	9,692,523	Sale
Sep 12, 2014	-	-	(10,000)	-	-	9,682,523	Sale
Aug 18, 2014	-	-	-	(5,000)	-	9,677,523	Sale
Aug 19, 2014	-	-	-	(2,400)	-	9,675,123	Sale
Mar 31, 2015	2,563,046	1,325,992	1,202,281	581,718	4,002,086	9,675,123	-

5/

Change in Shareholding of Persons acting in concert ("PAC's") including Date wise increase / decrease in each of the PAC's Shareholding during the year specifying the reasons for increase / decrease

Name	Shares at the beginning of the year	Date of Change	Reason for Change	No. of Shares	Cumulative shareholding
Susmita Bagchi	680,000	June 13, 2014	Bonus Shares Allotted	680,000	1,360,000
Akita Krishnakumar	210,000	June 13, 2014	Bonus Shares Allotted	210,000	420,000
Sanjay Kumar Panda	15,000	June 13, 2014	Bonus Shares Allotted	15,000	30,000

Change in Shareholding of Persons acting in concert including Date Wise increase / decrease in the Shareholding of Seema Ramanan

Date	No. of Shares	Reason for change	Cumulative shareholding
April 1, 2014		At the beginning of the year	
April 25, 2014	350	Purchase	350
May 27, 2014	103	Purchase	453
June 13, 2014	453	Bonus Shares allotted	906
March 31, 2015			906

SL

## (IV). Shareholding Pattern of top ten Shareholders (other than Directors &amp; Promoters)

Date	Coffee Day Enterprises Limited	Nalanda India Fund Limited	Global Technology Ventures Ltd	Matthews India Fund	V/G Siddhartha	HDFC Trustees Company Ltd - A/C HDFC Mid-Cap opportunities Fund	Amanza Holdings Private Limited	Sudarshan Securities Private Limited	Teachers' Pension Plan Board Managed By Archt Asset Management Pte Ltd-Np9g	S. Janakiraman	Cumulative	Reason for Change
Apr 1, 2014	4,365,442	3,949,089	2,648,561	387,000	1,257,000	976,431	0	1,425,000	748,979	875,137	16,632,639	Op. Bal.
Apr 4, 2014	-	-	-	-	-	-	-	-	25,398	-	16,657,837	Purchase
Apr 18, 2014	-	-	-	-	-	-	-	-	60,684	-	16,718,521	Purchase
Apr 25, 2014	-	-	-	-	-	-	-	-	32,056	-	16,750,577	Purchase
May 2, 2014	-	-	-	841	-	9,400	-	-	-	-	16,760,818	Purchase
May 9, 2014	-	-	-	15,905	-	-	-	-	-	-	16,776,723	Purchase
May 16, 2014	-	-	-	92,854	-	27,945	-	-	9,716	-	16,907,238	Purchase
May 23, 2014	-	-	-	188,731	-	5,000	-	-	20	-	17,100,989	Purchase
May 30, 2014	-	-	-	209,420	-	-	-	-	-	-	17,310,409	Purchase
Jun 6, 2014	-	-	-	84,103	-	-	-	-	-	-	17,392,512	Purchase
Jun 13, 2014	4,365,442	3,949,089	2,648,561	901,854	1,257,000	1,018,776	-	1,425,000	876,653	825,137*	34,660,024	Bonus / (Sold)
Jun 30, 2014	-	-	-	-	-	14,000	-	-	-	(30,000)	34,644,024	Purchase / (Sold)
Jul 18, 2014	-	-	-	-	-	53,000	-	-	-	-	34,697,024	Purchase
Aug 8, 2014	-	-	-	-	-	7,000	-	-	-	-	34,704,024	Purchase
Aug 22, 2014	-	-	-	-	-	-	-	-	-	(20,000)	34,684,024	(Sold)
Aug 29, 2014	-	-	-	-	-	20,000	-	-	-	(20,000)	34,684,024	Purchase
Sep 30, 2014	-	-	-	-	-	-	-	-	-	(9,000)	34,675,024	(Sold)
Oct 17, 2014	-	-	-	-	-	-	-	-	-	1,621,274	36,296,298	Purchase
Oct 24, 2014	-	-	-	42,916	-	-	-	-	-	(1,621,274)	34,675,024	(Sold)
Oct 31, 2014	-	-	-	77,084	-	-	-	-	-	-	34,752,940	Purchase
Nov 7, 2014	-	-	-	-	-	-	-	(600,000)	-	-	34,152,940	Purchase / (Sold)
Nov 21, 2014	-	-	-	55,106	-	-	-	-	-	-	34,250,130	Purchase
Nov 28, 2014	-	-	-	-	-	-	-	-	-	(5,000)	34,245,130	(Sold)
Dec 5, 2014	-	-	-	-	-	-	-	-	-	(4,000)	34,241,130	(Sold)
Dec 19, 2014	-	-	-	-	-	32,800	2,134,204	-	-	-	36,375,334	Purchase
Jan 9, 2015	-	-	-	-	-	10,000	-	-	-	-	36,408,134	Purchase
Jan 16, 2015	-	-	-	98,592	-	-	-	-	-	-	36,418,134	Purchase
Feb 6, 2015	-	-	-	134,408	-	-	-	-	-	(9,000)	36,516,726	Purchase
Feb 13, 2015	-	-	-	-	-	-	-	-	-	-	36,642,134	Purchase
Feb 20, 2015	-	-	-	130,869	-	-	-	-	-	-	36,773,003	(Sold) / Purchase
Feb 27, 2015	-	-	-	61,769	-	-	-	(135,000)	-	-	36,699,772	Purchase / (Sold)
Mar 6, 2015	-	-	-	23,231	-	-	-	(17,000)	-	-	36,706,003	Purchase / (Sold)
Mar 13, 2015	-	-	-	82,000	-	-	-	-	-	-	36,788,003	Purchase
Mar 20, 2015	-	-	-	40,000	-	-	-	-	-	-	36,828,003	Purchase
Mar 27, 2015	-	-	-	48,609	-	-	-	(98,000)	-	-	36,778,612	Purchase
Mar 31, 2015	-	-	-	45,000	-	-	-	-	-	-	36,718,902	(Sold) / Purchase
Mar 31, 2015	8,730,884	7,898,178	5,297,122	2,718,292	2,514,000	2,174,352	(104,716)	2,000,000	1,753,306	1,603,274	36,718,902	(Sold) / Clg. Bal.



## (V) Shareholding of Directors and Key Managerial Personnel

Change in KMP's shareholding including Date Wise increase/ decrease in the Shareholding of Rajesh Srichand Narang – Vice-President-Legal and Company Secretary – resigned with effect from February 13, 2015.

Date	No. of Shares	Reason for change	Cumulative shareholding
April 1, 2014	-	At the beginning of the year	-
February 17, 2015	3,636	Exercise of ESOP	3,636

## V. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Amount in ₹

	Secured Loans excluding	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount	-	32,066,300	-	32,066,300
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	801,657.50	-	801,657
<b>Total (i+ii+iii)</b>		<b>32,867,957</b>		<b>32,867,957</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	-	847,466	-	847,466
Reduction	-	5,542,889	-	5,542,889
<b>Net Change</b>		<b>4,695,422</b>		<b>4,695,422</b>
<b>Indebtedness at the end of the financial year</b>				
(i) Principal Amount	-	27,485,400	-	27,485,400
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	687,135	-	687,135
<b>Total (i+ii+iii)</b>		<b>28,172,535</b>		<b>28,172,535</b>

## VI. Remuneration of Directors and Key Managerial Personnel

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SLNo	Particulars of Remuneration	Name of MD/WT/ Manager					Total
		KrishnaKumar Natarajan (MD and CEO)	Subroto Bagchi (Executive Chairman)	Rostow Ravanen (Executive Director & CFO)*	N S Parthasarathy (Executive Director, President and COO)	Janakiraman S (Executive Director, President and CFO)**	
1.	<b>Gross Salary</b>						
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	40,923,208	28,996,275	19,513,286	20,904,976	10,962,586	121,300,331
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	589,313	954,191	74,601	79,745	3,330,542	5,028,392
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-	-
2.	<b>Stock Option</b>	-	-	-	-	-	-
3.	<b>Sweat Equity</b>	-	-	-	-	-	-
4.	<b>Commission as % of Profit</b>	-	-	-	-	-	-
5.	<b>Others</b>	1,221,856	1,694,659	613,238	486,304	937,008	4,953,065
	<b>Total (A)</b>	<b>42,734,377</b>	<b>31,645,125</b>	<b>20,201,125</b>	<b>21,471,025</b>	<b>16,230,136</b>	<b>132,281,788</b>
	<b>Ceiling as per the Act</b>						<b>665,422,490</b>

\* Rostow Ravanen is Executive Director from May 20, 2014. Salary considered above is for the full year. Prorated salary for the period April 1, 2014 till May 19, 2014 (in his capacity as CFO only) is ₹ 977,852/-.

\*\* S Janakiraman ceased to be a Director w.e.f. October 20, 2014 and his remuneration/emoluments considered, are only till his resignation.

# Directors' Report

## B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Names of Directors						Total
		Independent Directors	Dr. Albert Hieronimus	Prof. David B Yoffie	Mr. Ramesh Ramenathan	Prof. Pankaj Chandra	Apurva Purohit	Manisha Girotra
1.	Fee for attending board committee meetings							
2.	Commission		7,640,875	12,367,000	2,000,000	2,000,000	2,000,000	1,750,000
	Others (Perks Tax)		9,656,744					
	Total (1+2)		17,297,619	12,367,000	2,000,000	2,000,000	2,000,000	1,750,000
	Other Non-Executive Directors							
3.	Fee for attending board committee meetings							
4.	Commission							
5.	Others please specify							
	Total (3+4+5)							
	Total (B)=(1+2+3+4+5)		17,297,619	12,367,000	2,000,000	2,000,000	2,000,000	1,750,000
	Overall Ceiling as per the Act							66,542,249

## C. Remuneration to Key Managerial Personnel other than MD / Manager /Whole time Director

Sl. No.	Particulars of Remuneration	Rajesh Srichand Narang (Company Secretary)
1.	Gross Salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8,716,875
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3,948,970
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	
2.	Stock Option	
3.	Sweat Equity	
4.	Commission -as % of Profit	
	Others - Specify	
5.	Others	165,935
	Total (A)	12,831,781
	Ceiling as per the Act	NA

## VII. Penalties / Punishment/ Compounding of Offences:

There were no penalties or punishments levied on the Company during the year. Also, there was no necessity for the Company to compound any offence.

For and on behalf of the Board of Directors

Bengaluru  
April 16, 2015

Subroto Bagchi  
Chairman

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## Annexure 5

## Details of Related Party Transactions

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

## 1. Details of contracts or arrangements or transactions not at arm's length basis

(a) Name(s) of the related party and nature of relationship (b) Nature of contracts/arrangements/transactions (c) Duration of the contracts/arrangements/transactions (d) Salient terms of the contracts or arrangements or transactions including the value, if any (e) Justification for entering into such contracts or arrangements or transactions (f) Date(s) of approval by the Board (g) Amount paid as advances, if any (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	There were no transaction or arrangement which were not at arm's length.
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## 2. Details of material contracts or arrangement or transactions at arm's length basis

Name of the related party and nature of relationship	Mindtree Software (Shanghai) Co., Ltd ('MSSCL'), Republic of China 100% Subsidiary	Discoverure Solutions LLC 100% Subsidiary	Coffee Day Global Limited	Tanglin Developments Limited	Mindtree Foundation, Company registered under Section 8 Companies Act, 2013 which fully controlled by Mindtree.
Nature of contracts/arrangements/transactions	Software services received	Software services rendered	Procurement of supplies	Leasing office buildings and land	Donation paid
Duration of the contracts/arrangements/transactions	Effective from April 01, 2014 and shall remain in force for an indefinite period, however either party may terminate the agreement for convenience upon sixty (60) days written notice to the other party	Effective from February 13, 2015 and shall remain in force for an indefinite period, however either party may terminate the agreement for convenience upon sixty (60) days written notice to the other party	Effective from January 1, 2014 to December 31, 2014. The contract was renewed on January 1, 2015 and is valid till December 31, 2015.	Leasing of land for office premises for 30 years effective April 1, 2007. Leasing of 2 office buildings from October 1, 2007 to October 31, 2016 with an option to renew the lease contracts for further periods.	Donations paid for carrying out Corporate Social Responsibility activities
Salient terms of the contracts or arrangements or transactions including the value, if any	Software services received for the year ended March 31, 2015 amounting to ₹ 19 million	Software services rendered for the year ended March 31, 2015 amounting to ₹ 22 million	Supplies of beverages including coffee, tea and such others through vending machines located at Mindtree's premises amounting to ₹ 17 million during the year ended March 31, 2015.	Transactions: Leasing office buildings and land ₹ 321 million Advance/ deposits received back: - towards electricity deposit/ charges ₹ 51 million - towards lease rentals ₹ 156 million Interest on advance towards electricity charges - amount recovered ₹ 7 million - amount accrued ₹ 4 million	Donation paid during the year ended March 31, 2015 amounts to ₹ 13 million.



Justification for entering into such contracts or arrangements or transactions	Company likes to leverage the business acumen in the respective field of operation	Company likes to leverage the business acumen in the respective field of operation	Coffee Day Global is the market leader in this category and make available good quality products.	Tanglin offered an STPI/SEZ facility suited our requirements.	MindTree foundation is the charitable arm of Mindtree and Mindtree implements its chosen CSR program through MindTree foundation.
Date of approval by the Board	Date(s) of approval by the Board - The transactions are as per the Policy laid down by the Audit Committee, which is published on the website and approval of the Audit Committee is sought at every meeting of the Audit Committee as required under the provisions of the listing agreement.	Date(s) of approval by the Board - The transactions are as per the Policy laid down by the Audit Committee, which is published on the website and approval of the Audit Committee is sought at every meeting of the Audit Committee as required under the provisions of the listing agreement.	Date(s) of approval by the Board - The transactions are as per the Policy laid down by the Audit Committee, which is published on the website and approval of the Audit Committee is sought at every meeting of the Audit Committee as required under the provisions of the listing agreement.	Date(s) of approval by the Board - The transactions are as per the Policy laid down by the Audit Committee, which is published on the website and approval of the Audit Committee is sought at every meeting of the Audit Committee as required under the provisions of the listing agreement.	Date(s) of approval by the Board - The transactions are as per the Policy laid down by the Audit Committee, which is published on the website and approval of the audit committee is sought at every meeting of the Audit Committee as required under the provisions of the listing agreement.
Amount paid as advances, if any	Nil	Nil	Nil	Advances towards electricity deposit/ charges ₹9 million paid during the year ended March 31 2015.	Nil

For and on behalf of the Board of Directors

Subroto Bagchi  
Chairman

Bengaluru  
April 16, 2015

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## Annexure 6

## Details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outflow

[Clause (m) of sub-section (3) of section 134 of the Act, r/w Rule 8 of the Companies (Accounts) Rules, 2014]

### (A) Conservation of energy:

Your company has taken several initiatives for ecological sustainability which indirectly contributes to conservation of energy.

The Mindtree training and development center in Bhubaneswar is a standing testimony to this. This is a state-of-the-art training and development center which has been built using mud blocks. Other important sustainability related features of this facility are passive cooling system and storage and usage of rain water using an artificial lake with a capacity of 14.7 million litres. We also plan to have LEED Platinum certification for this facility. The details of the ecological sustainability initiatives in Mindtree Bhubaneswar facility is as under:

**Use of Soil Cement Blocks:** The facility has been built using soil cement blocks (i.e) surplus soil available at site. By using the soil available at site, your Company has made a tiny contributed to anti-deforestation, as the usage of conventional bricks (burnt bricks) requires burning of fire wood – which contributes to deforestation, or usage of cement blocks – results in usage of large quantity of river sand, which can create ecological imbalance. To the extent of the information available with the Company, we believe that our Bhubhneswar facility is the World's largest soil cement block institutional building. Your Company has spent ₹14.1 million for producing these soil cement blocks.

**Water conservation:** A large artificial lake with capacity of 14.7 million liters has been created, which should enable us to manage with rain water for 10 out of 12 months for all non-drinking purposes. In addition, the facility has the capacity to collect roof top rain water measuring 330,000 liters, and the entire facility has rain water harvesting facility.

**Passive cooling systems:** The facility is fitted with cooling system that works on the principle of passive cooling. The passive cooling system does not emit any harmful gases, and is environment friendly. It works with just 20% power compared to conventional air conditioning. Your Company has invested ₹ 11 Million in these passive cooling systems.

The Company has also taken several other constructive steps to conserve energy through its sustainability initiatives as elaborately disclosed separately as part of the Business Responsibility Report annexed to this Annual Report.

### (B) Technology absorption:

#### Efforts in brief, made in R&D and technology absorption

Mindtree has more than 15 years of proven track record as a key differentiator, for commitment and investments towards technology and innovation. In this financial year, we have further sharpened the focus on strategic & emerging technologies and innovation, leading to differentiated business engagement with our customers.

#### Strategic Technologies

We continue to focus on strategic and emerging technologies critical for future business. Specifically, the four pillars of digital business viz., Social, Mobile, Analytics and Cloud Computing (SMAC) and the emerging Internet of Things (IoT) have been nurtured.

#### Social-Mobile-Analytics-Cloud

Mindtree was born digital and has increased its focus on emerging technologies in the digital space. We have built deep expertise in defining and realizing Digital Transformations for large enterprises.

Focus on digital technologies (SMAC) over the past year has positioned us to take on future challenges as these technologies have matured. Deep expertise built on these technologies over the past year along with strategic partnerships, innovative execution models and platforms & solutions built, will aid our growth.

**Social** – We are currently building a platform for Social Network Analytics using which consumer facing digital solutions could be made contextual and personal to consumers, while providing the ability to cross-sell and up-sell. We have also built interesting solutions using gamification concepts and weaving in social concepts like "Wall", "Chat", "Share", etc., into enterprise applications.

**Mobile** – Our "Mobile first" engineering culture has created simple, elegant & innovative solutions for customers in domains like hospitality, banking, retail, etc., In July 2014, Mindtree was chosen by ING Vysya, a premier private sector bank, for its next generation mobility program.

Mindtree and SAP - market leader in enterprise application software, announced their first Managed Mobility Offering for the Australia market. In this model, our Company will deliver SAP mobile solutions in cloud, with a pay-by-usage model.

We have also built a partnership with Xamarin and have sponsored the Xamarin Evolve 2014, an annual worldwide developer conference held in October 2014 at Atlanta.

**Analytics** – Big Data and Analytics has been an industry hot topic for the last several years and will continue as one of the top agendas at the CxO level for the next several years. In addition to SMAC and IoT we are adding more imperatives for organizations to deal with the onslaught of data and real time decision making. We have focused our efforts to build innovative Big Data, Analytics and Visualization solutions to deliver superior business-outcomes for clients.

The growing opportunity to make sharper business decisions based on advanced analytics and machine learning, using both internal company data and external third party data - in near real-time - is one area that has been prioritized. A Big Data Analytics Lab was established and several centers of excellence, to focus on solutions development and collaboration with several startup companies who are bringing disruptive innovations in this space.

Solutions built by our Company are casting a wider net to address several areas including "integrated customer insight", "Big Data as a Platform", "Engaged Banking", "Insurance Churn Management", "Gamers Insight", "Geo-Spatial Analytics", etc., to name a few.

**Cloud** - As organizations across the world adopt cloud computing, the nature and maturity of cloud computing is evolving to meet these needs. Need for portability across cloud providers has led to the emergence of cloud management platforms and evolution of technologies towards containerization from simple virtual machine technologies. This has reduced the gap between IaaS and PaaS and is significantly changing the way DevOps is being implemented. Recognizing this shift, Mindtree has invested in containerization and new age PaaS and is working with customers in applying these solutions to solve their problems. Our expertise in this area is now primed for growth and has witnessed significant interest from clients.

Microsoft has seen immense growth with millions of clients making Microsoft Azure one of the most successful platforms for building cloud solutions. Microsoft has chosen to work even closer with its top Azure partners by creating the Microsoft "HiPo" program for "High Potential Azure Partners". Effective December 2014, our Company has been selected by Microsoft to join their new "Azure High Potential Partner Program". Our Company is now a Globally Managed, Gold-Certified Azure Partner for Microsoft. Microsoft recognizes that our Company employs thousands of the finest Architects, Engineers, Consultants and Cloud specialists – all of whom can share this tremendous opportunity to build and deliver Azure based solutions that solve real business problems and enable our customers to adopt cloud.

### Emerging Technologies

Your Company has been known for its consistent belief in investing in technology and innovation for securing its future. In this financial year, we have strengthened this further by carving out Centers of Excellence (CoE) under the CTO organization, tasked with all round concerted thrust on emerging technologies and to understand their role in the context of business of customers. In these CoEs, the following emerging technologies were explored in depth and several reusable assets were built to enable delivery.

**Internet of Things** - Your Company has 15 years of deep expertise in short range wireless connectivity technologies which is one of the most critical enabler for the Internet of Things. In continuing with its leadership in the Bluetooth® and Bluetooth Smart® technologies, we became the first company in the industry to achieve the compliance certification and interoperability verification of the Bluetooth Smart version 4.2. This version of the specification has advanced features to enable stronger security & privacy as well as higher data rates. These features will accelerate the adoption in markets like wearables, smart homes and connected medical devices to name a few. It also enables seamless connectivity over IPv6 which makes Bluetooth Smart the best connectivity technology for the Internet of Things (IoT) market.

Besides wireless connectivity, your Company has established deep domain expertise in wearable devices, embedded intelligence, data communication, cloud computing and data analytics. Internet of Things is an end-to-end play of all these technologies culminating in the transformation of the IT-driven enterprise into a real-time data-driven enterprise. This year, we have created an IoT Center of Excellence (CoE) to bring all the above technologies in delivering IoT solutions to our customers across all our industry verticals under one umbrella.

The CoE delivered a custom training and expertise building program enabling over 100 IoT engineers. The CoE created industry use, case specific IOT solutions for Smart Premises, Travel and Transport, Insurance and Fitness and wellness monitoring, leveraging leading IOT devices and platforms such as the Intel Galileo™ and Edison™, ARM Mbed™, Xively™ etc., your Company forged crucial solution integration and value added reselling partnerships with industry leading IOT Backend PaaS platforms such as ThingWorx™ and Microsoft Azure™.

**Emerging Architecture Patterns and Technologies** – Your Company is been building capabilities and reference implementations using Micro services architecture using actor based reactive programming model. We have also invested in building new-age web applications using MEAN architecture. We are also building capabilities & solutions using Client-side MVC technologies like Angular.js, Backbone.js, etc., along with server side JavaScript technologies like Node.js.

**Future languages & data stores** – We have also invested in building capabilities and solutions using future functional languages like Scala & Erlang and future data stores like Cassandra, MemSQL, Nuodb, HBASE, etc.,

**Future Microsoft technologies** – We have also started building capabilities and solutions using emerging Microsoft technologies like .NET 4.5, SQL Server 2014, HDInsight, Machine Learning, Mobile services, etc.,

### Platforms and Domain Solutions

Mindtree has focused its efforts to build innovative cloud-hosted platforms to deliver superior business-outcomes for clients. The growing opportunity to make sharper business decisions, based on predictive analytics and machine learning, using both internal company data and external third party data - in near real-time - is one area that has been prioritized.

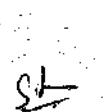
The consumer and packaged goods sector is a key target market, where clients are seeking to optimize their product assortment being sold to each store for maximizing same-store sales. Offering this service in large emerging markets with thousands of small stores is especially difficult. Your Company is uniquely positioned to do this, given its past experience and knowledge of the area.

Similarly, the retail sector also has tremendous opportunities to improve the shopper experience in what we call the 'Phygital' world. The 'Phygital' World is one where shoppers move from online to offline and back, seamlessly while they search, research, buy products and services. Enabling a highly personalized and superior shopping experience in this environment is one of the other prioritized solution areas. This work is being backed by in-depth research of shopper preferences conducted in US, UK and Europe, which has been widely reported in public media.

The other key aspect of these solutions is that they are being designed to be run in cloud-hosted multi-tenant environments for faster client onboarding and lower operating costs. The business-critical nature of the services will also ensure client stickiness.

**Digital Video Surveillance Solutions** – We are currently focusing on state-of-the-art IP based video surveillance management, recording and analytic products and solutions. Your Company has more than 30 technology and system integration partners in India and world-wide and has participated in several conferences (shows) around the country. The key products in Digital Video Surveillance portfolio include the following:

1. SecureMind™ is the Video Management Software, which has more than 8000 licenses sold so far.
2. Gladius™ Video Management Software is your Company's flagship Enterprise class video management software, which has been installed at several key installations in India including Bengaluru Traffic Control, Karnataka Chief Minister's residence, Bengaluru Jail, Belgaum Jail. We have sold over 3,500 licenses of Gladius since the launch early this year.



3. Video Analytics Solutions include sterile zone violation detection, direction violation, missing object, foreign object and crowd detection, people counting and heat maps for retail industry, Video based smoke and fire detection for Oil and Gas Industries and AutoPTZ tracking for large perimeter protection.

Mindtree has filed 4 patents in India and US so far in the area of Video analytics and all 4 US Patents have been granted.

#### Innovation Evangelism

We identified a need to accelerate the business case creation for digital solutions in customer enterprises. This need was arose from the IT and business groups. The reason for stagnation at business case stage was due to the large volume of opportunity in digital that needed to be validated and conceptualized with limited bandwidth.

We set out and created an innovation lab called 'The Digital Pumpkin' to ease business case creation and release more projects into build phase. It is a co-innovation & co-creation platform for our customers and prospects. The Digital Pumpkin engages business & IT community of target enterprise to rapidly innovate, prototype and validate viability of digital solutions for their business. At The Digital Pumpkin, creativity and technology were applied that resulted in creation of about 40+ concepts in this year.

Benefits derived as a result of the above R & D

Information and communication technology industry by its nature is a fast evolving industry with multiple competing technologies and innovations. It is therefore critical for your Company to continue its R&D efforts not merely to stay abreast of the developments, but to stay ahead in assessing the emerging trends. Your Company, through such R&D investments, is able to advice and help its customers to adopt and absorb the right technologies in their business transformative journey.

#### Future plan of action

Mindtree will continue to invest in R&D initiatives, especially in emerging technologies. Under the CTO organization, we will focus on emerging technology spaces like Cognitive computing and related technologies like machine learning, deep learning & predictive analytics. We will also invest in reimagining engineering digital solutions using automation technologies and tools.

#### Technology Absorption, Adaptation and Innovation

We are proactively investing in the Centers of Excellence & Digital pumpkin to foster early experimentation of technology to build innovative solutions and thereby help our customers build next generation products & solutions. We provide our employees with a 'state of the art' working environment, enabling them to optimize their performance & productivity. The excellent communication infrastructure put in place by us ensures that the employees get to work on the same environment that the customers' engineering teams work on.

The communication infrastructure also enables our employees working onsite to work very closely, with their counterparts, in India, enabling a 24-hour delivery model. The adoption of latest technology along with the investments in R&D enables us to be the preferred technology solutions provider to many leading global corporations.

Your Company has spent ₹ 212 million on research and development during the year 2014 - 15

#### (C) Foreign exchange earnings and Outgo

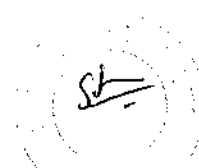
Foreign exchange earnings		₹ In Millions
Income from software development		34,452
Other income		31

Foreign exchange Outgo		₹ In Millions
Branch office expenses		15,822
Travel expenses		244
Professional charges		52
Others		363

For and on behalf of the Board of Directors

Bengaluru  
April 16, 2015

Subroto Bagchi  
Chairman



## CORPORATE SOCIAL RESPONSIBILITY

1. CSR Policy: Mindtree focuses on CSR initiatives that promote the areas identified in this policy. Mindtree implements the chosen programs via three channels:
  - (a) Directly by Mindtree
  - (b) Through MindTree Foundation
  - (c) Through "Individual Social Responsibility" programs undertaken by Mindtree Minds and supported by Mindtree as appropriateFurther, Mindtree's CSR primarily focuses on programs that
  - (a) Benefit the differently abled
  - (b) Promote education
  - (c) Create sustainable livelihood opportunitiesThe CSR policy of the Company is stated in  
<http://www.mindtree.com/corporate-social-responsibility-policy>
2. The composition of the CSR Committee:  
The current members of the CSR Committee of the Board are:
  - (a) Mr. Subroto Bagchi, Chairman
  - (b) Prof. Pankaj Chandra, Member
  - (c) Mr. N S Parthasarathy, Member
  - (d) Mr. Rostow Ramanan, Member
3. Average Net Profit of the Company for last three financial years: ₹ 3,428,193,822
4. Prescribed CSR expenditure (two percent of the amount as in item 3 above): ₹ 68,563,876
5. Details of the CSR spend during the financial year.
  - (a) Total amount spent for the financial year: ₹ 40,009,119
  - (b) Amount unspent if any: ₹ 28,554,757
  - (c) Manner in which the amount spent during the financial year is detailed overleaf: \_\_\_\_\_



Details of the CSR spent during the financial year.

Sl.NO	CSR project or activity identified	Sector in which the Project is covered	Project or Programs (1) Local Area or others (2) Specify the state and district where project or programs were undertaken	Amount of outlay Budget project or program wise	Amount Spent on the project or programs Subheads: (1) Direct expenditure on project (2) Overheads	Cumulative Expenditure up to the reporting period	Amount Spent: Director or through Implementing Agency
1	I Got Garbage: Initiative in the area of poverty reduction for rag-pickers and waste reduction. It achieves the above by integrating rag-pickers into formal waste management eco-system. Supply of saplings: Sapling plantation program organized by Mindtree for all the employees as part of the 15th anniversary celebrations	Schedule 7(i). Eradicating poverty	1)Bengaluru 2)Karnataka	₹24,309,119	Direct: ₹24,309,119	₹ 24,309,119	Direct: ₹ 24,309,119
2	Blood donation/ stem cells donation: Donation drive organized by Mindtree as part of its 15th anniversary celebrations. Blood/ stem cells donations made by Mindtree minds as part of 'Individual Social Responsibility'.	Environment improvement	1)Bengaluru 2)Karnataka	₹ 900,000	Direct: ₹ 900,000	₹ 900,000	Direct: ₹ 900,000
3		Promoting Health Care	1)Bengaluru 2)Karnataka	₹ 300,000	Direct: ₹ 300,000	₹ 300,000	Direct: ₹ 300,000
4	Distribution of solar lanterns: Solar lanterns were distributed in rural areas by Mindtree minds as part of the 15th anniversary celebrations.	Livelihood enhancement	Karnataka	₹ 500,000	Direct: ₹ 500,000	₹ 500,000	Direct: ₹ 500,000



Details of the CSR spent during the financial year.

S.NO	CSR project or activity identified	Sector in which the Project is covered	Project or Programs (1) Local area or others (2) Specify the state and district where project or programs were undertaken	Amount of outlay Budget project or program wise	Amount Spent on the project or programs Subheads (1) direct expenditure on project (2) Overheads Direct: ₹ 1,500,000	Cumulative Expenditure up to the reporting period ₹ 1,500,000	Amount Spent: Director or through Implementing Agency
5	Pinkathon: Walkathon and marathon conducted for Breast cancer awareness. Mindtree played an active role in promoting the event and also made a donation to support the cause.	Promoting Health Care	(1) Bengaluru (2) Karnataka	₹ 1,500,000	Direct: ₹ 1,500,000	₹ 1,500,000	Direct: ₹ 1,500,000
6	Donation to MindTree Foundation. Donation has been made to MindTree Foundation during the year. Detailed spend made by Mindtree Foundation is given below.	Details given below	Details given below	₹ 12,500,000 Details of projects are given below.	₹ 12,500,000 Details of projects are given below.		Through MindTree Foundation. Details of projects are given below.
A	Sanchalana: To identify, assess, and provide mobility aids to poor rural children with disabilities for significant qualitative improvements on mobility and functional needs.	Schedule 7(i), Eradicating poverty	(1) Davangere, Saraguru, and Vijayapura (2) Davangere, Mysuru, and Vijayapura Districts, Karnataka				

As per details provided against Sl. No. 6





Details of the CSR spent during the financial year.

Sl.NO	CSR project or activity identified	Sector in which the Project is covered	Project or Programs (1) Local Area or others (2) Specify the state and district where project or programs were undertaken	Amount of outlay Budget project or program wise	Amount Spent on the project or programs Subheads: (1) direct Expenditure on project (2) Overheads	Cumulative Expenditure up to the reporting period	Amount Spent: Director or through Implementing Agency
B	Community Based Rehabilitation - Disability Inclusive Development (CBR-DID): To conduct early intervention for children, Rehabilitation programs, Home based training, Need-based Assistive Services, Capacity building, Livelihood and Non-formal education.	Schedule 7(i), Eradicating poverty	(1) Redhills, Padiyanallur, Perambakkam, Mynjor, Avadi, Thiruvallur (2) Tiruvallur District, Tamil Nadu				
	Bal Reshmi: To support poor disabled children for Education, corrective surgeries, and therapies	Schedule 7(ii), Promoting Education and Livelihood	(1) Rural Bengaluru District (2) Karnataka				
	Kanavu Pattaral (Dream Workshop): To enable children to learn life skills and behavior/traits through activity based learning.	Schedule 7(iii), Promoting Education	(1) Chennai (2) Tamilnadu				
	Yuva Jyoti: To train poor, school-drop-out, unemployed rural youths in Tailoring, Computer Education, Data Entry, Electrical Wiring, Motor rewinding, Carpentry and Plumbing.	Schedule 7(iii), Livelihood	(1) Bychapura (2) Hollavarahalli Hobli, Koratagere Taluk, Tumkur District, Karnataka				

As per details provided against SL No. 6





Details of the CSR spent during the financial year.

Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Project or Programs (1) Local Area or others (2) Specify the state and district where project or programs were undertaken	Amount of outlay Budget project or program wise	Amount Spent on the project or programs Subheads: (1) direct Expenditure on project (2) Overheads	Cumulative Expenditure up to the reporting period	Amount Spent Director or through Implementing Agency
	Lab-on-a-Bike: To create awareness about hands-on way of learning Science and to spark curiosity among underprivileged school children in Science.	Schedule 7(ii). Promoting Education	(1) Pogoan, Marungi and Bhugoan (2) Pune, Maharashtra				
	Udaan (Soar in Success): To provide scholarships, counselling and opportunities to rural government school children to become doctors in future	Schedule 7(ii). Promoting Education	1) Kanakapura Taluk, 2) Ramanagara District, Karnataka				
	Professional Certificate in Software Development (PCSD): To promote rural Engineering college students to become industry-ready through this course	Schedule 7(ii). Promoting Education	(1) Jayam College of Engineering and Technology (2) Nallanur, Dharmapuri District, Tamilnadu.				
	Learn and Earn Centers: To train intellectually challenged youngsters over 15 years of age to gain confidence and error-free operation in their computer data-entry works	Schedule 7(ii). Promoting Education including special education and employment enhancing vocation skills	Abhithasha in Medhak District Mallikamba in Warangal District & Akkashna in Rangareddy District in Telangana.				
	Learning Enhancement Program: To improve learning abilities of children in Kannada writing and reading & Mathematics.	Schedule 7(ii). Promoting Education	1) Kanakapura Taluk, 2) Ramanagara District, Karnataka				

As per details provided against Sl. No. 6



Details of the CSR spent during the financial year.

Sl.NO	CSR project or activity identified	Sector in which the Project is covered	Project or Programs (1) Local Area or others (2) Specify the state and district where project or programs were undertaken	Amount of outlay Budget project or program wise	Amount Spent on the project or programs Subheads: (1) direct Expenditure on project (2) Over Heads	Cumulative Expenditure up to the reporting period	Amount Spent: Director or through Implementing Agency
	<b>Ekalavya School:</b> Support deserving slum school children with tuition fees and books fees. <b>Bal Sevika Training Institute:</b> To provide training to under privileged young rural women in Social Work, Child Development, Health, Nutrition, in Kannada medium. <b>Bala Janaagraha:</b> To transform all 4 following aspects of India's City-Systems With Citizens: Bengaluru acts as the grassroots base to develop 'Civic Franchise' models Online platforms are built for scalable citizen reach and engagement With Government: Demonstrable pilots wherever possible to drive institutional change Deep Advocacy for policy reforms	Schedule 7(ii). Promoting Education  Schedule 7(ii). Livelihood Enhancement to the rural youth  Schedule 7(ii). Promoting education and vocational skills	Raghavendra Nagar, Jillelaguda, Sarooranagar, Hyderabad  Rural Bengaluru District Karnataka  1)Nagpur 2)Maharashtra				
	<b>Total CSR expenditure made by Mindtree (1+2+3+4+5+6)</b>			₹ 40,009,119	₹ 40,009,119	₹ 40,009,119	₹ 40,009,119

As per details provided against Sl. No. 6



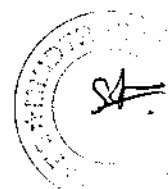
## Directors' Report

6. Reasons for not spending the prescribed CSR expenditure: Mindtree's CSR commitments are beyond financial performance. We have always been historically ahead of regulation and we have maintained our CSR and sustainability projects even when we went through rough weather on the business front. Also, some of our CSR programs are about involvement, time and effort. Such efforts have made a significant impact to society, which cannot be measured monetarily. In FY 2014-15, through the Individual Social Responsibility (ISR) programs, Mindtree and Mindtree minds have impacted more than 12,000 lives. We are continuously looking at new CSR initiatives to give back to the society.
7. The CSR Committee, hereby confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

**N. Krishnakumar**  
CEO & Managing Director

**Subroto Bagchi**  
Chairman of CSR Committee

Date: April 16, 2015



## ANNEXURE 8

G.SHANKER PRASAD ACS AICWA  
PRACTISING COMPANY SECRETARY

#10, AG's Colony, Anandnagar, Bengaluru – 560 024. Tel: 080 42146796

Email: [grapilind@gmail.com](mailto:grapilind@gmail.com) / [gsp@grapilind.com](mailto:gsp@grapilind.com)

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Mindtree Limited,  
Bengaluru

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mindtree Limited (hereinafter called the "Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder; which have been notified and the Companies Act, 1956 which are still in force.
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- vi. The other laws as applicable to the Company, as per para I of Annexure hereto.

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

(i) Draft Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with National Stock Exchange and Bombay Stock Exchange;

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

I further report that:

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has duly issued bonus shares and increased the authorised capital of the Company.

Place: Bengaluru  
Date: April 16, 2015

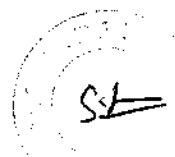
G. SHANKER PRASAD  
ACS No.: 6357  
CP No.: 6450

## ANNEXURE

I. The laws applicable to the Company referred to in para vi of the report.

A.

1. A.P. Contract Labour (Regulation & Abolition) Rules, 1971
2. Air (Prevention and Control of Pollution) Act, 1981 read with The Air (Prevention and Control of Pollution) Rules, 1982
3. Andhra Pradesh Industrial Disputes Rules, 1958
4. Andhra Pradesh Maternity Rules, 1966
5. Andhra Pradesh Minimum Wages Rules, 1960
6. Bombay Workmen's Compensation Rules, 1934
7. Central Excise Act, 1944
8. Cenvat Credit Rules, 2004
9. Competition Act, 2002
10. Competition Commission Of India (General) Regulations, 2009
11. Competition Commission Of India (Procedure In Regard To The Transaction Of Business Relating To Combinations) Regulations, 2011
12. Contract Labour (Regulation And Abolition) (Karnataka) Rules, 1974
13. Employee's Compensation Act, 1923
14. Employees' Pension Scheme, 1995
15. Employees' Provident Fund Scheme, 1952
16. Employees Provident Funds And Miscellaneous Provisions Act, 1952
17. Employment Exchanges (Compulsory Notification Of Vacancies) Rules, 1960
18. Environment (Protection) Act, 1986
19. Environment (Protection) Rules, 1986
20. Equal Remuneration Act, 1976
21. Equal Remuneration Rules, 1976
22. E-Waste (Management And Handling) Rules, 2011
23. Finance Act, 1994
24. Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
25. Income Tax Act, 1961 and the rules made thereunder
26. Indian Copyright Act, 1957 and the rules made thereunder
27. Industrial Disputes (Bombay) Rules, 1958
28. Industrial Disputes (Karnataka) Rules, 1958
29. Industrial Disputes Act, 1947
30. Karnataka Air (Prevention & Control Of Pollution) Rules, 1983
31. Karnataka Fire Force Act, 1964
32. Karnataka Groundwater (Regulation And Control Of Development And Management) Act, 2011
33. Karnataka Groundwater (Regulation And Control Of Development And Management) Rules, 2012
34. Karnataka Industrial Areas Development Act, 1966
35. Karnataka Industrial Areas Development Board Regulations, 1969
36. Karnataka Industrial Establishments (National And Festival Holidays) Act, 1963
37. Karnataka Industrial Establishments (National And Festival Holidays) Rules, 1964
38. Karnataka Labour Welfare Fund Act, 1965
39. Karnataka Labour Welfare Rules, 1968
40. Karnataka Lifts Act, 1974
41. Karnataka Lifts Rules, 1976
42. Karnataka Maternity Benefit Rules, 1966
43. Karnataka Minimum Wages Rules, 1958
44. Karnataka Municipal Corporation Act, 1976
45. Karnataka Municipal Corporation Rules, 1977
46. Karnataka Payment Of Subsistence Allowance Act, 1988
47. Karnataka Payment Of Subsistence Allowance Rules, 2004
48. Karnataka Preservation Of Trees Act, 1976
49. Karnataka Preservation Of Trees Rules 1977
50. Karnataka Prohibition Of Smoking And Protection Of Health Of Non-Smokers Act, 2001
51. Karnataka Shops And Commercial Establishments Act, 1961
52. Karnataka Shops and Commercial Establishments Act, 1961 and the rules made thereunder



53. Karnataka Tax On Entry Of Goods Act, 1979
54. Karnataka Tax On Entry Of Goods Rules, 1979
55. Karnataka Tax on Professions, Trades, Callings and Employment Act, 1976
56. Karnataka Tax On Professions, Trades, Callings And Employments Rules, 1976
57. Karnataka Value Added Tax Act, 2003
58. Karnataka Value Added Tax Rules, 2005
59. Karnataka Workmen's Compensation Rules, 1966
60. Maharashtra Air (Prevention & Control Of Pollution) Rules, 1983
61. Maharashtra Contract Labour (Regulation And Abolition) Rules, 1971
62. Maharashtra Maternity Benefit Rules, 1965
63. Maharashtra Minimum Wages Rules, 1963
64. Maternity Benefit Act, 1961
65. Minimum Wages (Tamil Nadu) Rules, 1953
66. Orissa Compensation Rules, 1928
67. Orissa Contract Labour (Regulation & Abolition) Rules, 1975
68. Orissa Industrial Dispute Rules, 1959
69. Orissa Maternity Benefit Rules, 1965
70. Orissa Minimum Wages Rules, 1954
71. Service Tax Rules, 1994
72. Tamil Nadu Air (Prevention & Control Of Pollution) Rules, 1983
73. Tamil Nadu Contract Labour (Regulation And Abolition) Rules, 1975
74. Tamil Nadu Industrial Disputes Rules, 1958
75. Tamil Nadu Maternity Benefit Rules, 1967
76. Tamil Nadu Workmen's Compensation Rules, 1924
77. The Contract Labour (Regulation & Abolition) Act, 1970
78. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
79. The Employment Exchange (Compulsory Notification of Vacancies) Act, 1956
80. The Patents Act, 1970 and the rules made thereunder
81. The Payment of Bonus Act, 1965
82. The Payment of Gratuity Act, 1972
83. The Payment of Wages Act, 1936
84. Trade Marks Act, 1999 and the rules made thereunder
85. Water (Prevention and Control of Pollution) Act, 1974 read with Water (Prevention & Control of Pollution) Rules, 1975

B.

1. Andhra Pradesh Building Rules, 2012
2. Andhra Pradesh Factories And Establishments (National, Festival And Other Holidays) Act, 1974
3. Andhra Pradesh Factories And Establishments (National, Festival And Other Holidays) Rules, 1974
4. Andhra Pradesh Fire And Emergency Operations And Levy Of Fee Rules, 2006
5. Andhra Pradesh Fire Service Act, 1999
6. Andhra Pradesh Labour Welfare Fund Act, 1987
7. Andhra Pradesh Labour Welfare Fund Rules, 1988
8. Andhra Pradesh Motor Vehicles Rules, 1989
9. Andhra Pradesh Prohibition Of Smoking And Health Protection Act, 2002
10. Andhra Pradesh Prohibition Of Smoking And Health Protection Rules, 2002
11. Andhra Pradesh Shops And Establishments Act, 1988
12. Andhra Pradesh Shops And Establishments Employees Social Security Scheme Rules, 2011
13. Andhra Pradesh Shops And Establishments Rules, 1990
14. Andhra Pradesh Tax On Profession, Trades, Callings And Employments Act, 1987
15. Andhra Pradesh Tax On Professions, Trades, Callings And Employments Rules, 1987
16. Andhra Pradesh Value Added Tax Act, 2005
17. Andhra Pradesh Value Added Tax Rules, 2005
18. Andhra Pradesh Workmen's Compensation Rules, 1953
19. Bangalore Water Supply And Sewerage Act, 1964
20. Bangalore Water Supply And Sewerage Act, 1984 (As Applicable To Rain Water Harvesting)
21. Bangalore Water Supply Regulations, 1965



22. Batteries (Management And Handling) Rules, 2001
23. Bhubaneswar Development Authority (Planning And Building Standards) Regulations, 2008
24. Bombay Industrial Employment (Standing Orders) Rules, 1959
25. Bombay Labour Welfare Fund Act, 1953
26. Bombay Labour Welfare Fund Rules, 1953
27. Bombay Lifts Act, 1939
28. Bombay Lifts Rules, 1958
29. Bombay Shops And Establishments Act, 1948
30. Bombay Village Panchayats Act, 1958
31. Bureau Of Indian Standards (Certification) Regulations, 1988
32. Bureau Of Indian Standards Act, 1986
33. Bureau Of Indian Standards Rules, 1987
34. Central Electricity Authority (Installation And Operation Of Meters) Regulations, 2006
35. Central Motor Vehicles Rules, 1989
36. Central Sales Tax (Registration & Turnover) Rules, 1957 From SEZ Perspective
37. Central Sales Tax Act, 1956 From SEZ Perspective
38. Chennai City Municipal Corporation Act, 1919 (Applicable From Operational Perspective)
39. Chennai Metropolitan Water Supply And Sewerage Act, 1978
40. Chennai Metropolitan Water Supply And Sewerage Board's Sewerage Regulations, 1988
41. Chennai Metropolitan Water Supply And Sewerage Board's Water Tax And Sewerage Tax (Levy And Collection) Regulations, 1991
42. Chennai Metropolitan Water Supply And Sewerage Service Charges (Levy And Collection) Regulations, 1998
43. Child Labour (Prohibition And Regulation) Act, 1986
44. Cigarettes And Other Tobacco Products (Prohibition Of Advertisement And Regulation Of Trade And Commerce, Production, Supply And Distribution) Act, 2003
45. Cigarettes And Other Tobacco Products (Prohibition Of Advertisement And Regulation Of Trade And Commerce, Production, Supply And Distribution) Rules, 2004
46. Collection Of Statistics Act, 2008
47. Collection Of Statistics Rules, 2011
48. Development Regulations For Chennai Metropolitan Area 2008
49. Electricity (Removal Of Difficulties) Fifth Order, 2005
50. Electricity Act, 2003
51. Electronics And Information Technology Goods (Requirements For Compulsory Registration) Order, 2012
52. Emblems And Names (Prevention Of Improper Use) Act, 1950
53. Employee State Insurance Act, 1948
54. Employee's Compensation Act, 1923
55. Employees Deposit-Linked Insurance Scheme, 1976
56. Employees State Insurance (Central) Rules, 1950
57. Employees State Insurance (General) Regulations, 1950
58. Explosives Act, 1884
59. Food Safety And Standards (Licensing And Registration Of Food Businesses) Regulations, 2011
60. Food Safety And Standards Act, 2006
61. Foreign Exchange Management (Borrowing And Lending In Rupees) Regulations 2000
62. Foreign Exchange Management (Borrowing Or Lending In Foreign Exchange) Regulations, 2000
63. Foreign Exchange Management (Current Account Transactions) Rules, 2000
64. Foreign Exchange Management (Deposit) Regulations, 2000
65. Foreign Exchange Management (Export Of Goods And Services) Regulations, 2000
66. Foreign Exchange Management (Export Of Goods And Services) Regulations, 2000 From Stpi Perspective
67. Foreign Exchange Management (Export Of Goods And Services) Regulations, 2000 From SEZ Perspective
68. Foreign Exchange Management (Foreign Currency Accounts By A Person Resident In India) Regulations, 2000
69. Foreign Exchange Management (Foreign Exchange Derivative Contracts) Regulations, 2000
70. Foreign Exchange Management (Guarantees) Regulations, 2000
71. Foreign Exchange Management (Manner Of Receipt And Payment) Regulations, 2000
72. Foreign Exchange Management (Possession And Retention Of Foreign Currency) Regulations, 2000
73. Foreign Exchange Management (Realization, Repatriation And Surrender Of Foreign Exchange) Regulations, 2000
74. Foreign Exchange Management (Transfer Or Issue Of Any Foreign Security) Regulations, 2004
75. Foreign Exchange Management (Transfer Or Issue Of Security By A Person Resident Outside India) Regulations, 2000
76. Foreign Exchange Management Act, 1999

77. Foreign Exchange Management Act, 1999 From SEZ Perspective
78. Foreign Trade Policy 2009 To 2014 | Handbook Of Procedures, Customs
79. Foreign Trade Policy 2009 To 2014 From Stpi Perspective
80. Gas Cylinders Rules, 2004
81. Handbook Of Procedures From Stpi Perspective | Foreign Exchange Management Act, 1999 From Stpi Perspective
82. Hyderabad Metropolitan Sewerage Rules, 1990
83. Hyderabad Metropolitan Water Supply And Sewerage Act, 1989
84. Hyderabad Metropolitan Water Supply Rules, 1990
85. Hyderabad Municipal Corporation Act, 1955
86. Income-Tax Act, 1961 | Income-Tax Rules, 1962
87. Indian Wireless Telegraph Rules, 1973
88. Indian Wireless Telegraphy Act, 1933
89. Industrial Employment (Standing Orders) Act, 1946
90. Information Technology (Certifying Authority) Regulations, 2001
91. Information Technology (Electronic Service Delivery) Rules, 2011
92. Information Technology (Intermediaries Guidelines) Rules, 2011
93. Information Technology (Procedure And Safeguard For Monitoring And Collecting Traffic Data Or Information) Rules, 2009
94. Information Technology (Procedure And Safeguards For Interception, Monitoring And Decryption Of Information) Rules, 2009
95. Information Technology (Reasonable Security Practices And Procedures And Sensitive Personal Data Or Information) Rules, 2011
96. Information Technology Act, 2000
97. Intimation Of Accidents (Form And Time Of Service Of Notice) Rules, 2005
98. Karnataka Motor Vehicles Rules, 1989
99. Karnataka State Board For The Prevention And Control Of Water Pollution (Procedure For Transaction Of Business) And Water (Prevention And Control Of Pollution) Rules, 1976
100. Maharashtra Felling Of Trees (Regulation) Act, 1964
101. Maharashtra Felling Of Trees (Regulation) Rules, 1967
102. Maharashtra Fire Prevention And Life Safety Measures Act, 2006
103. Maharashtra Fire Prevention And Life Safety Measures Rules, 2008
104. Maharashtra Mathadi, Hamal And Other Manual Workers (Regulation Of Employment And Welfare) Act, 1969
105. Maharashtra Minimum House Rent Allowance Act, 1983 | Maharashtra Minimum House Rent Allowance Rules, 1990
106. Maharashtra Motor Vehicles Rules, 1989
107. Maharashtra Municipal Corporations Act (Act No Lix Of 1949)
108. Maharashtra Non-Biodegradable Garbage (Control) Act, 2006
109. Maharashtra Non-Biodegradable Solid Wastes (Proper And Scientific Collection, Sorting And Disposal In The Areas Of The Municipal Corporation) Rules, 2006
110. Maharashtra Plastic Carry Bags (Manufacture And Usage) Rules, 2006
111. Maharashtra Private Security Guards (Regulation Of Employment And Welfare) Act, 1981
112. Maharashtra Private Security Guards (Regulation Of Employment And Welfare) Scheme, 2002
113. Maharashtra Recognition Of Trade Unions And Prevention Of Unfair Labour Practices Act, 1971
114. Maharashtra Recognition Of Trade Unions And Prevention Of Unfair Labour Practices Rules, 1975
115. Maharashtra Shops And Establishments Rules, 1961
116. Maharashtra State Tax On Professions, Trades, Callings And Employments Act, 1975
117. Maharashtra State Tax On Professions, Trades, Callings And Employments Rules, 1975
118. Maharashtra Tax On The Entry Of Goods Into Local Areas Act, 2002
119. Maharashtra Tax On The Entry Of Goods Into Local Areas Rules, 2002
120. Maharashtra Value Added Tax Act, 2002 | Maharashtra Value Added Tax Rules, 2005
121. Maharashtra Water (Prevention And Control Of Pollution) Rules, 1983
122. Master Circular On Export Of Goods And Services 2012
123. Master Circular On External Commercial Borrowings And Trade Credits
124. Micro, Small And Medium Enterprises Development Act, 2006
125. Motor Vehicles Act, 1988
126. Multi-Storeyed And Public Building Rules, 1973
127. National Telecom Policy 1999
128. Noise Pollution (Regulation And Control) Rules, 2000
129. Orissa Child Labor (Prohibition And Regulation) Rules, 1994
130. Orissa Development Authorities Act, 1982
131. Orissa Entry Tax Act, 1999 | Orissa Entry Tax Rules, 1999

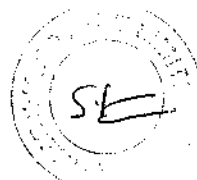


132. Orissa Fire Service Act, 1993
133. Orissa Fire Works And Loud Speakers (Regulation) Act, 1958 | Orissa Fire Works And Loud Speakers (Regulation) Rules, 1965
134. Orissa Industrial Establishments (National And Festival) Holidays Act, 1969 | Orissa Industrial Establishments (National And Festival) Holidays Rules, 1972
135. Orissa Motor Vehicles Rules, 1993
136. Orissa Municipal Corporation Act, 2003
137. Orissa Shops And Commercial Establishments Act, 1956 | Orissa Shops And Commercial Establishments Rules, 1958
138. Orissa State Tax On Professions, Trades, Callings And Employments Act, 2000 | Orissa State Tax On Professions, Trades, Callings And Employments Rules, 2000
139. Orissa Value Added Tax Act, 2004 | Orissa Value Added Tax Rules, 2005
140. Orissa Water Supply And Sewerage Board Act, 1991
141. Petroleum Act, 1934
142. Petroleum Rules, 2002
143. Plastic Waste (Management And Handling) Rules, 2011
144. Representation Of The People Act, 1951
145. Selection Installation And Maintenance Of First Aid Fire Extinguishers Code Of Practice
146. Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013
147. Special Economic Zones Act, 2005
148. Special Economic Zones Rules, 2006
149. Special Rules For Regulating The Construction And Maintenance In The Vicinity Of Civil Aerodrome, 1970
150. Tamil Nadu Child Labor (Prohibition And Regulation) Rules, 1994
151. Tamil Nadu District Municipalities Act, 1920
152. Tamil Nadu District Municipalities Building Rules, 1972
153. Tamil Nadu Fire Service Act, 1985
154. Tamil Nadu Industrial Establishments (Conferment Of Permanent Status To Workmen) Act, 1981
155. Tamil Nadu Industrial Establishments (National And Festival Holidays) Act, 1958
156. Tamil Nadu Industrial Establishments (National And Festival Holidays) Rules, 1959
157. Tamil Nadu Labour Welfare Fund Act, 1972
158. Tamil Nadu Labour Welfare Rules, 1973
159. Tamil Nadu Lift Rules, 1997
160. Tamil Nadu Lifts Act, 1997
161. Tamil Nadu Manual Workers (Regulation Of Employment And Conditions Of Work) Act, 1982
162. Tamil Nadu Manual Workers (Regulation Of Employment And Conditions Of Work) Rules, 1986
163. Tamil Nadu Motor Vehicles Rules, 1989
164. Tamil Nadu Prohibition Of Harassment Of Woman Act, 1998
165. Tamil Nadu Prohibition Of Smoking And Spitting Act, 2002
166. Tamil Nadu Prohibition Of Smoking And Spitting Rules, 2003
167. Tamil Nadu Shops And Establishments Act 1947
168. Tamil Nadu Shops And Establishments Rules, 1948
169. Tamil Nadu Town And Country Planning Act, 1971
170. Tamil Nadu Value Added Tax Act, 2006
171. Tamil Nadu Value Added Tax Rules, 2007
172. Tamil Nadu Water (Prevention And Control Of Pollution) Rules, 1983
173. Telecom Commercial Communications Customer Preference Regulations, 2010
174. Telecom Regulatory Authority Of India Act, 1997
175. The Indecent Representation Of Women (Prohibition) Act, 1986
176. The Indecent Representation Of Women (Prohibition) Rules, 1987
177. The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Rules, 2013
178. Town Panchayats, Municipalities And Municipal Corporations (Collection Of Tax On Professions, Trades, Callings And Employments) Rules, 1999
179. Use Of Very Low Power Radio Frequency Devices Or Equipments Including The Radio Frequency Identification Devices, (Exemption From Licensing Requirement) Rules, 2014
180. Water (Prevention And Control Of Pollution) Act, 1974
181. Water (Prevention And Control Of Pollution) Cess Act, 1977
182. Wealth Tax Act, 1957
183. Works Of Licensees Rules, 2006

For Mindtree Limited

*Vedant*

Company Secretary



# BSR & 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.

BSR & Co. (a partnership firm with  
Registration No. BA61223) converted into  
BSR & 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



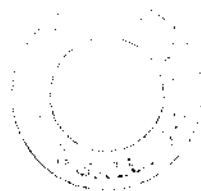
**Independent Auditor's Report (continued)**

**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



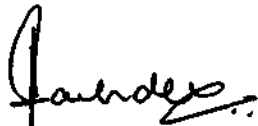
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- (f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to 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 <sup>ss</sup>



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



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.






- (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
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	3.1.1	837	417
Reserves and surplus	3.1.2	19,271	15,992
		<u>20,108</u>	<u>16,409</u>
Share application money pending allotment	3.1.1 (g)	4	-
<b>Non-current liabilities</b>			
Long-term borrowings	3.2.1	23	27
Other long-term liabilities	3.2.2	334	129
Long-term provisions	3.2.3	-	39
		<u>357</u>	<u>195</u>
<b>Current liabilities</b>			
Trade payables		503	82
Other current liabilities	3.3.1	3,443	2,737
Short-term provisions	3.3.2	2,046	1,574
		<u>5,992</u>	<u>4,393</u>
		<u>26,461</u>	<u>20,997</u>
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
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
		<u>8,198</u>	<u>6,320</u>
<b>Current assets</b>			
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
		<u>18,263</u>	<u>14,677</u>
		<u>26,461</u>	<u>20,997</u>

Significant accounting policies and notes to the accounts 2&3

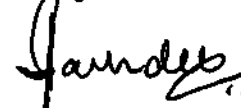
The notes referred to above form an integral part of the financial statements

As per our report of even date attached

For BSR & Co. LLP

Chartered Accountants

Firm Registration Number: 101248W/W-100022



Supreet Sachdev

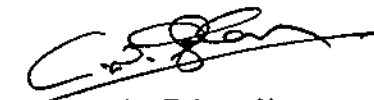
Partner

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



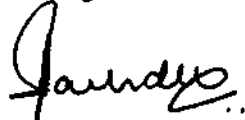
**Mindtree Limited**  
**Statement of profit and loss**

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
<b>Total revenues</b>		<b>36,305</b>	<b>30,810</b>
<b>Expenses:</b>			
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
<b>Total expenses</b>		<b>29,428</b>	<b>25,023</b>
<b>Profit before tax</b>		<b>6,877</b>	<b>5,787</b>
Tax expense:	3.4.3		
Current tax		1,581	1,317
Deferred tax		(47)	(42)
<b>Profit for the year</b>		<b>5,343</b>	<b>4,512</b>
<b>Earnings per equity share</b>	3.1.7		
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

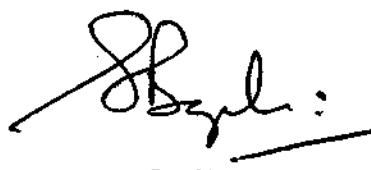
Significant accounting policies and notes to the accounts 2&3

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

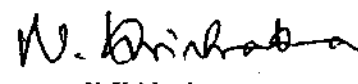


Subroto Bagchi  
Chairman



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
<b>Cash flow from operating activities</b>		
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)
<b>Net cash provided by operating activities</b>	<b>5,977</b>	<b>3,225</b>
<b>Cash flow from investing activities</b>		
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
<b>Net cash used in investing activities</b>	<b>(2,098)</b>	<b>(2,244)</b>
<b>Cash flow from financing activities</b>		
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)
<b>Net cash used in financing activities</b>	<b>(1,376)</b>	<b>(1,113)</b>
Effect of exchange differences on translation of foreign currency cash and cash equivalents	(9)	69
<b>Net increase/ (decrease) in cash and cash equivalents</b>	<b>2,494</b>	<b>(63)</b>
Cash and cash equivalents at the beginning of the year	1,175	1,238
<b>Cash and cash equivalents at the end of the year (Refer note 3.5.3)</b>	<b>3,669</b>	<b>1,175</b>

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

For Mindtree Limited

  
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

**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.



**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)**

- 2.3.6 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**

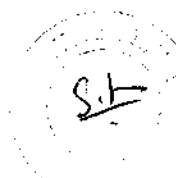
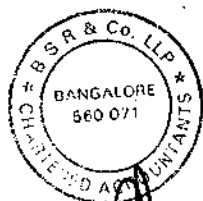
Cash and cash equivalents comprise of cash-in-hand and balance in bank in current accounts and deposit accounts.

**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.



**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)**

**2.8 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)**

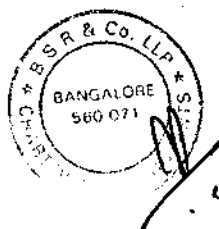
- 2.9.4 In respect of integral operations, monetary assets and liabilities are translated at the exchange rate prevailing at the date of the balance sheet. Non-monetary items are translated at the historical rate. The items in the statement of profit and loss are translated at the rates prevailing on 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**

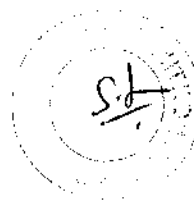
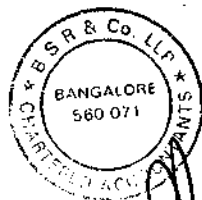
The current income tax charge is determined in accordance with the relevant tax regulations applicable to the Company. Deferred tax charge or credit are recognised for the future tax consequences attributable to timing difference that result between the profit offered for income taxes and the profit 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.



**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)**

**2.14 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**

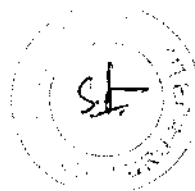
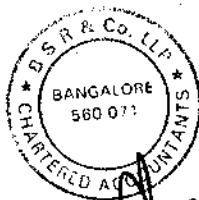
The Company measures the compensation cost relating to stock options, restricted shares and phantom stock options using the intrinsic value method. The compensation cost is amortised over the vesting/ service period.

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

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, 2015		As at 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 (c).

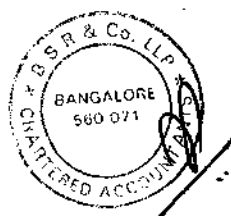
c) The Company has only one class of shares referred to as equity shares having a par value of Rs 10 each.

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.



**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)

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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**Mindtree Limited**  
**Significant accounting policies and notes to the accounts (continued)**  
**For the year ended March 31, 2015**  
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***Program 2 [ESOP 2001]***

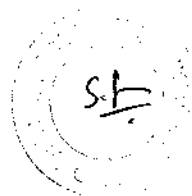
Options under this program have been granted to employees at an exercise price of Rs 50 per option (Rs 25 per option post bonus issue). All stock options have a four-year vesting term and vest at the rate of 15%, 20%, 30% and 35% at the end of 1, 2, 3 and 4 years respectively from the date of grant and 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.



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

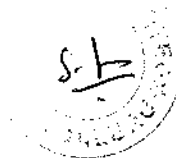
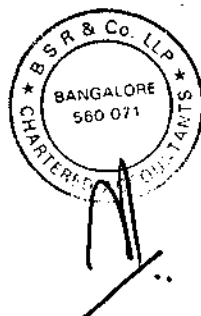
Options under this program are granted to employees at an exercise price periodically determined by the Nomination and Remuneration Committee. All stock options have a four-year vesting term and vest at the rate of 15%, 20%, 30% and 35% at the end of 1, 2, 3 and 4 years respectively from the date of 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

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	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)



**Mindtree Limited**

Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2015

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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.





**Mindtree Limited**  
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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.



**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 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.



**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)**

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.



**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
<b>Capital reserve</b>		
Opening balance	87	87
	87	87
<b>Securities premium reserve</b>		
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)	-
	1,898	2,208
<b>General reserve</b>		
Opening balance	1,542	1,091
Add: Transfer from statement of profit and loss	-	451
	1,542	1,542
<b>Share option outstanding account</b>		
Opening balance	68	48
Additions during the year	10	20
	78	68
<b>Hedge reserve</b>		
Opening balance	49	173
Movement during the year	(49)	(124)
	-	49
<b>Surplus (Balance in the statement of profit and loss)</b>		
Opening balance	12,038	9,198
Add: Amount transferred from statement of profit and loss	5,343	4,512
Amount available for appropriations	17,381	13,710
Appropriations:		
Interim dividend	(586)	(624)
Final dividend	(838)	(417)
Dividend distribution tax	(291)	(180)
Amount transferred to general reserve	-	(451)
	15,666	12,038
<b>Total</b>	<b>19,271</b>	<b>15,992</b>



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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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**3.3 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
Bank overdraft	155	85
Other liabilities**	1,345	1,000
<b>Total</b>	<b>3,443</b>	<b>2,737</b>

\*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
<b>Total</b>	<b>2,046</b>	<b>1,574</b>

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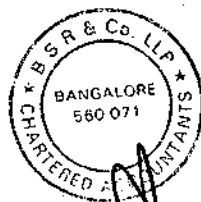
**Mindtree Limited**  
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The following table sets out the status of the gratuity plan as required under AS 15- Employee Benefits.

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Change in projected benefit obligations</b>		
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)
<b>Obligations at end of the year</b>	<b>413</b>	<b>365</b>
<b>Change in plan assets</b>		
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)
<b>Plan assets at the end of the year, at fair value</b>	<b>395</b>	<b>363</b>

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

Particulars	2015	As at March 31, 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)
<b>Asset/ (liability) recognised in the balance sheet</b>	<b>(18)</b>	<b>(2)</b>	<b>(11)</b>	<b>(1)</b>	<b>(8)</b>



**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	2014
<b>Gratuity cost</b>		
Service cost	81	74
Interest cost	29	26
Expected return on plan assets	(29)	(26)
Actuarial (gain)/loss	(12)	(23)
<b>Net gratuity cost</b>	<b>69</b>	<b>51</b>
Actual return on plan assets	29	26
<b>Assumptions</b>		
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)	-
<b>Provision at the end of the year</b>	<b>5</b>	<b>4</b>





**Mindtree Limited**  
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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.



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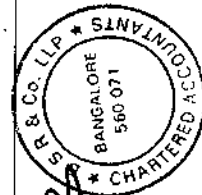
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**3.4 Non-current assets**

**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	As at March 31, 2015	As at March 31, 2015
<b>Tangible assets</b>								
Leasehold land	425	-	-	425	83	12	95	330
Buildings	2,694	928	-	3,621	957	149	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	1,400	637
Test equipment	218	-	-	217	217	1	217	-
Furniture and fixtures	191	71	5	257	157	14	166	91
Electrical installations	360	167	6	521	256	69	319	202
Office equipment	600	155	24	731	436	80	492	239
Motor vehicles	2	27	-	28	1	5	5	23
Plant and machinery	8	-	-	8	1	-	1	7
<b>Total (A)</b>	<b>6,887</b>	<b>2,114</b>	<b>140</b>	<b>8,861</b>	<b>3,621</b>	<b>872</b>	<b>4,354</b>	<b>4,507</b>
<b>Intangible assets</b>								
Intellectual property	67	-	-	67	52	13	65	2
Computer Software	892	94	65	921	737	132	804	117
<b>Total (B)</b>	<b>959</b>	<b>94</b>	<b>65</b>	<b>988</b>	<b>789</b>	<b>145</b>	<b>869</b>	<b>119</b>
<b>Total (A+B)</b>	<b>7,846</b>	<b>2,208</b>	<b>205</b>	<b>9,849</b>	<b>4,410</b>	<b>1,017</b>	<b>5,223</b>	<b>4,626</b>



**Mindtree Limited**

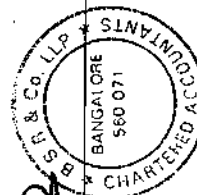
**Significant accounting policies and notes to the accounts (continued)**

**For the year ended March 31, 2015**

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

**3.4.1 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
<b>Tangible assets</b>								
Leasehold land	425	-	-	425	12	-	83	342
Buildings	2,312	362	-	2,694	128	-	957	1,737
Leasehold improvements	480	340	-	819	104	-	428	391
Computer systems	1,296	483	209	1,570	276	209	1,085	485
Test equipment	219	-	-	218	20	-	217	1
Furniture and fixtures	151	41	-	191	20	-	157	34
Electrical installations	247	114	-	360	52	-	256	104
Office equipment	482	119	-	600	67	-	436	164
Motor vehicles	2	1	-	2	-	-	1	1
Plant and machinery	8	-	-	8	-	-	1	7
<b>Total (A)</b>	<b>5,642</b>	<b>1,460</b>	<b>215</b>	<b>6,887</b>	<b>679</b>	<b>215</b>	<b>3,621</b>	<b>3,266</b>
<b>Intangible assets</b>								
Intellectual property	67	-	-	67	13	-	52	15
Computer Software	698	197	3	892	117	2	737	155
<b>Total (B)</b>	<b>765</b>	<b>197</b>	<b>3</b>	<b>959</b>	<b>130</b>	<b>2</b>	<b>789</b>	<b>170</b>
<b>Total (A+B)</b>	<b>6,407</b>	<b>1,657</b>	<b>218</b>	<b>7,846</b>	<b>809</b>	<b>217</b>	<b>4,410</b>	<b>3,436</b>



**Mindtree Limited**  
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**3.4.2 Non-current investments**

Particulars	As at March 31, 2015	As at 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)
<b>Total</b>	<b>1,113</b>	<b>189</b>
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:**

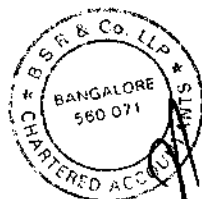
Particulars	As at March 31, 2015		As at March 31, 2014	
	No of units	Amount	No of units	Amount
Tata Mutual Fund	-	-	4,000,000	40
Reliance Mutual Fund	-	-	2,850,000	28
UTI Mutual Fund	-	-	10,000,000	100
<b>Total</b>	-	-	-	<b>168</b>

**Details of investment in equity instruments are as given below:**

Particulars	As at March 31, 2015	As at 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
<b>Total</b>	<b>16</b>	<b>15</b>

**Details of investment in preference shares are as given below:**

Particulars	As at March 31, 2015	As at 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
<b>Total</b>	<b>7</b>	<b>7</b>



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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)

Details of investment in Limited Liability Company is as given below:

Particulars	As at March 31, 2015	As at March 31, 2014
Investment in wholly owned subsidiary - Discoverure Solutions L.L.C.	1,091	-
<b>Total</b>	<b>1,091</b>	<b>-</b>

The Company has 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 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 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 year ended March 31, 2015	2014
Tax expense		
Current tax	1,581	1,317
Deferred tax	(47)	(42)
<b>Total</b>	<b>1,534</b>	<b>1,275</b>

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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**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)**

**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
<b>Total deferred tax assets</b>	<b>449</b>	<b>402</b>

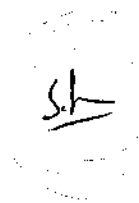
**3.4.4 Long-term loans and advances**

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
<b>Total</b>	<b>653</b>	<b>758</b>

\*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
<b>Total</b>	<b>1,003</b>	<b>1,039</b>



**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 Current assets**

**3.5.1 Current investments**

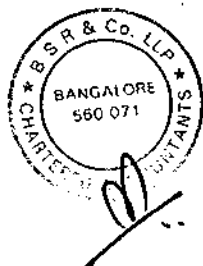
Particulars	As at March 31, 2015	As at March 31, 2014
Investment in mutual funds (quoted)	4,643	4,760
Term deposits	700	400
<b>Total</b>	<b>5,343</b>	<b>5,160</b>
Aggregate amount of quoted investments	4,643	4,760
Aggregate market value of quoted investments	4,790	4,912
Aggregate amount of unquoted investments	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	26,910,491	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
<b>Total</b>		<b>4,643</b>		<b>4,760</b>

Details of investments in term deposit are as given below:

Particulars	As at March 31, 2015	As at March 31, 2014
HDFC Limited	700	400
<b>Total</b>	<b>700</b>	<b>400</b>



**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)**

**3.5.2 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)
<b>Total</b>	<b>6,798</b>	<b>6,004</b>

**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
<b>Total</b>	<b>3,669</b>	<b>1,175</b>

^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.



*[Handwritten signature]*

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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)**

**3.5.4 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)
<b>Total</b>	<b>836</b>	<b>612</b>

\*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
<b>Total</b>	<b>1,617</b>	<b>1,726</b>

\*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
<b>Total</b>	<b>831</b>	<b>494</b>



**Mindtree Limited**

Significant accounting policies and notes to the accounts (continued)

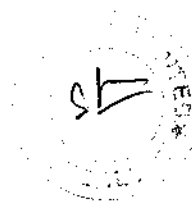
For the year ended March 31, 2015

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

**3.7 Expenses**

<b>Employee benefits expense</b>	<b>For the year ended March 31,</b>	
	<b>2015</b>	<b>2014</b>
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
<b>Total</b>	<b>20,646</b>	<b>17,820</b>
<b>Finance costs</b>	<b>For the year ended March 31,</b>	
	<b>2015</b>	<b>2014</b>
Interest expense	1	4
<b>Total</b>	<b>1</b>	<b>4</b>
<b>Other expenses</b>	<b>For the year ended March 31,</b>	
	<b>2015</b>	<b>2014</b>
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
<b>Total</b>	<b>7,764</b>	<b>6,390</b>

\*Refer note 3.1.1 (f)



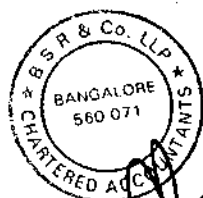
### 3.8 Contingent liabilities and commitments

- 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.

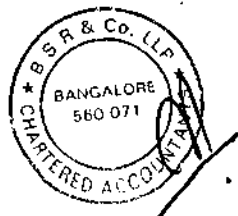
During the year, the Company has received the order from the Commissioner of Income Tax (Appeals) for the year 2004-05 and on the unfavorable grounds, the Company has filed an appeal with ITAT, Bangalore.

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).



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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)****3.9 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**

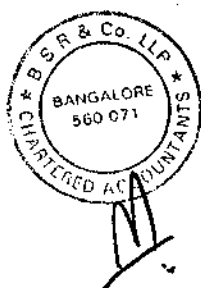
Particulars	For the year ended March 31,	
	2015	2014
Capital goods	339	292
<b>Total</b>	<b>339</b>	<b>292</b>

**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
<b>Total</b>	<b>16,481</b>	<b>11,770</b>

**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
<b>Total</b>	<b>34,483</b>	<b>29,489</b>



**Mindtree Limited**

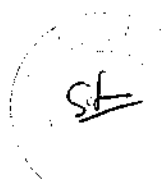
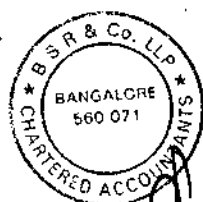
Significant accounting policies and notes to the accounts (continued)

For the year ended March 31, 2015

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

- 3.13 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
<b>Number of shares held</b>		
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	-
<b>Number of shareholders</b>		
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	-
<b>Amount Remitted (in Rs)</b>		
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**

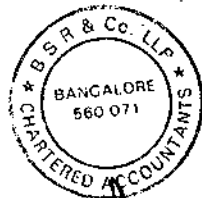
**(Rupees in millions, except share and per share data, unless otherwise stated)**

**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.



**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)**

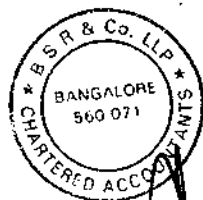
The assets of the Company are used interchangeably between segments, and the management believes that it is currently not practical to provide segment disclosures relating to total assets and liabilities since a meaningful segregation is not possible.

**Business segments**

Statement of profit and loss	For the year ended March 31,	
	2015	2014
<b>Segment revenue</b>		
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
<b>Total</b>	<b>35,474</b>	<b>30,316</b>
<b>Segment operating income</b>		
RCM	1,503	1,594
BFSI	912	450
HTMS	2,738	2,477
TH	1,136	697
Others	793	888
<b>Total</b>	<b>7,082</b>	<b>6,106</b>
Unallocable expenses	(1,035)	(809)
<b>Profit for the year before interest, other income and tax</b>	<b>6,047</b>	<b>5,297</b>
Interest expense	(1)	(4)
Other income	831	494
<b>Net profit before taxes</b>	<b>6,877</b>	<b>5,787</b>
Income taxes	(1,534)	(1,275)
<b>Net profit after taxes</b>	<b>5,343</b>	<b>4,512</b>

**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
<b>Total</b>	<b>35,474</b>	<b>30,316</b>





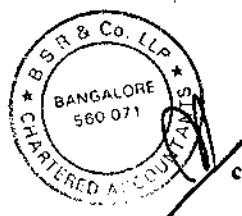
**Mindtree Limited**  
**Significant accounting policies and notes to the accounts (continued)**  
**For the year ended March 31, 2015**  
**(Rupees in millions, except share and per share data, unless otherwise stated)**

**3.15 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)

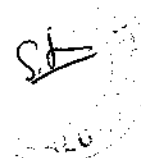
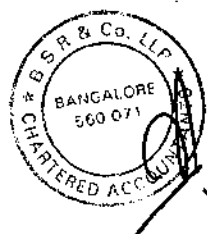
Tanglin Developments Limited	Leasing office buildings and land	321	399
	Advances/ deposits paid		
	- towards electricity deposit/ charges	9	3
	- towards lease rentals	-	486
	Advance/ deposits received back:		
	- towards electricity deposit/ charges	51	48
	- towards lease rentals	156	327
	Interest on 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
Discoverture 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**  
**(Rupees in millions, except share and per share data, unless otherwise stated)**

Interest accrued on  
advance towards  
electricity charges

3

**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.

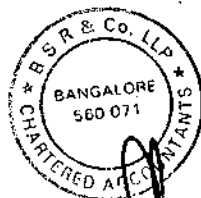
\*\*\*Prof. David B. Yoffie resigned with effect from March 30, 2015.

\*\*\*\* 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)**  
**For the year ended March 31, 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 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 March 31, 2015	As at 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

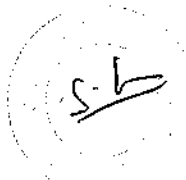
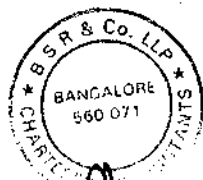
Additionally, the Company leases office facilities and residential facilities under cancellable operating leases. The rental expense under cancelable operating lease during the year ended March 31, 2015 was Rs 264 (for the year ended March 31, 2014: Rs 271).

**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.



**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)**

**3.18 Auditor's remuneration**

Particulars	For the year ended March 31,	
	2015	2014
Statutory audit	16	15
Certification	2	2
<b>Total</b>	<b>18</b>	<b>17</b>

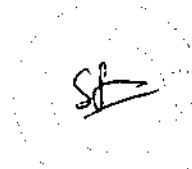
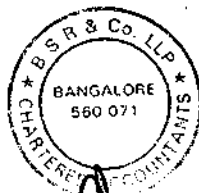
**3.19** The Company has a development center at Gainesville, Florida, US. The state of Florida has offered various incentives targeted to the needs of the development center. The nature and the extent of the government grant is given below:

Nature of expenses	For the year ended March 31,	
	2015	2014
Reimbursement of rent	-	3
Grant towards workforce training	24	28
<b>Total</b>	<b>24</b>	<b>31</b>

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**

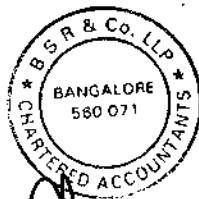
The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in 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.



**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.



*[Handwritten signature]*

*[Handwritten signature]*

**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		Amount in Rs	
Particulars	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.

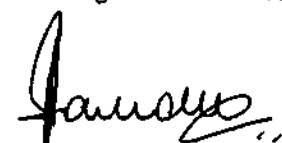
As per our report of even date attached

For B S R &amp; Co. LLP

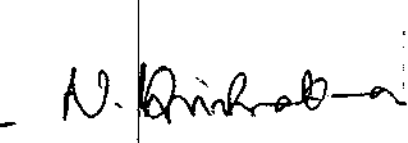
Chartered Accountants

Firm Registration No.: 101248W/W-100022

For Mindtree Limited

  
**Supreet Sachdev**  
 Partner  
 Membership No. : 205385

  
**Subroto Bagchi**  
 Chairman

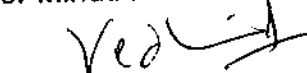
  
**N. Krishnakumar**  
 CEO & Managing Director

  
**Jagannathan Chakravarthi**  
 Chief Financial Officer

Place: Bangalore  
 Date: April 16, 2015

Place: Bangalore  
 Date: April 16, 2015

For Mindtree Limited

  
**Company Secretary**

# 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**

For Mindtree Limited

*V. Balaji*  
Company Secretary



# Annexure - P2

Discoverure Solutions LLC  
Consolidated Balance Sheet as at March 31, 2015

(Amount in Rs.)



Particulars	Note no.	As at March 31, 2015
<b>A EQUITY AND LIABILITIES</b>		
1 Shareholders' funds		
Share capital	3.1.1	168,388,568
Reserves and surplus	3.1.2	18,566,445
		<b>186,955,013</b>
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
		<b>98,771,462</b>
<b>TOTAL</b>		<b>285,726,475</b>
<b>B ASSETS</b>		
1 Non-current assets		
Fixed assets	3.3.1	
Tangible assets		6,624,034
		<b>6,624,034</b>
Long-term advances	3.3.2	1,168,082
		<b>7,792,116</b>
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	3,453,903
Other current assets	3.4.4	645,837
		<b>277,934,359</b>
<b>TOTAL</b>		<b>285,726,475</b>
<p>In terms of our report attached. For Deloitte Haskins &amp; Sells Chartered Accountants</p> <p>V. Balaji Partner</p> <p>Place : Bangalore Date : April 16, 2015</p>		
<p>For Discoverure Solutions LLC By its sole member Mindtree Limited</p> <p>Authorized Signatory</p> <p>Place : Bangalore Date : April 16, 2015</p>		

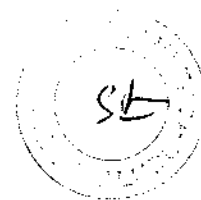


For Mindtree Limited  
V. Balaji  
Company Secretary

<b>Discoverure Solutions LLC</b> <b>Statement of Profit and Loss for period February 1, 2015 to March 31, 2015</b>			(Amount in Rs.)
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

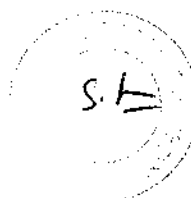
In terms of our report attached. For Deloitte Haskins & Sells Chartered Accountants  V. Balaji Partner	For Discoverure Solutions LLC By its sole member Mindtree Limited  Authorised Signatory
Place : Bangalore Date : April 16, 2015	Place : Bangalore Date : April 16, 2015



Discoverture 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
<b>A. Cash flow from operating activities</b>	
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>B. Cash flow from investing activities</b>	
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 &amp; Sells Chartered Accountants</p> <p>V. Balaji Partner</p> <p>Place : Bangalore Date : April 16, 2015</p>	
<p>For Discoverture Solutions LLC By its sole member Mindtree Limited</p> <p>Authorised Signatory</p> <p>Place : Bangalore Date : April 16, 2015</p>	



Discoverure Solutions LLC  
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 LLC 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 LLC 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.

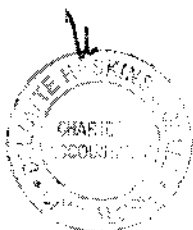
2.5.3 Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment, determined individually for each investment.

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.



Discoverture 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 expressed 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.



Discovery 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
<b>Total</b>	<b>168,388,568</b>

i) Details of members capital account

Particulars	As at March 31, 2015 Member Capital share
Mindtree Limited	168,388,568
	<b>168,388,568</b>

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
	<b>18,566,445</b>
<b>Total</b>	<b>18,566,445</b>



Discoverture Solutions LLC  
Notes forming part of the financial statements

Note 3.2.1 Trade payables

(Amount in Rs.)	
Particulars	As at March 31, 2015
Trade Payable	61,415,455
<b>Total</b>	<b>61,415,455</b>

Note 3.2.2 Other current liabilities

(Amount in Rs.)	
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
<b>Total</b>	<b>20,799,103</b>

Note 3.2.3 Short-term provisions

(Amount in Rs.)	
Particulars	As at March 31, 2015
Provision for employee benefits - compensated absences	4,854,684
Provision for Taxes	11,702,220
<b>Total</b>	<b>16,556,904</b>





Discoverure Solutions I.J.C  
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	
		Opening - Feb 1, 2015	Additions	Deletions	Closing - Mar 31, 2015	Opening - Feb 1, 2015	Additions	Deletions	Closing - Mar 31, 2015	March 31, 2015	March 31, 2015
A. Tangible assets											
Computer Equipment	40	9,623,714	45,455		9,669,169	5,713,066	232,604		5,945,670	3,723,499	
Leasehold Improvements		373,099			373,099	208,925	8,619		217,544	155,555	
Office Equipments	18 10	3,271,712			3,271,712	2,515,561	80,160		2,595,721	678,011	
Furniture & Fixtures	20	4,086,858			4,086,858	2,488,617	94,545		2,583,162	1,503,696	
		17,357,403	45,455	-	17,402,858	10,926,169	415,928	-	11,342,097	6,060,761	
A. Intangible assets											
Computers Software		14,033,445			14,033,445	13,136,911	93,261		13,470,172	503,273	
		14,033,445	-	-	14,033,445	13,136,911	93,261	-	13,470,172	503,273	
Total		31,390,848	45,455	-	31,436,303	24,303,080	509,189	-	24,812,269	6,624,034	



Discoverture Solutions LLC  
Notes forming part of the financial statements

Note 3.3.2 Long-term advances

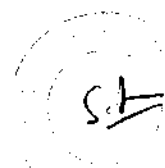
(Amount in Rs.)

Particulars	As at March 31, 2015
Security deposit	1,168,082
<b>Total</b>	<b>1,168,082</b>

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)
<b>Total</b>	<b>186,683,057</b>



**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
<b>Total</b>	<b>87,149,562</b>

**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
<b>Total</b>	<b>3,455,903</b>

**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
<b>Total</b>	<b>645,837</b>



### Note 3.5 - Other income

(Amount in Rs.)

### Note 3.6 - Employee benefits expense

(Amount in Rs.)

### Note 3.7 Other expenses

(Amount in Rs.)

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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**

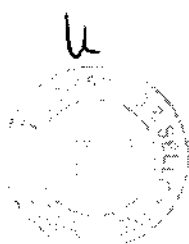
Particulars	For the period February 1, 2015 to March 31, 2015
Income from Software Development	166,377,919

**3.11 Segment Reporting**

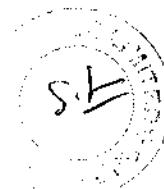
The Company is engaged in providing services in BFSI Vertical and is considered to constitute a single segment in the context of primary segment reporting as prescribed by Accounting Standard 17 - "Segment Reporting".

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



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**Discoverture Solutions LLC**  
**Notes forming part of the financial statements**

**3.12 Related party transactions**

**a) Names of related parties and description of relationship**

<b>Name of related parties</b>	<b>Description of relationship</b>
Mindtree Limited	Holding Company
Discoverture Solutions Europe Limited	Subsidiary
Discoverture Solutions ULC	Subsidiary

**Transactions during the year**

<b>Name of Party</b>	<b>Nature of Services</b>	<b>For the period February 1, 2015 to March 31, 2015</b>
Mindtree Limited	Rendering of Services	21,607,483
Discoverture Solutions Europe Limited	Rendering of Services	4,011,416
Discoverture Solutions ULC	Rendering of Services Services received	2,898,298 1,778,986

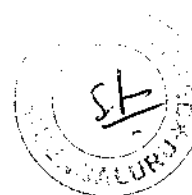
**Closing balance**

<b>Name of Party</b>	<b>Nature of transaction</b>	<b>As at March 31, 2015</b>
Mindtree Limited	Balance Payable	21,834,563
Discoverture Solutions Europe Limited	Balance Payable	3,838,178
Discoverture 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.



*[Handwritten signature]*



**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
<b>Trade receivable</b>	
Amount in INR	177,013,425
Amount in USD	2,832,687
Amount in INR	9,669,632
Amount in CAD	197,219
<b>Trade Payable</b>	
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)
<b>Balance with bank account</b>	
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

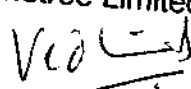
Place : Bangalore  
Date : April 16, 2015

For Discoverture Solutions LLC  
By its sole member Mindtree Limited

  
Authorised Signatory

Place : Bangalore  
Date : April 16, 2015



For Mindtree Limited  
  
Company Secretary

Relational Solutions, Inc.  
Statement of Financial Position

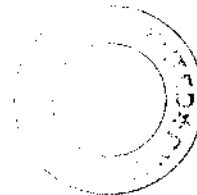
(In \$)

	Note No.	As at 31.12.2014	As at 31.03.2015
<b>ASSETS</b>			
<b>NON - CURRENT</b>			
Property, Plant and Equipment	2	9,723	9,723
		<b>9,723</b>	<b>9,723</b>
<b>CURRENT</b>			
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
		<b>1,116,059</b>	<b>1,241,540</b>
<b>TOTAL ASSETS</b>		<b>1,125,782</b>	<b>1,251,264</b>
<b>EQUITY &amp; LIABILITIES</b>			
<b>EQUITY</b>			
Share Capital	5 (a)	500	500
Retained Earnings	6	423,631	402,743
		<b>424,131</b>	<b>403,243</b>
<b>LIABILITIES</b>			
<b>CURRENT</b>			
Trade and Other Current Payables	7	701,651	824,390
Provisions	8	-	23,630
		<b>701,651</b>	<b>848,020</b>
<b>TOTAL LIABILITIES</b>		<b>1,125,782</b>	<b>1,251,263</b>

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
<b>Note 2: Property, Plant and Equipment</b>		
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)
<b>Total</b>	<b>9,723</b>	<b>9,723</b>
<b>Note 3: Cash and cash equivalents</b>		
Cash balances	623	203
Current accounts with bank	330,837	645,442
<b>Total</b>	<b>331,461</b>	<b>645,645</b>
<b>Note 4: Trade and Other Current Receivables</b>		
Trade receivables	781,098	592,395
<b>Total</b>	<b>781,098</b>	<b>592,395</b>
<b>Note 5: Other Short Term Financial Assets</b>		
Officer's Loan Receivable	3,500	3,500
Prepaid Expenses	-	-
<b>Total</b>	<b>3,500</b>	<b>3,500</b>
<b>Note 6: Retained Earnings</b>		
Opening balance	(14,709)	423,631
Profit/ (loss) for the year/ period	438,340	(20,888)
<b>Closing balance</b>	<b>423,631</b>	<b>402,743</b>
<b>Note 7: Trade and Other Current Payables</b>		
<b>Trade Payables</b>	-	744
<b>Other Current Payables</b>		
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
<b>Total</b>	<b>701,651</b>	<b>824,390</b>
<b>Note 8: Provisions</b>		
Employee benefits	-	23,630
<b>Total</b>	<b>-</b>	<b>23,630</b>



**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

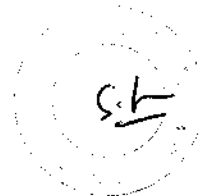
Series A Preferred Stock - 500 shares

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.  
Notes Forming part of financial Statements

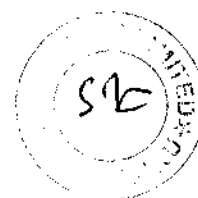
(In \$)

Particulars	January - December 2014	January - March 2015
<b>Note 9: Revenue</b>		
Revenue from annual maintenance services	604,712	193,099
Revenue from sale of product and other services	2,677,075	432,609
<b>Total</b>	<b>3,281,788</b>	<b>625,708</b>
<b>Note 10: Other income</b>		
Bank Service Charge	97	(78)
Taxes - Payroll:SUI	-	22
Interest Income	1,080	204
<b>Total</b>	<b>1,177</b>	<b>149</b>
<b>Note 11: Employee benefits expense</b>		
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
<b>Total</b>	<b>1,811,929</b>	<b>488,241</b>
<b>Note 12: Finance cost</b>		
Interest Expense on notes payable	34,990	8,748
<b>Total</b>	<b>34,990</b>	<b>8,748</b>
<b>Note 13: Expenses by nature</b>		
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
<b>Total</b>	<b>997,705</b>	<b>149,756</b>

**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
<b>Total Income</b>		<b>3,282,965</b>	<b>625,857</b>
Employee benefits expense	11	1,811,929	488,241
Finance cost	12	34,990	8,748
Other expenses	13	997,705	149,756
<b>Total Expense</b>		<b>2,844,624</b>	<b>646,745</b>
<b>Profit for the period</b>		<b>438,340</b>	<b>(20,888)</b>



**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.

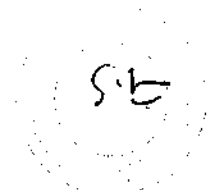
**2.4 Property Plant and Equipment**

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.

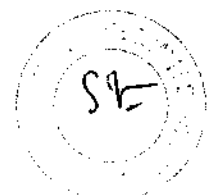
*'Unbilled revenues'* represent cost and earnings in excess of billings as at the end of the reporting period.

*'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**

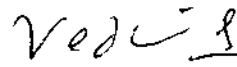
Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of obligation.

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