Ref: MT/STAT/RSN/12-13/07

April 09, 2012

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 (3) & (6) of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Regulation 29(2) of the SEBI (Substantial Acquisition of shares and takeovers) Regulations, 2011.

1. **Disclosure under Regulation 13 (3) & (6) of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and all other applicable rules, if any**

The Company has received intimations from M/s Walden Software Investments Limited c/o International Financial Services Ltd, IFS Court, Twenty Eight, Cyber City, Ebene, Mauritius in Form C pursuant to Regulation 13(3) of the SEBI (Prohibition of Insider Trading) Regulation, 1992 intimating sale of 2,000,000 equity shares of the Company in open market.

Please find enclosed the disclosures from the Company under Form C pursuant to Regulation 13(6) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 and all other applicable rules, if any.

2. **Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

The Company has received intimations from M/s Walden Software Investments Limited c/o International Financial Services Ltd, IFS Court, Twenty Eight, Cyber City, Ebene, Mauritius in Form C pursuant to Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 intimating sale of 2,000,000 equity shares of the Company in open market.

SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 have 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 disclosure by M/s Walden Software Investments Limited for your records.

3. **Disclosure by M/s Walden Software Investments Limited** - Also find enclosed the disclosure received from the M/s Walden Software Investments Limited in Form C pursuant to Regulation

MINDTREE LIMITED

13(3) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 and under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 that may please be treated as disclosure by them.

Please take the above intimations on records.

Yours sincerely,

for **MindTree Limited**

Rajesh. S

Rajesh S. Narang
Vice President- Legal & Company Secretary

MINDTREE LIMITED BANGALORE

WALDEN SOFTWARE INVESTMENTS LTD

IFS Court, TwentyEight, CyberCity, Ebene, Mauritius
Tel: (230) 467 3000 Fax: (230) 467 4000

9 April 2012

By email and by fax

The Company Secretary
Mindtree Ltd
Blk. A #42, 27th Cross
Banashankari II Stage
Bangalore – 560 070
India

Fax: 91-80-67064100

Re: Disclosure of Sale of Interest

Dear Sir/ Madam

We have sold 2,000,000 shares of your company on 4 April 2012 as per the details below –

Exchange	Trade Date	Quantity
BOMBAY STOCK EXCHANGE	4-Apr-2012	1,830,000
NATIONAL STOCK EXCHANGE	4-Apr-2012	170,000

Accordingly, please find attached the requisite filing in the prescribed Form c- under Regulation 13(3) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 1992 and Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 on behalf of Walden Software Investments Ltd

Yours faithfully

Kapildeo Joory
Director

encs

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For MindTree Limited
Rajesh S
Vice President Legal & Company Secretary

JLN 9/4

WALDEN SOFTWARE INVESTMENTS LTD

IFS Court, TwentyEight, CyberCity, Ebene, Mauritius
Tel: (230) 467 3000 Fax: (230) 467 4000

Table 1: Form C: Regulation 13(3) and 13(6)—Details of change in shareholding in respect of persons holding more than 5% shares in a listed company

Name and Address of Share-holders	Shareholding Prior to Acquisition/ Sale	No. and % of Shares/ Voting Rights Acquired/Sold	Receipt of Allotment Advice/ Acquisition of Shares/ Sale of Shares—Specify	Date of Intimation to Company	Mode of Acquisition on (Market Purchase/ Public/Rights/ Preferential Offer etc.)	No. and % of Shares/ Voting Rights [Post-acquisition]/ 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 (Rs.)	Sell Quantity	Sell Value
1	2	3	4	5	6	7	8	9	10	11	12	13
WALDEN SOFTWARE INVESTMENTS LIMITED c/o International Financial Services Ltd, IFS Court, Twenty Eight, CyberCity, Ebene, Mauritius	3,964,205	2,000,000 4.93%	4-Apr-2012	10-Apr-2012	Private purchase prior to Company's IPO	1,964,205 4.85%	Deutsche Equities India Pvt Ltd NSE SEBI no INB231196834	NSE	NIL	NIL	170,000	INR 496.0548 per share
			4-Apr-2012	10-Apr-2012				BSE			1,830,000	INR 496.2300 per share

Kapildeo Joory
Director
Place: Mauritius
Date: 9 April 2012

For Mindtree Limited
Rajesh S
Vice President Legal & Company Secretary

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

1. Name of the Target Company (TC)	**MindTree Limited**		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	WALDEN SOFTWARE INVESTMENTS LTD		
3. Whether the acquirer belongs to Promoter/Promoter group	N/A		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange National Stock Exchange		
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	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 b) Voting rights (VR) otherwise than by shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	3,964,205	9.78%	
Total (a+b+c)	3,964,205	9.78%	
Details of acquisition/sale a) Shares carrying voting rights ~~acquired~~/sold b) VRs acquired /sold otherwise than by shares 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	2,000,000	4.93%	

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FOR MINDTREE LIMITED

Total (a+b+c)	2,000,000	4.93%	
After the acquisition/sale, holding of: a) Shares carrying voting rights b) VRs otherwise than by shares 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) after acquisition.	1,964,205	4.85%	
Total (a+b+c)	1,964,205	4.85%	
6. Mode of ~~acquisition /~~ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open market sale		
7. Date of ~~acquisition / sale~~ of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	4 April 2012		
8. Equity share capital / total voting capital of the TC before the said acquisition / sale	INR405,439,230 divided into 40,543,923 equity shares of INR10 each		
9. Equity share capital/ total voting capital of the TC after the said acquisition / sale	INR405,439,230 divided into 40,543,923 equity shares of INR10 each		
10. Total diluted share/voting capital of the TC after the said acquisition/sale.	INR405,439,230 divided into 40,543,923 equity shares of INR10 each		

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Yours faithfully

Kapildeo Joory
Director
Place: Mauritius
Date: 9 April 2012

CERTIFIED TRUE COPY

For MindTree Limited

Rajesh S

Vice President Legal & Company Secretary

WALDEN SOFTWARE INVESTMENTS LTD

IFS Court, TwentyEight, CyberCity, Ebene, Mauritius
Tel: (230) 467 3000 Fax: (230) 467 4000

9 April 2012

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Yours faithfully

Kapildeo Joory
Director

encs

JLN 9/4

WALDEN SOFTWARE INVESTMENTS LTD

IFS Court, TwentyEight, CyberCity, Ebene, Mauritius
Tel: (230) 467 3000 Fax: (230) 467 4000

Table 1: Form C: Regulation 13(3)—Details of change in shareholding in respect of persons holding more than 5% shares in a listed company

Name and Address of Share-holders	Shareholding Prior to Acquisition/ Sale	No. and % of Shares/ Voting Rights Acquired/Sold	Receipt of Allotment Advice/ Acquisition of Shares/ Sale of Shares—Specify	Date of Intimation to Company	Mode of Acquisition on (Market Purchase/ Public/Rights/ Preferential Offer etc.)	No. and % of Shares/ Voting Rights [Post-acquisition]/ 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 (Rs.)	Sell Quantity	Sell Value
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Kapildeo Joory
Director
Place: Mauritius
Date: 9 April 2012

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

1. Name of the Target Company (TC)	**MindTree Limited**		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	WALDEN SOFTWARE INVESTMENTS LTD		
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Yours faithfully

Kapildeo Joory
Director
Place: Mauritius
Date: 9 April 2012