Mindtree
Welcome to possible

Ref: MT/STAT/RSN/13-14/012

April 22, 2013

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: Submission of Audited Financial Results as per Clause 41 of the Listing Agreement for the fourth quarter and financial year ended March 31, 2013.

We would like to inform you that the Board of Directors of the Company in their meeting held on April 18-22, 2013 have approved and taken on record, the Audited Financials (as attached) along with Audit Reports issued by the Statutory Auditors thereon for the fourth quarter and financial year ended March 31, 2013.

In this connection, we have emailed/faxed all the above referred documents and are now sending them by courier in compliance under Clause 41 of the Listing Agreement.

1. Audited Financial Results on standalone and consolidated basis for the fourth quarter and financial year ended March 31, 2013 pursuant to Clause 41 of the Listing Agreement along with the Auditor's Report thereon issued by the Statutory Auditors is also enclosed. There are no qualifications or adverse remarks in the Auditor's Report issued by the Statutory Auditors.

2. Press Release on the Financial Results of the Company.

3. Status report on complaints - Kindly also note that the statement of complaints received, settled etc., is also enclosed in Financial Results by way of note.

4. Publication - We further wish to inform you that, we will be publishing the above-referred results by April 24, 2013 in one English daily newspaper circulating in the whole or substantially the whole of India and in one regional newspaper being the language of the region, where the Registered Office of the Company is situated.

5. Press and Earnings call invite - Our Management will participate in the Press Call on April 22, 2013 at 10.30 AM IST and an Earnings Call on April 22, 2013 at 11.30 AM IST and this is for your kind records and information.

6. Approval of Second Interim Dividend- Further, we would like to inform you that:

   The Board of Directors at its meeting held on April 18-22, 2013, have approved a second interim dividend of 40% (Rs. 4/- per equity share of par value Rs. 10/- each) for the financial year ended March 31, 2013. The record date for payment of this interim dividend will be May 03, 2013. This interim dividend will be paid to registered shareholders on or before May 15, 2013.

MINDTREE BANGALORE

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Disclosure under Clause 16 of the Listing Agreement is as follows:

	Details
Symbol	MINDTREE
Series	EQ
Book Closure (B) / Record Date (R)	R
BC Start Date	N/A
BC End Date	N/A
Record Date	03-May-2013
Purpose	Second Interim Dividend for FY 2012-13
Corporate Action Type	Dividend
Dividend (%)	40%
Dividend Type	Second Interim Dividend
Dividend for Financial Year From	1-Apr- 2012
Dividend for Financial Year To	31-Mar-2013
Meetings (Board) Date	18-22-April-2013

7. Final Dividend - The Board of Directors have also recommended a final dividend of 50% (Rs. 5.00 per equity share of par value Rs. 10/- each) for the year ended March 31, 2013 and this dividend is payable subject to approval of shareholders. The Book closure dates will be intimated in due course.

Kindly take the above intimation on records. Should you require any additional information or have any question, please let us know and we shall be happy to provide any other information or clarification.

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

Thanking you.
Yours truly,

for **Mindtree Limited**

Rajesh S

Rajesh S Narang
Vice President - Legal & Company Secretary
Encl: A/a
CC: NSDL/ CDSL / Link Intime India Private Limited/NSE & BSE

MINDTREE LIMITED BANGALORE

Mindtree Ltd, Global Village
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F +91 80 6706 4100

B S R & Co.
(Registered)
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

Auditor's Report on Quarterly Financial Results and Year to Date Financial Results of Mindtree Limited Pursuant to the Clause 41 of the Listing Agreement

To,
The Board of Directors of Mindtree Limited

We have audited the quarterly financial results of Mindtree Limited ('Mindtree' or the "Company") for the quarter ended March 31, 2013 and the year to date financial results for the period from April 1, 2012 to March 31, 2013, attached herewith, being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, issued pursuant to the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us, these quarterly financial results as well as the year to date financial results:

(i) are presented in accordance with the requirements of Clause 41 of the Listing Agreement in this regard; and

(ii) give a true and fair view of the net profit and other financial information for the quarter ended March 31, 2013 as well as the year to date results for the period from April 1, 2012 to March 31, 2013.

MINDTREE LIMITED BANGALORE

Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the Company in terms of Clause 35 of the Listing Agreement and found the same to be correct.

for **B S R & Co.**
Chartered Accountants
Firm Registration No. 101248W

Supreet Sachdev
Partner
Membership No. 205385
Bangalore
April 22, 2013

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For Mindtree Limited

Rajesh S

Vice President Legal & Company Secretary

MINDTREE LIMITED BANGALORE

B S R & Co.
(Registered)
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

Auditor's Report on the Consolidated Financial Results of Mindtree Limited and its Subsidairies Pursuant to the Clause 41 of the Listing Agreement

To the Board of Directors of Mindtree Limited

We have audited the consolidated financial results of Mindtree Limited ("Mindtree" or the "Company") and its subsidiaries (collectively called 'the Mindtree Group') for the year ended March 31, 2013, attached herewith, being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the Management and have not been audited by us. These consolidated financial results have been prepared from consolidated financial statements, which are the responsibility of the Company's Management. Our responsibility is to express an opinion on these consolidated financial results based on our audit of such consolidated financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by Management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us, these consolidated financial results:

(i) include the year to date financial results of the following entities; (a) Mindtree Limited, (b) Mindtree Software (Shanghai) Co., Limited, and (c) erstwhile subsidiary Mindtree Software (Shenzhen) Co. Limited (dissolved w.e.f. September 6, 2012)

(ii) have been presented in accordance with the requirements of Clause 41 of the Listing Agreement in this regard; and

(iii) give a true and fair view of the consolidated net profit and other financial information for the consolidated results for the year ended March 31, 2013.

MINDTREE LIMITED BANGALORE

Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the Management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the Company in terms of Clause 35 of the Listing Agreement and found the same to be correct.

for **B S R & Co.**
Chartered Accountants
Firm Registration No. 101248W

Supreet Sachdev
Partner
Membership No. 205385

Bangalore
April 22, 2013

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For Mindtree Limited

Rajesh S

Vice President Legal & Company Secretary

MINDTREE LIMITED BANGALORE

Mindtree

Mindtree Limited
Registered Office: Global Village, RVCE Post, Mysore Road, Bangalore - 560 059

AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2013

(Rs. In Millions, except per share data)

Particulars	Standalone					Consolidated	
	Quarter ended			Year ended		Year ended	
	March 31, 2013	December 31, 2012	March 31, 2012	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
Income from software services	6,124	5,901	5,257	23,618	19,152	23,618	19,152
Expenses							
Employee benefit expenses	3,745	3,517	3,179	14,274	12,261	14,274	12,261
Depreciation	155	151	168	624	695	624	695
Other expenses	1,216	1,180	1,093	4,484	3,958	4,480	3,961
Profit from operations before other income and interest	1,008	1,053	817	4,236	2,238	4,240	2,235
Other income	154	70	51	350	188	350	188
Foreign exchange gain/(loss)	(153)	142	(37)	(340)	195	(340)	197
Profit before interest	1,009	1,265	831	4,246	2,622	4,250	2,620
Interest	1	2	3	10	5	10	5
Profit before tax	1,008	1,263	828	4,236	2,617	4,240	2,615
Tax expense	219	275	136	847	430	847	430
Net profit for the period	789	988	692	3,389	2,187	3,393	2,185
Paid up equity share capital (face value Rs. 10/- each)	415	412	405	415	405	415	405
Reserves	12,722	12,029	9,171	12,722	9,171	12,722	9,167
Basic EPS (Rs.)	19.04	24.08	17.06	82.70	54.27	82.79	54.23
Diluted EPS (Rs.)	18.89	23.80	16.88	81.66	54.18	81.75	54.14
Aggregate non-promoter shareholding							
Number of shares	33,719,358	33,253,963	32,358,908	33,719,358	32,358,908	33,719,358	32,358,908
Percentage of shareholding	81.18%	80.70%	79.81%	81.18%	79.81%	81.18%	79.81%
Promoters and promoter group shareholding							
Pledged/Encumbered							
Number of shares	-	-	-	-	-	-	-
Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-	-	-	-
Percentage of shares (as a % of the total share capital of the company)	-	-	-	-	-	-	-
Non-encumbered							
Number of shares	7,815,697	7,954,658	8,185,015	7,815,697	8,185,015	7,815,697	8,185,015
Percentage of shares (as a % of the total shareholding of the Promoter and Promoter group)	100%	100%	100%	100%	100%	100%	100%
Percentage of shares (as a % of the total share capital of the company)	18.82%	19.30%	20.19%	18.82%	20.19%	18.82%	20.19%

AUDITED SEGMENT WISE REVENUE AND RESULTS

Primary segment information (Rs. In millions)

Particulars	Standalone					Consolidated	
	Quarter ended			Year ended		Year ended	
	March 31, 2013	December 31, 2012	March 31, 2012	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
Segment revenue							
PE Services	1,823	1,765	1,731	7,210	6,594	7,210	6,594
IT Services	4,301	4,136	3,526	16,408	12,558	16,408	12,558
Total	6,124	5,901	5,257	23,618	19,152	23,618	19,152
Segment operating income							
PE Services	420	426	297	1,666	838	1,666	835
IT Services	743	778	688	3,194	2,095	3,194	2,095
Total	1,163	1,204	985	4,860	2,933	4,860	2,930
Unallocable							
Expenses	308	151	168	864	695	980	695
Interest	1	2	3	10	5	10	5
Other income	154	212	14	350	384	350	385
Profit before tax	1,008	1,263	828	4,236	2,617	4,240	2,615

Notes on segment information

Principal segments

The Company's operations predominantly relate to providing IT services and Product Engineering services (PE services). Accordingly, revenues represented along IT services and PE services comprise the primary segment information.

Segmental capital employed

Segregation of assets, liabilities, depreciation and other non-cash expenses into various primary segments has not been carried out as the assets are used interchangeably between segments. Accordingly, no disclosure relating to segment assets and liabilities has been made.

AUDITED STATEMENT OF ASSETS AND LIABILITIES

Rs. In Millions

Particulars	Standalone		Consolidated	
	As at		As at	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
Shareholders' funds				
Share capital	415	405	415	405
Reserves and surplus	12,722	9,171	12,722	9,167
	13,137	9,576	13,137	9,572
Non-current liabilities				
Long-term borrowings	32	37	32	37
Other long-term liabilities	57	46	57	46
	89	83	89	83
Current liabilities				
Short-term borrowings	217	407	217	407
Trade payables	189	107	189	104
Other current liabilities	2,166	2,455	2,166	2,456
Short-term provisions	1,112	724	1,112	724
	3,684	3,693	3,684	3,691
Total	16,910	13,352	16,910	13,346
Non-current assets				
Fixed assets				
Tangible assets	2,561	2,548	2,561	2,548
Intangible assets	28	43	28	43
Capital work-in-progress	571	85	571	85
Non-current investments	244	30	236	7
Deferred tax assets (net)	360	320	360	320
Long-term loans and advances	617	544	617	544
Other non-current assets	1,046	1,028	1,046	1,028
	5,427	4,598	5,413	4,575
Current assets				
Current investments	4,027	3,075	4,027	3,075
Trade receivables	4,508	4,078	4,508	4,078
Cash and bank balances	1,238	585	1,252	602
Short-term loans and advances	430	191	430	191
Other current assets	1,280	825	1,280	825
	11,483	8,754	11,497	8,771
Total	16,910	13,352	16,910	13,346

MINDTREE LIMITED BANGALORE

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Notes to financial results for the quarter and year ended March 31, 2013

1 The above results were reviewed by the Audit Committee and thereafter have been adopted by the Board at its meeting held on April 22, 2013

2 Item of expenditure exceeding 10% of total expenditure (Rs in millions):

Particulars	Standalone					Consolidated	
	Quarter ended			Year ended		Year ended	
	March 31, 2013	December 31, 2012	March 31, 2012	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
Staff cost	3,765	3,481	3,145	14,138	12,160	14,138	12,160

3 Information on investor complaints pursuant to clause 41 of the Listing Agreement for the quarter ended March 31, 2013:

Nature of investor complaints	Opening balance	Additions	Disposal	Closing balance
Allotment/Refunds/others	-	27	27	-

4 During the quarter, 326,434 shares have been issued upon exercise of stock options by employees

5 EPS for the quarter is not annualized

6 The Board of Directors has declared an interim dividend of 40% (Rs 4 per equity share of par value Rs 10/- each) for the quarter ended March 31, 2013 and recommended a final dividend of 50% (Rs 5 per equity share of par value Rs 10/- each) for the year ended March 31, 2013

7 The statement of financial results have been audited by the Company's auditors. The Company's auditors have issued an unqualified audit opinion on the financial results. The audit report has been filed with the stock exchanges and is also available on the Company's website.

8 Previous period figures have been reclassified/regrouped wherever necessary

For and on behalf of the Board
For Mindtree Limited

N. Krishnakumar

Krishnakumar Natarajan
CEO & Managing Director

Bangalore, India
April 22, 2013

MINDTREE LIMITED NJK BANGALORE

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For Mindtree Limited

Rajesh S

Vice President Legal & Company Secretary

Mindtree

Mindtree's net profit surges 55% in rupee terms; recommends total dividend of 120%

Bangalore (India), April 22, 2013: Mindtree Limited, a global information technology solutions company, announced its results today for the fourth quarter and year ended March 31, 2013, as approved by its Board of Directors.

"FY 12-13 has been a landmark year for Mindtree. In a challenging year, we have delivered revenue growth and better margins. We have also delivered consistently quarter after quarter, setting up a platform for continued improvements. We have made solid investments in leadership development, brand building and sales force enhancement. We are confident that all these will help us create an expertise led organization that delivers sustained growth and shareholder value" said **Krishnakumar Natarajan, CEO & Managing Director, Mindtree Limited.**

Key financial highlights:

Quarter ended March 31, 2013

- In USD terms:
  - Revenue at $113 million (growth of 2.9% q-o-q / 7.6% y-o-y)
  - Net profit at $14.6 million (decline of 20.8% q-o-q / growth of 5.8% y-o-y)
- In Rupee terms:
  - Revenue at ₹ 6,124 million (growth of 3.8% q-o-q / 16.5% y-o-y)
  - Net profit at ₹ 789 million (decline of 20.1% q-o-q / growth of 14.0% y-o-y)

Year ended March 31, 2013

- In USD terms:
  - Revenue at $435.7million (growth of 8.2%)
  - Net profit at $62.5 million (growth of 36.1%)
- In Rupee terms:
  - Revenue at ₹ 23,618 million (growth of 23.3%)
  - Net profit at ₹ 3,389 million (growth of 55%)

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For Mindtree Limited

Rajesh. S

Vice President Legal & Company Secretary

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Other highlights:

- Customers:
  - 232 active customers as of March 31, 2013
  - $20 million customers increased by 1 to 5
- Employees:
  - 11,591 employees as of March 31, 2013
  - Added 974 employees during the quarter on a gross basis
- Major client wins:
  - A large deal from an infrastructure services provider in one of the largest emerging market economies. In partnership with an existing customer, Mindtree will provide cloud platform support, in a multi-year engagement.
  - A large hotel chain. Mindtree will provide managed services for application and infrastructure support.
  - A renowned non-profit, non-government organization. Mindtree will provide service desk and End User Computing (EUC) services for its users across multiple countries.
- Others:
  - Awarded 'Best Corporate Governance India', 2013 by World Finance magazine.
  - Ranked second in 'Best Overall for Corporate Governance (in India)' by Asiamoney and topped the category of 'Best for Investor Relations' in India.
  - A 7th time winner of India's Most Admired Knowledge Enterprise (MAKE) award.
  - Ranked the third best software company under the category of "Financial Sustainability Index", as part of the BS 1000 list released by the Business Standard magazine in 2012.
  - A global employee perception survey conducted by Glassdoor ranked Krishnakumar Natarajan at 28th in the list of Top 50 CEOs worldwide.
- Dividend:
  - The Board of Directors, at its meeting held on April 22, 2013, recommended an interim dividend of 40% (₹ 4 per equity share of par value ₹ 10 each) and a final dividend of 50% (₹ 5 per equity share of par value ₹ 10 each) for the year ended March 31, 2013, subject to approval by Shareholders at the forthcoming AGM. Along with the interim dividend of 30% (₹ 3 per equity share of par value ₹ 10 each) declared in October 2012, the total dividend for the year comes to 120% (₹ 12 per equity share of par value ₹ 10 each).

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- 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.

About Mindtree

Mindtree is a global information technology solutions company with revenues of over USD 400 million. Our experts are driven to engineer meaningful technology solutions to help businesses and societies flourish.

Mindtree's consulting-driven approach makes us a strategic partner to many Fortune 500 enterprises. Our domain expertise, unique culture and technical excellence help businesses thrive and be future-ready. We enable our customers achieve competitive advantage through flexible and next generation global delivery models, agile methodologies and expert frameworks.

Mindtree's ability to devise solutions is equally matched by our ability to execute them. Our differentiation stems from a unique balance of human perspective with deep strategic thinking.

Our values - collaborative spirit, unrelenting dedication and expert thinking help us see possibilities where others see a full stop.

Welcome to possible.

Safe harbor

Certain statements in this release concerning our future growth prospects are forward-looking statements, which involve a number of risks, and uncertainties that could cause our actual results to differ materially from those in such forward-looking statements. We do not undertake to update any forward-looking statement that may be made from time to time by us or on our behalf.

Please visit us at www.mindtree.com. For more information, contact:

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MINDTREE LIMITED BANGALORE

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