Mindtree
Welcome to possible

Ref: MT/STAT/RSN/13-14/204

January 21, 2014

The Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
BSE : fax : 022 2272 3121/2041/ 61
Phone 022-22721233/4
email: corp.relations@bseindia.com

National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai 400 051
NSE : Fax: 022 2659 8237 / 38
Phone: 022 2659 8235 / 36
email : cmlist@nse.co.in

Dear Sirs,

Kind Attention - Mr. Gopala Krishna and Mr. Hari

Subject: Abstract and Memorandum under Section 302 of the Companies Act, 1956 in respect of the terms of appointment of Mr. Namakal Srinivasan Parthasarathy as an Additional Executive Director of Mindtree Limited

Ref:

(i) Intimation of Press Release by the Company pursuant to Clause 36 of the Listing Agreement, dated December 26, 2013

(ii) Intimation pursuant to Clause 30 of the Listing Agreement - notifying change in the Company's Directorship vide our Letter MT/STAT/RSN/13-14/186 dated December 27, 2013

With reference to the above-mentioned subject, we are herewith enclosing the copy of the Abstract and Memorandum under Section 302 of the Companies Act, 1956 in respect of the terms and appointment of Mr. Namakal Srinivasan Parthasarathy as an Additional Executive Director of Mindtree Limited, which has been sent to the shareholders/members of the Company.

Kindly take the above intimation on records and should you require any additional/further information or have any question(s), please do let us know and we shall be happy to provide any other information or clarification as may be required by you.

This is for your information, records and necessary action. Kindly acknowledge receipt.

Thanking you.
Yours truly,

for **Mindtree Limited**

Rajesh S Narang
Vice President - Legal & Company Secretary

MINDTREE LIMITED ★ BANGALORE

Mindtree Ltd, Global Village
RVCE Post, Mysore Road
Bangalore 560 059, India

T +91 80 6706 4000
F +91 80 6706 4100
W www.mindtree.com

Mindtree
Welcome to possible

Dear Member,

Sub: Abstract and Memorandum under Section 302 of the Companies Act, 1956.

The Board of Directors of Mindtree Limited vide a circular resolution dated December 24, 2013 had appointed Mr. Namakal Srinivasan Parthasarathy as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 and then appointed him as an Executive Director for a period of 5 (five) years with effect from January 1, 2014 to December 31, 2018. This appointment as an Executive Director is subject to the approval of the Members at the next General Meeting.

An abstract of Mr. Namakal Srinivasan Parthasarathy's appointment and remuneration is given below pursuant to Section 302 of the Companies Act, 1956.

Brief Profile of Mr. Namakal Srinivasan Parthasarathy (Partha)

Partha, aged about 53 years, has over 28 years of IT industry experience. Partha is known for his expertise in setting up large Offshore Development Centers (ODC) handling global delivery and operations. Partha's vision and passion for delivery excellence has helped Mindtree deliver best-in-class service, with significant value to our customers. Partha also heads all the Enterprise Service Lines at Mindtree. Prior to co-founding Mindtree, Partha was the General Manager of Wipro's technology solutions division, where he led the relationship for some large customers.

Partha has received a Masters (Honors) degree in Mathematics from BITS Pilani, M.Tech. in Computer Science from IIT, Kharagpur and has completed Advanced Management Program (AMP) at, Harvard Business School, Massachusetts, USA.

Brief Terms of appointment of Partha as an Executive Director:

1. The appointment of Partha as Executive Director is for a period of five years commencing from January 1, 2014 to December 31, 2018 and he will be a member of the Board of Directors of the Company entrusted with powers of management having control on general conduct and management of the business affairs of the Company.
2. Partha will be based at Bangalore and will undertake such travel in and outside India as may be necessary from time to time in relation to the business of the Company.
3. Partha shall perform such duties and responsibilities as may be entrusted to him from time to time subject to the superintendence and control of the Board of Directors of the Company.
4. No sitting fee shall be paid to Partha as Director for attending the meetings of the Board of Directors or any Committee/s thereof.
5. The employment agreement entered into with Partha can be terminated for convenience by either Mindtree or Partha by way of notice of three months to the other party, provided that, the Company has the right of waiver of the notice, with or without any conditions at the discretion of the Chairman of the Board of Directors of the Company.
6. Shareholding & stock options- Partha holds 611,921 equity shares of Rs. 10/- each, amounting to 1.47% shareholding of the Company as on December 31, 2013. No Stock options have been given to Partha as on date.

II - Brief Terms of Remuneration payable to Partha as an Executive Director:

1. **Financial Year 2013-14**

   Subject to the applicable provisions of the Companies Act(s), Income Tax Act and any other applicable regulations, the remuneration payable to Partha will be as follows:

   The fixed compensation for Partha effective from November 1, 2013 will be Rs. 6,814,084/- per annum, subject to all appropriate and/or authorized deductions. In addition, Partha will be entitled to the following:

   a) Variable incentive payment linked to achievement of annual performance objectives, and/or Commission determined as a percentage of net profits of the Company as determined by the Compensation Committee from year to year. The scheme shall provide for under/over achievement based on the actual performance against the financial objectives. The amount for FY 2013-14 under this component shall not exceed 200% of the fixed compensation;

   b) Variable incentive payment, linked to long term financial objectives of the Company, as determined by the Compensation Committee, either as a general scheme for senior management team members or specifically for Partha. The amount for FY 2013-14 under this component shall not exceed 200% of the fixed component;

   c) The performance evaluation payment/Commission/variable incentive payments will be paid monthly/quarterly/annually as per the scheme approved by the Compensation Committee;

   d) Grant of Phantom Stock Options – 55,000 units have been granted and further may be approved from time to time by the Compensation Committee;

   e) Leave on full pay and allowances, as per Company's rules with encashment of leave facility;

   f) Provision of car with chauffeur, telephone, fax and internet and other facilities as per Company's rules;

   g) Medical, personal accident and other policies as per rules of the Company;

   h) Gratuity and other deferred benefits payable as per rules of the Company;

MINDTREE LIMITED BANGALORE

i) Other benefits and allowances including but not limited to, rent free furnished accommodation, reimbursement of gas, electricity, water charges and medical expenses for self and Family members, furnishings, payment of premiums on personal accident and health insurance, club fees, use of car with chauffeur, telephones, house maintenance allowance, leave travel allowance, contributions to provident fund, superannuation fund, gratuity, leave entitlement, encashment of leave and housing, grant of phantom stock option rights, etc., and such other perquisites, benefits and allowances as per rules of the Company; and

j) Such other benefits, amenities, facilities and perquisites as per rules of the Company as applicable to Senior Executives and as may be permitted by the Board of Directors to the Executive Director (collectively, Managerial Remuneration).

Explanation: Family shall mean, spouse, dependent children and dependent parents.

The Managerial Remuneration is subject to all appropriate and/or authorized deductions.

2. **Financial Years 2014-19 (April 1, 2014 to December 31, 2018)**

Subject to applicable provisions of the Companies Act(s), Income Tax Act and any other applicable regulations, the remuneration payable to Partha for FY 2014-15 and thereafter will be as follows:

a) Remuneration in such heads as stated above for FY 2013-14 or as amended from time to time by the Compensation Committee;

b) An annual salary increase of the fixed salary compensation from the financial year 2014-15 onwards as approved by the Compensation Committee;

c) Variable incentive payment, linked to annual or long term financial objectives of the Company, as approved by the Compensation Committee and subject to the limits set by the Compensation Committee; and

d) Grant of Phantom Stock Options as per the numbers and scheme approved by the Compensation Committee.

The above payments for all the financial years are subject to all appropriate and/or authorized deductions as per prevailing law(s).

The aggregate amounts of Managerial Remuneration for all the financial years to Partha individually, shall always be within the overall ceiling laid down in Sections 198, 269, 309, 310 and Schedule XIII of the Companies Act, 1956 and Section 202 of the Companies Act, 2013 and other applicable provisions (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) which currently is 5% of the net profits of the Company and is commensurate with the responsibility in a Company of this size and extent of business operations.

Where if in any financial year the Company has no profits or its profits are inadequate, Partha shall be entitled to receive the same enhanced Managerial Remuneration subject to compliance with applicable provisions of the Companies Act, 1956, Companies Act, 2013 and to the extent necessary, with the approval of the Central Government. For any increase in the remuneration of Partha, the Company would seek approval of Shareholders or Compensation Committee of the Board as may be applicable.

Partha does not suffer any of the disqualification(s) prescribed under law and hence, qualifies for appointment as an Executive Director of the Company.

Memorandum of Concern or Interest

No Director other than Partha may be deemed to be concerned or interested in the said appointment.

The appointment letter of Partha dated January 1, 2014 is kept open for inspection of the Members at the Registered Office situated at, Global Village, RVCE Post, Mysore Road, Bangalore-560059, on any working day of the Company between 10.00 a.m. to 12.00 noon. The terms and conditions of appointment will be placed before the Members for their confirmation at the next General Meeting of the Shareholders.

By Order of the Board of Directors
For Mindtree Limited
Sd/-
Rajesh S Narang
Vice-President-Legal & Company Secretary

Place : Bangalore
Date : January 1, 2014

CERTIFIED TRUE COPY

For Mindtree Limited
Rajesh. S
Vice President Legal & Company Secretary

MINDTREE LIMITED BANGALORE