Ref.: ML/STAT/RSN/11-12/173

February 29, 2012

The Asst Vice President
Listing Code - symbol "MINDTREE"
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block, Bandra- Kurla Complex,
Bandra (E), Mumbai – 400 051
Ph: 022-26598235/36; Fax: 022-26598237/38

The General Manager
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001
Ph: 022-2272 1121/ 2272 2375;
Fax:022-22723121 /3719/2037/39/41/61

Dear Sirs,

Sub: Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations 2011 – Format B

Please find enclosed herewith the disclosure received in Format B from Nalanda India Equity Fund Limited in compliance with Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations 1997 and all other applicable laws intimating purchase of equity shares of the Company in the open market in the prescribed format with correction email received.

Please also find enclosed copy of the letter sent to the Nalanda India Equity Fund Limited that may please be treated as disclosure made from their and our end under Regulation 29(1).

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

NALANDA INDIA EQUITY FUND LIMITED

29 February 2012

MindTree Limited
Global Village, RVCE Post
Mysore Road
Bangalore - 560 059
Karnataka
India

Fax 91-80-6706 4100

Tel: +91-80-6706 4000
(SB)
Tel: +91 80 6706 4868

Email:
investors@mindtree.com

Attention: Rajesh Narang

Dear Sir:

Re: ***Form A (Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 199, (Regulation 13 (1) and (6))***

Annex A (Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011)
For MindTree Limited

Please find attached the relevant Forms as per the relevant regulations in respect of the above mentioned.

The originals are being couriered.

Thank you for your attention.

Yours faithfully

Abdool Azize Owasil
Director

भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

Annexure-B

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	(1) Nalanda India Fund Limited AND (2) Nalanda India Equity Fund Limited		
3.	Whether the acquirer belongs to Promoter/Promoter group	No		
4.	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	NSE and BSE		
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 captial of the TC (*)
Before the acquisition under consideration, holding of :				
a)	Shares carrying voting rights	3,514,370	8.84%	8.84%
b)	Voting rights (VR) otherwise than by shares			
c)	Warrants/convertible securities/any other instrument that entitles the acquirer to recieve shares carrying voting rights in the TC (specify holding in each category)			
Total (a + b +c)		3,514,370	8.84%	8.84%
Details of acquisition/sale				
a)	Shares carrying voting rights acquired	1,016,534	2.35%	2.35%
b)	VRs acquired / sold otherwise than by equity 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			
Total (a + b +c)		1,016,534	2.35%	2.35%
After the acquisition, holding of:				
a)	Shares carrying voting rights acquired	4,530,904	11.19%	11.19%
b)	VRs acquiried otherwise than by equity 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			
Total (a + b +c)		4,530,904	11.19%	11.19%

भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

6.	Mode of acquisition / sale (eg. Open market / off market / public issues / rights issues / preferential allotment / inter-se transfer etc).	Open Market
7.	Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable.	Trade Date : 27 Feb 2012 Settlement Date: 29 Feb 2012
8.	Equity share capital / total voting capital of the TC before the said acquisition/sale.	Rs 405,141,240
9.	Equity share capital / total voting capital of the TC after the said acquisition/sale	Rs 405,141,240
10.	Total diluted share / voting capital of the TC after the said acquisition	0

(*) 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.

Signature of the acquirer /seller / Authorised Signatory

Place : Mauritius
Date : 29-Feb-12

Corrections Suggested

From: khojeste.bharucha@kotak.com [mailto:khojeste.bharucha@kotak.com]
Sent: Wednesday, February 29, 2012 4:30 PM
To: Rajesh Srichand Narang
Cc: ashish.patil@nalandacapital.com; pourush.kelawala@kotak.com; henrietta.pereira@nalandafund.com; ashish.patil@nalandafund.com; bek.soh@nalandacapital.com
Subject: RE: Purchase of MindTree Shares

Dear Rajesh,

As per our telephonic conversation, please find enclosed required Annexure B stating details of acquisition of shares of Mindtree Limited by Nalanda India Equity Fund Limited.

Please note that in the covering letter it has been inadvertently mentioned that **Form A** (i.e for disclosure under Insider Trading Regulation) has been enclosed, where in FORM A has not been enclosed since its not required and it has also been inadvertently mentioned that **Annexure A** (Disclosure under SAST Regulation) has been enclosed wherein **Annexure B** (which is the required annexure to disclose) has been enclosed.

Trust this suffice all clarifications which u require and it also completes the required regulatory reporting by Nalanda.

Please feel free to contact us in case of any queries.

Regards
Khojeste Bharucha
Manager - Custody Services
Kotak Mahindra Bank Limited
Tel: +91 22 6605 6919
Fax: +91 22 6725 9060
Email: khojeste.bharucha@kotak.com

From: khojeste.bharucha@kotak.com [mailto:khojeste.bharucha@kotak.com]
Sent: Wednesday, February 29, 2012 4:05 PM
To: Rajesh Srichand Narang
Cc: ashish.patil@nalandacapital.com; pourush.kelawala@kotak.com; henrietta.pereira@nalandafund.com; ashish.patil@nalandafund.com; bek.soh@nalandacapital.com
Subject: RE: Purchase of MindTree Shares

Dear Rajesh,

Please find enclosed scanned copy of the **Annexure B** stating details of acquisition of shares of Mindtree Limited faxed today by Nalanda India Equity Fund Limited

Please note that the originals have already been couriered to Mindtree Limited

Please feel free to contact us in case of any queries.

Regards
Khojeste Bharucha
Manager - Custody Services
Kotak Mahindra Bank Limited
Tel: +91 22 6605 6919
Fax: +91 22 6725 9060
Email: khojeste.bharucha@kotak.com

