Mindtree
Welcome to possible

Ref: MT/STAT/RSN/13-14/192 **January 01, 2014**

The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

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

Dear Sirs,

Kind Attention - Mr. Gopala Krishna and Mr. Hari

Sub: Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with Regulations 13 (3), (4) and (6) of SEBI (Prohibition of Insider Trading) Regulations, 1992 and all other applicable laws

Attached herewith the disclosures received from

1. Mr. Subroto Bagchi (Transferor and Promoter of the Company)
2. Mrs. Susmita Bagchi (Transferee and becoming PAC and belonging to the Promoter/Promoter Group of Mindtree Limited),
   for the receipt of shares through off market transfer (gift))

in compliance with Regulation 29(2) read with Regulation 29(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, intimating the off market transfer through gift of 6,80,000 equity shares of the Company from Transferor and Promoter of the Company to his spouse Mrs. Susmita Bagchi, Transferee and now becoming PAC and belonging to the Promoter/Promoter Group of Mindtree Limited, for the receipt of shares through off market transfer (gift).

The Company has also received intimations from Mr. Subroto Bagchi (Promoter, and Executive Chairman of the Company) along with Mrs. Susmita Bagchi (spouse of Mr. Subroto Bagchi) under Form C and Form D pursuant to Regulations 13 (3), 13 (4) and (6) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 and all other applicable rules, if any, intimating the transfer of shares of the Company through off market transfer by way of gift, that may please be treated as disclosure by them in their individual capacity. Please take the above intimation on records.

SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 has been amended and no disclosure now needs to be made by the Company to the Stock Exchanges under Regulation 29 (2) of the SEBI (Substantial Acquisition of shares and takeovers) Regulations, 2011 and all other applicable rules. As a matter of caution and good corporate governance, we are forwarding the disclosures by Mr. Subroto Bagchi (Transferor and Promoter of the Company) Mrs. Susmita Bagchi (Transferee and becoming PAC and belonging to the Promoter/Promoter Group of Mindtree Limited, with the receipt of shares through off market transfer (gift)) for your records. Kindly consider it as the personal disclosure pursuant to Regulations 13 (3), 13 (4) and (6) of the SEBI (Prohibition of Insider Trading) Regulation, 1992.

Thanking you,
Yours Sincerely

for **Mindtree Limited**

Rajesh. S

Rajesh S. Narang
Vice President- Legal & Company Secretary

Mindtree Ltd, Global Village
RVCE Post, Mysore Road
T +91 80 6706 4000
F +91 80 6706 4100

MINDTREE LIMITED BANGALORE

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Mindtree Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Mr. Subroto Bagchi (Transferor and Promoter of Mindtree Limited) Mrs. Susmita Bagchi (Transferee and spouse of Mr. Subroto Bagchi, with the receipt of shares through off market transfer (gift), becoming PAC and belonging to the Promoter/Promoter Group)		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange and National Stock Exchange, Mumbai.		
Details of the acquisition / disposal as follows	**Number**	**% w.r.t. total share/voting capital wherever applicable (*)**	**% w.r.t. total diluted share/voting capital of the TC (**)**
Before the acquisition/disposal under consideration, holding of :			
a) Shares carrying voting rights	20,81,300	5.00%	5.00%
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	0	0	0
c) Voting rights (VR) otherwise than by equity shares	0	0	0
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	0	0	0
e) Total (a+b+c+d)	**20,81,300**	**5.00%**	**5.00%**
Details of acquisition/sale*			
a) Shares carrying voting rights acquired/sold	680,000*	1.6336%*	1.6336%*
b) VRs acquired /sold otherwise than by shares	0	0	0
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	0	0	0



d) Shares encumbered / invoked/released by the acquirer.	0	0	0
e) Total (a+b+c+/-d)	**680,000***	**1.6336%***	**1.6336%***
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	14,01,300	3.3664%	3.3664%
b) Shares encumbered with the acquirer	0	0	0
c) VRs otherwise than by equity shares	0	0	0
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	0	0	0
e) Total (a+b+c+d)	**14,01,300**	**3.3664%**	**3.3664%**
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer etc.)	Off Market Transfer of Equity Shares Through Gift		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	December 31, 2013		
Equity share capital / total voting capital of the TC before the said acquisition/sale	41,626,192 equity shares of Rs. 10/- each		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	41,626,192 equity shares of Rs. 10/- each		
Total diluted share/voting capital of the TC after the said acquisition/sale	41,626,192 equity shares of Rs. 10/- each		

**Off Market Transfer of equity shares through gift by Mr. Subroto Bagchi, Promoter and Chairman of the Company from his individual account to the individual account of his spouse, Mrs. Susmita Bagchi. Mr. Subroto Bagchi and Mrs. Susmita Bagchi jointly hold 223 equity shares of Rs. 10/ -each, amounting to 0.0005% of the shareholding of the Company.*

Signature of Subroto Bagchi

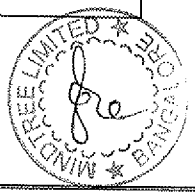
Place: Bangalore

Date: January 1, 2014

MINDTREE LIMITED * BANGALORE *

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Mindtree Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Mrs. Susmita Bagchi (Transferee and becoming PAC and belonging to the Promoter/Promoter Group of Mindtree Limited, with the receipt of shares through off market transfer (gift)) Mr. Subroto Bagchi (Transferor and Promoter of Mindtree Limited)		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange and National Stock Exchange, Mumbai.		
Details of the acquisition / disposal as follows	**Number**	**% w.r.t. total share/voting capital wherever applicable (*)**	**% w.r.t. total diluted share/voting capital of the TC (**)**
Before the acquisition/disposal under consideration, holding of :			
a) Shares carrying voting rights	0	0.00%	0.00%
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	0	0	0
c) Voting rights (VR) otherwise than by equity shares	0	0	0
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	0	0	0
e) Total (a+b+c+d)	**0**	**0.00%**	**0.00%**
Details of acquisition/sale*			
a) Shares carrying voting rights acquired/sold	680,000*	1.6336%*	1.6336%*
b) VRs acquired /sold otherwise than by shares	0	0	0
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	0	0	0
d) Shares encumbered / invoked/released by the acquirer.	0	0	0



e) Total (a+b+c+/-d)	**680,000***	**1.6336%***	**1.6336%***
After the acquisition/sale, holding of: a) Shares carrying voting rights b) Shares encumbered with the acquirer c) VRs otherwise than by equity shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	680,000* 0 0 0	1.6336%* 0 0 0	1.6336%* 0 0 0
e) Total (a+b+c+d)	**680,000***	**1.6336%***	**1.6336%***
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer etc.)	Off Market Transfer of Equity Shares Through Gift		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	December 31, 2013		
Equity share capital / total voting capital of the TC before the said acquisition/sale	41,626,192 equity shares of Rs. 10/- each		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	41,626,192 equity shares of Rs. 10/- each		
Total diluted share/voting capital of the TC after the said acquisition/sale	41,626,192 equity shares of Rs. 10/- each		

**Off Market Transfer of equity shares through gift by Mr. Subroto Bagchi, Promoter and Chairman of the Company from his individual account to the individual account of his spouse, Mrs. Susmita Bagchi.*
Mr. Subroto Bagchi and Mrs. Susmita Bagchi jointly hold 223 equity shares of Rs. 10/ -each, amounting to 0.0005% of the shareholding of the Company and Mrs. Susmita Bagchi did not hold any share/s before, in her individual account.

Signature of Susmita Bagchi

Place: Bangalore

Date: January 1, 2014

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
[Regulations 13(3) & 13(6)]

Regulation 13(3) and 13(6) – Details of change in shareholding in respect of persons holding more than 5% shares in Listed Company

Name PAN & Address of Promoter/Person who is part of Promoter Group/Director/Officer	No. & % of shares/voting rights held by the Promoter/ Person who is part of Promoter Group/Director/Officer	Date of receipt of allotment advice/acquisition / sale of shares/voting rights	Date of intimation to Company	Mode of acquisition (market purchase/ public/rights/preferential offer, etc.)/sale	No. & % of shares/post acquisition/ voting rights/ sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value(per share) (Approx.)
Name: Subroto Bagchi PAN No.: ADJPB9499C Designation: Chairman Residential Address: 248, 19th Main, 15th Cross, HSR Layout, 4th Stage, Bangalore Karnataka India -560034	20,81,300** (5.00%)	Date of Transfer through Gift: December 31, 2013	December 31, 2013	Off Market transfer of equity shares through gift, from Mr. Subroto Bagchi, Chairman of the Company to his spouse, Mrs. Susmita Bagchi*	14,01,300 (3.3664%)	NA*	NA*	NA	NA	680,000* (1.6336%)	NA*

*Off Market Transfer of equity shares through gift by Mr. Subroto Bagchi, Promoter and Chairman of the Company from his individual account to the individual account of his spouse, Mrs. Susmita Bagchi.

** Mr. Subroto Bagchi and Mrs. Susmita Bagchi jointly hold 223 equity shares of Rs. 10/- each, amounting to 0.0005% of the shareholding of the Company.

MINDTREE LIMITED BANGALORE

For Mindtree Ltd.

Rajesh S

President Legal & Company Secretary

(Signature of Subroto Bagchi)

FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
[Regulations 13(4), 13(4A) and 13(6)]

Regulation 13(4) and 13(6) – Details of change in shareholding of Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a Listed Company

Name PAN & Address of Promoter/Person who is part of Promoter Group/Director/Officer	No. & % of shares/voting rights held by the Promoter/ Person who is part of Promoter Group/Director/Officer	Date of receipt of allotment advice/acquisition / sale of shares/voting rights	Date of intimation to Company	Mode of acquisition (market purchase/ public/rights/preferential offer, etc.)/sale	No. & % of shares/post acquisition/ voting rights/ sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value(per share) (Approx.)
Name: Subroto Bagchi PAN No.: ADJPB9499C Designation: Chairman Residential Address: 248, 19th Main, 15th Cross, HSR Layout, 4th Stage, Bangalore Karnataka India -560034	20,81,300** (5.00%)	Date of Transfer through Gift: December 31, 2013	December 31, 2013	Off Market transfer of equity shares through gift, from Mr. Subroto Bagchi, Chairman of the Company to his spouse, Mrs. Susmita Bagchi*	14,01,300 (3.3664%)	NA*	NA*	NA	NA	680,000* (1.6336%)	NA*

*Off Market Transfer of equity shares through gift by Mr. Subroto Bagchi, Promoter and Chairman of the Company from his individual account to the individual account of his spouse, Mrs. Susmita Bagchi.

** Mr. Subroto Bagchi and Mrs. Susmita Bagchi jointly hold 223 equity shares of Rs. 10/- each, amounting to 0.0005% of the shareholding of the Company.

MINDTREE LIMITED BANGALORE

For Mindtree Limited

Rajesh. S
President Legal & Company Secretary

(Signature of Subroto Bagchi)

FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
[Regulations 13(4), 13(4A) and 13(6)]

Regulation 13(4) and 13(6) – Details of change in shareholding of Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a Listed Company

Name PAN & Address of Promoter/Person who is part of Promoter Group/Director/Officer	No. & % of shares/voting rights held by the Promoter/ Person who is part of Promoter Group/Director/Officer	Date of receipt of allotment advice/acquisition / sale of shares/voting rights	Date of intimation to Company	Mode of acquisition (market purchase/ public/rights/preferential offer, etc.)/sale	No. & % of shares/post acquisition/ voting rights/ sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value(per share) (Approx.)
Name: Susmita Bagchi PAN No.: ALEPB9199E Designation: W/o Mr. Subroto Bagchi, Promoter & Chairman of the Company Residential Address: 248, 19th Main, 15th Cross, HSR Layout, 4th Stage, Bangalore Karnataka India -560034	Nil**	Date of Transfer through Gift: December 31, 2013	December 31, 2013	Off Market transfer of equity shares through gift, from Mr. Subroto Bagchi, Chairman of the Company to his spouse, Mrs. Susmita Bagchi*	680,000* (1.6336%)	NA*	NA*	680,000* (1.6336%)	NA*	NA	NA

*Off Market Transfer of equity shares through gift by Mr. Subroto Bagchi, Promoter and Chairman of the Company from his individual account to the individual account of his spouse, Mrs. Susmita Bagchi.

** Mr. Subroto Bagchi and Mrs. Susmita Bagchi jointly hold 223 equity shares of Rs. 10/- each, amounting to 0.0005% of the shareholding of the Company and Mrs. Susmita Bagchi did not hold any share/s before, in her individual account.

MINDTREE LIMITED BANGALORE

For Mindtree Limited

Rajuk S

President Legal & Company Secretary

Sbagchi

January 1, 2014

From,
Name: Subroto Bagchi
Address: 248, 19th Main, 15th Cross,
HSR Layout, 4th Stage, Bangalore, Karnataka
India -560034

To,

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: Intimation pursuant to Regulation 13 of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.

Please find enclosed the disclosure under Form D, intimating sale of shares of the Company, pursuant to Regulation 13 of the SEBI (Prohibition of Insider Trading) Regulations, 1992 and all other applicable rules, if any.

This disclosure may please be treated as disclosure to the Stock Exchange/s under the said regulation.

Please take the above intimation on records.

Thanking you,
Yours' Sincerely,

Sd/-

***Name**: Subroto Bagchi*
***Designation:** Chairman*

Encl. Form D

CC – Mindtree Limited

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
[Regulations 13(3) & 13(6)]

Regulation 13(3) and 13(6) – Details of change in shareholding in respect of persons holding more than 5% shares in Listed Company

Name PAN & Address of Promoter/Person who is part of Promoter Group/Director/Officer	No. & % of shares/voting rights held by the Promoter/ Person who is part of Promoter Group/Director/Officer	Date of receipt of allotment advice/acquisition / sale of shares/voting rights	Date of intimation to Company	Mode of acquisition (market purchase/ public/rights/preferential offer, etc.)/sale	No. & % of shares/post acquisition/ voting rights/ sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value(per share) (Approx.)
Name: Subroto Bagchi PAN No.: ADJPB9499C Designation: Chairman Residential Address: 248, 19th Main, 15th Cross, HSR Layout, 4th Stage, Bangalore Karnataka India -560034	20,81,300** (5.00%)	Date of Transfer through Gift: December 31, 2013	December 31, 2013	Off Market transfer of equity shares through gift, from Mr. Subroto Bagchi, Chairman of the Company to his spouse, Mrs. Susmita Bagchi*	14,01,300 (3.3664%)	NA*	NA*	NA	NA	680,000* (1.6336%)	NA*

*Off Market Transfer of equity shares through gift by Mr. Subroto Bagchi, Promoter and Chairman of the Company from his individual account to the individual account of his spouse, Mrs. Susmita Bagchi.

** Mr. Subroto Bagchi and Mrs. Susmita Bagchi jointly hold 223 equity shares of Rs. 10/- each, amounting to 0.0005% of the shareholding of the Company.

(Signature of Subroto Bagchi)

FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
[Regulations 13(4), 13(4A) and 13(6)]

Regulation 13(4) and 13(6) – Details of change in shareholding of Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a Listed Company

Name PAN & Address of Promoter/Person who is part of Promoter Group/Director/Officer	No. & % of shares/voting rights held by the Promoter/ Person who is part of Promoter Group/Director/Officer	Date of receipt of allotment advice/acquisition / sale of shares/voting rights	Date of intimation to Company	Mode of acquisition (market purchase/ public/rights/preferential offer, etc.)/sale	No. & % of shares/post acquisition/ voting rights/ sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value(per share) (Approx.)
Name: Subroto Bagchi PAN No.: ADJPB9499C Designation: Chairman Residential Address: 248, 19th Main, 15th Cross, HSR Layout, 4th Stage, Bangalore Karnataka India -560034	20,81,300** (5.00%)	Date of Transfer through Gift: December 31, 2013	December 31, 2013	Off Market transfer of equity shares through gift, from Mr. Subroto Bagchi, Chairman of the Company to his spouse, Mrs. Susmita Bagchi*	14,01,300 (3.3664%)	NA*	NA*	NA	NA	680,000* (1.6336%)	NA*

*Off Market Transfer of equity shares through gift by Mr. Subroto Bagchi, Promoter and Chairman of the Company from his individual account to the individual account of his spouse, Mrs. Susmita Bagchi.

** Mr. Subroto Bagchi and Mrs. Susmita Bagchi jointly hold 223 equity shares of Rs. 10/- each, amounting to 0.0005% of the shareholding of the Company.

(Signature of Subroto Bagchi)

January 1, 2014

From,
Name: Susmita Bagchi
Address: 248, 19th Main, 15th Cross,
HSR Layout, 4th Stage, Bangalore, Karnataka
India -560034

To,

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: Intimation pursuant to Regulation 13 of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.

Please find enclosed the disclosure under Form D, intimating sale of shares of the Company, pursuant to Regulation 13 of the SEBI (Prohibition of Insider Trading) Regulations, 1992 and all other applicable rules, if any.

This disclosure may please be treated as disclosure to the Stock Exchange/s under the said regulation.

Please take the above intimation on records.

Thanking you,
Yours' Sincerely,

Sd/-

***Name**: Susmita Bagchi*
W/o of Mr. Subroto Bagchi

Encl. Form D

CC – Mindtree Limited

FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
[Regulations 13(4), 13(4A) and 13(6)]

Regulation 13(4) and 13(6) – Details of change in shareholding of Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a Listed Company

Name PAN & Address of Promoter/Person who is part of Promoter Group/Director/Officer	No. & % of shares/voting rights held by the Promoter/ Person who is part of Promoter Group/Director/Officer	Date of receipt of allotment advice/acquisition / sale of shares/voting rights	Date of intimation to Company	Mode of acquisition (market purchase/ public/rights/preferential offer, etc.)/sale	No. & % of shares/post acquisition/ voting rights/ sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value(per share) (Approx.)
Name: Susmita Bagchi PAN No.: ALEPB9199E Designation: W/o Mr. Subroto Bagchi, Promoter & Chairman of the Company Residential Address: 248, 19th Main, 15th Cross, HSR Layout, 4th Stage, Bangalore Karnataka India -560034	Nil**	Date of Transfer through Gift: December 31, 2013	December 31, 2013	Off Market transfer of equity shares through gift, from Mr. Subroto Bagchi, Chairman of the Company to his spouse, Mrs. Susmita Bagchi*	680,000* (1.6336%)	NA*	NA*	680,000* (1.6336%)	NA*	NA	NA

*Off Market Transfer of equity shares through gift by Mr. Subroto Bagchi, Promoter and Chairman of the Company from his individual account to the individual account of his spouse, Mrs. Susmita Bagchi.

** Mr. Subroto Bagchi and Mrs. Susmita Bagchi jointly hold 223 equity shares of Rs. 10/- each, amounting to 0.0005% of the shareholding of the Company and Mrs. Susmita Bagchi did not hold any share/s before, in her individual account.

Sbagchi